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COMPANIES FORM No. 12

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

12

Please do not
write in
this margin

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

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

To the Registrar of Companies

For official use

For official use

[] [] [] []

[]

Name of company

* THE UNDERSTANDING INDUSTRY TRUST

* insert full
name of Company

I, Rebecca Faith Hardy
of 35 Basinghall Street,
London EC2V 5DB

† 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 Mitre House
160 Aldersgate Street
London EC1A 4DD

Declarant to sign below

the 11th day of September
One thousand nine hundred and ninety-one
before me MM North

Rebecca Hardy

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

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

Slaughter and May
35 Basinghall Street,
London EC2V 5DB

Ref: FMM/RFH)

For official Use
New Companies Section



Post room

COMPANIES HOUSE

12 SEP 1991

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17

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COMPANIES FORM No. 30(5)(a)

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

30(5)(a)

Please do not write in this margin

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

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

Note

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

* insert full name of company

† delete as appropriate

For official use

Company number

--	--	--	--	--	--

--

Name of company

* THE UNDERSTANDING INDUSTRY TRUST

I, Rebecca Faith Hardy
of 35 Basinghall Street,
London EC2V 5DB

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

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

Declared at Mitre House
160 Aldersgate Street
London EC1A 4DD

Declarant to sign below

the 14th day of September
One thousand nine hundred and ninety-one
before me MMH

Rebecca Hardy

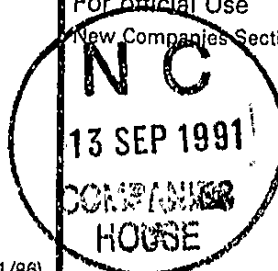
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

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

Slaughter and May,
35 Basinghall Street,
London EC2V 5DB

(Ref: FMM/RFH)

For official Use
New Companies Section



Post room



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Jordan & Sons Limited

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Tel: 0272 230600 Telex 449119

COMPANIES HOUSE

'12 SEP 1991

M

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

This form should be completed in black.

Company name (*in full*)

CN

2647030

For official use

G

The Understanding Industry Trust

Registered office of the company on
incorporation.

RO

91 Waterloo Road

Post town London

County/Region

Postcode SE1 8XP

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

X

Name Slaughter and May

RA

35 Basinghall Street

Post town London

County/Region

Postcode EC2V 5DB

Number of continuation sheets attached

7

To whom should Companies House
direct any enquiries about the
information shown in this form?

Mrs. Joyce A. Bowden

The Understanding Industry Trust

91, Waterloo Road, London

Postcode SE1 8XP

Telephone 071-928 3131

Extension

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

Directors (See notes 1 - 5)
Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CS Mrs.

Joyce Ann

Bowden

AD Bow Wood

Stonehouse Road,

Post town Halstead

County/Region Sevenoaks

Postcode TN14 7HW Country Kent

I consent to act as secretary of the company named on page 1

Signed

Date 5/9/91

CD Mr.

Kenneth Galt

Adams

CVO CBE

AD 8, Datchet Road

Post town Windsor

County/Region Berkshire

Postcode SL4 1QE Country England

DO 06 01 20

Nationality **NA** British

OC Lecturer and Consultant

OD None

I consent to act as director of the company named on page 1

Signed

Date 9 JULY 1991

Directors (continued)(See notes 1 - 5)⁵**Name*****Style/Title****Forenames****Surname*****Honours etc****Previous forenames****Previous surname****Address**

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth**Business occupation****Other directorships***** Voluntary details****Consent signature****CD**

See attached continuation sheets.

AD

Post town

County/Region

Postcode

Country

DO

Nationality

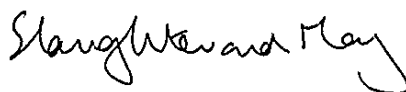
NA**OC****OD**

I consent to act as director of the company named on page 1

Signed

Date

Delete if the form
is signed by the
subscribers.



Signature of agent on behalf of all subscribers

Date

11.9.91

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

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

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

Continuation sheet No 1
to Form No. 10

Company number

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

Name of company

* Insert full name
of company

* THE UNDERSTANDING INDUSTRY TRUST

Particulars of other directors (continued)

Name (note 3) Catherine Avent		Business Occupation Retired School Inspector
Previous name(s) (note 3)		Nationality British
Address (note 4) 9 Temple Grove, London		Date of birth (where applicable) (note 6) 25.11.1919
	Postcode NW11 7UA	
I consent to act as director of the company named above (notes 9 and 10)		
Signature <i>Catherine Avent</i>		Date <i>25 July 1991</i>

Particulars of other directorships

<u>Current Directorships</u>	<u>Appointed</u>
Leighton Park School, Reading	1964
Independent Assessment & Research Centre (Ashridge)	1985
INDEX	1980
<u>Former Five Years' Directorships</u>	<u>Resigned</u>
The Grove School, Hindhead	1970
British Association for Commercial & Industrial Education	1984

Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

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

Continuation sheet No 2
to Form No. 10


Company number

Name of company

* Insert full name
of company

* THE UNDERSTANDING INDUSTRY TRUST

Particulars of other directors (continued)

Name (note 3) Sir Christopher Ball		Business Occupation Business Consultant
Previous name(s) (note 3) Christopher John Eunger		Nationality
Address (note 4) 45 Richmond Road, Oxford		British
Postcode OX1 2JJ		Date of birth (where applicable) (note 6) 22.4.35
I consent to act as director of the company named above (notes 9 and 10)		
Signature X C B 		Date 3 September 1991

Particulars of other directorships

<u>Current Directorships</u>	<u>Appointed</u>
Templeton College, Oxford	1981
Centre for Medieval & Renaissance Studies, Oxford	1987
Brathay Hall Trust	1988
Manchester Polytechnic	1989
Higher Education Information Services Trust	1987
N.I.C.E.C.	1989
A.C.F.H.E.	1990
<u>Former Five Years' Directorships</u>	<u>Resigned</u>
National Advisory Body	1988

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write in
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COMPANIES FORM No. 10 (cont.)

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

Continuation sheet No 3
to Form No. 10

Company number

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

Name of company

* insert full name
of company

* THE UNDERSTANDING INDUSTRY TRUST

Particulars of other directors (continued)

Name (note 3) Robert Cabot Rowselle Blackledge		Business Occupation Education Consultant
Previous name(s) (note 3)		Nationality British
Address (note 4) 9 Milford Manor Gardens, Shady Bower Salisbury Wiltshire		Date of birth (where applicable) (note 6) 26.10.1920
Postcode SP1 2RN		

I consent to act as director of the company named above (notes 9 and 10)

Signature *X R Cabot Rowselle* Date *3rd Sept 1991*

Particulars of other directorships

None

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write in
this margin

COMPANIES FORM No. 10 (cont.)

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

Continuation sheet No 5
to Form No. 10


Company number

Name of company

* insert full name
of company

* THE UNDERSTANDING INDUSTRY TRUST

Particulars of other directors (continued)

Name (note 3) Nigel Wickham Lewis		Business Occupation Director
Previous name(s) (note 3)		Nationality British
Address (note 4) Casden House, Casden, Princes Risborough, Aylesbury		Date of birth (where applicable) (note 6) 3.1.1936
Buckinghamshire	Postcode HP17 ONB	
I consent to act as director of the company named above (notes 9 and 10)		
Signature 		Date 28/6/91

Particulars of other directorships

Current Directorship

3i Enterprise Support Limited

Former Five Years' Directorships

3i Consultants.. Limited

3i plc

Resigned

28.4.89

27.3.91

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write in
this margin

COMPANIES FORM No. 10 (cont.)

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

Continuation sheet No 6
to Form No. 10

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

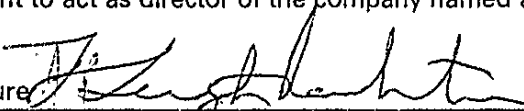
Company number

Name of company

* Insert full name
of company

* THE UNDERSTANDING INDUSTRY TRUST

Particulars of other directors (continued)

Name (note 3)	Jeremy Leigh Pemberton	Business Occupation	Deputy Chairman
Previous name(s) (note 3)		Nationality	British
Address (note 4)	Springfield Mill, Maidstone, Kent Whatman House, St. Leonard's Road, 20/20 Maidstone, Kent	Date of birth (where applicable) (note 6)	25.11.33
Postcode	ME14 2LE	ME16	
I consent to act as director of the company named above (notes 9 and 10)			
Signature 		Date 24/6/91	

Particulars of other directorships

Current Directorships

Whatman plc, Deputy Chairman
Bailey Dairy Products Ltd.
Genzyme (UK) Ltd
Kent County Crematorium plc

London & Manchester Plc
Kent Economic Development Board
Kent Investments Ltd
~~Mid Kent Water Company~~

Mid Kent Holdings plc
Fleming Fledgeling Investments Trust plc
Kent TEC Limited
National Westminster Bank plc Southern
Advisory Board

Appointed

1974
January 1984[†]
June 1984
September 1974
(Chairman from 8.6.79)
July 1983
October 1983
April 1985
~~July 1982~~
~~(Chairman from 1.1.89)~~
Chairman from 9.3.89
February 1988
July 1989
June 1990

Former Five Years' Directorships

Whatman International Ltd.
Whatman SA (France)
Girobank South-East Region
Mid Kent Water Company

Resigned

6.3.87
6.5.87
Regional Boards restructured on
31.12.89
31.11.90

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write in
this margin

COMPANIES FORM No. 10 (cont.)

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

Continuation sheet No 7
to Form No. 10


Company number

Name of company

* Insert full name
of company

* THE UNDERSTANDING INDUSTRY TRUST

Particulars of other directors (continued)

Name (note 3) Gerald Michael John Richardson		Business Occupation
		Management Consultant
Previous name(s) Liguanea , 66 Braywick Road		Nationality
Address (note 4) Maidenhead, Berkshire		British
		Date of birth (where applicable) (note 6)
Postcode <u>L</u> <u>SL6 1DE</u>		14-4-1925
I consent to act as director of the company named above (notes 9 and 10)		
Signature 		Date <u>27-6-91</u>

Particulars of other directorships

<u>Current Directorships</u>	<u>Appointed</u>
Braywick Management Services Limited	1985
Electrosonic Holdings Limited	1985
Clyde Cablevision Holdings Limited	1990
Castle Pool Hotel Limited	1982
<u>Former Five Years' Directorships</u>	<u>Resigned</u>
David & Charles Plc	1990
Clyde Cablevision Limited	1990
Pleasure Hotels Limited	1990

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

COMPANIES FORM No. 10 (cont.)

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

Continuation sheet No 4
to Form No. 10

Company number

Name of company

* THE UNDERSTANDING INDUSTRY TRUST

Particulars of other directors (continued)

Name (note 3)	Sir John Graham Cuckney	Business Occupation	Banker
Previous name(s) (note 3)		Nationality	British
Address (note 4)	6, Marsham Court, Marsham Street, Westminster, London	Date of birth (where applicable) (note 6)	12.7.25
	Postcode SW1P 4JY		
I consent to act as director of the company named above (notes 9 and 10)			
Signature <i>K. G. Cuckney</i>		Date <i>17/6/91</i>	

Particulars of other directorships

Current Directorships

Appointed

Brixton Estate plc	11.6.85
Glaxo Holdings plc	31.1.90
Lazard Brothers & Co. Ltd	11.5.88
Mitardale Limited (formerly Matsun Limited)	6.1.89
Royal Group Inc (USA)	28.10.83
Royal Insurance Asset Management Limited	15.3.90
Royal Insurance Holdings plc	18.3.88
Royal Insurance (UK) Limited	1.1.83
Royal International Insurance Holdings Limited	7.5.87
Royal Life Holdings Limited	10.1.86
Royal Reinsurance Company Limited	28.2.85
St. Andrews Management Institute	24.11.89
Si. Group Plc	1.10.86
Trinity House Marine Resources Limited (formerly	23.3.87
Trinity House Pilotage and Marine Services Limited)	23.3.87

Former Five Years' Directorships

Resigned

Royal Life Insurance Limited	10.1.86
John Brown plc	26.6.86
E.H. Industries Limited	10.7.86
T. R. Holdings (1974) Limited	1.10.86
Touche Remnant Holdings Limited	1.10.86
The Thomas Cook Group Limited	31.7.87
Normalair-Garrett Limited	8.9.87
Midland Bank plc	28.4.88
Lazard Brothers & Co. Ltd	31.12.90
Mitardale Limited (formerly Matsun Limited)	12.5.91
Trinity House Marine Resources Limited (formerly	11.10.90
Trinity House Pilotage and Marine Services Limited)	11.10.90

† delete if
inappropriate

continued overleaf †

THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)

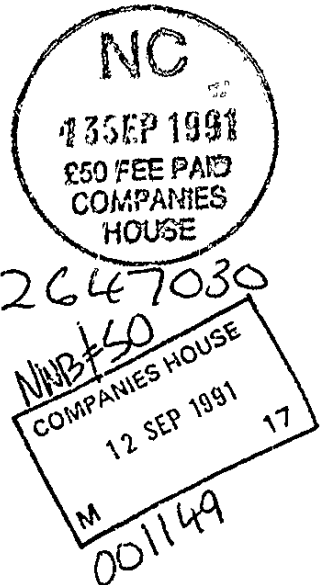
**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

- of -

THE UNDERSTANDING INDUSTRY TRUST

1. The name of the company (hereinafter called "the Company") is "The Understanding Industry Trust".
2. The Registered Office of the Company will be situate in England.
3. Expressions defined in the Articles of Association of the Company from time to time in force shall have the same meanings in this Memorandum of Association.
4. The objects for which the Company is established are:-
 - (a) For the benefit of the public to conduct research into the reciprocal needs of industry, commerce and young people both seeking employment and presently engaged in studies at school or college and to make available the results of such research and thus provide education and information so that the said young people may be better able to obtain the most suitable employment and that industry and commerce may offer employment most readily suited to their needs and abilities.
 - (b) The advancement of education and training in its relation to industry the role of industry in society and the place of science and technology in both industry and society.
5. In furtherance of the above objects but not further or otherwise the Company shall have the following powers:-
 - (a) To encourage and develop co-operation between schools, institutions of higher education and industry.
 - (b) To promote appropriate curriculum development between schools and institutions of higher education including developments in science and technology.



(c) To foster and undertake research into any aspect of the objects of the Company and its work, and to disseminate the results of any such research.

(d) To arrange and hold courses, conferences and exhibitions, meetings, lectures, classes and seminars either alone or with others.

(e) To cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes.

(f) To co-operate and enter into arrangements with any authorities, national, local or otherwise to provide advisory services on training for industry and commerce.

(g) To co-ordinate and integrate either itself or in conjunction with others practical training schemes with courses of education.

(h) To provide either by itself or in conjunction with others by any means information concerning training for industry and commerce.

(i) To conduct either by itself or in conjunction with others research, surveys and studies relating to training for industry.

(j) To make donations or subscribe or guarantee money for charitable purposes calculated to further the objects of the Company.

(k) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription donation and otherwise Provided that the Company shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects.

(l) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which may be thought necessary or convenient for the furtherance of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the purposes of the Company.

(m) To acquire and undertake all or any part of the property, assets, liabilities and engagements of any persons, corporations, societies or other bodies having charitable objects of a similar nature to the Company or which may further the objects of the Company.

(n) To establish or aid in the establishment of, or to subscribe to, become a member of or support in any lawful way any persons, corporations, societies or other bodies having charitable objects

of a similar nature to the Company or which may further the objects of the Company.

(o) Subject to such consents as may be required by law, to borrow or raise money for the purposes of the Company on such terms and on such security as may from time to time be determined including, without prejudice to the generality of the foregoing, entering into any guarantee or any contract of indemnity or suretyship.

(p) 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, but subject as hereinafter provided and to any conditions consents or approvals as may for the time being be imposed or required by law.

(q) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable or transferable instruments or securities.

(r) Subject to the provisions of Clause 7 hereof to engage and pay any person or persons whether on a full or part time basis or whether as consultant or employee to supervise, organise, carry on and advise the Company.

(s) Subject to the provisions of Clause 7 hereof to make any reasonable and necessary provision for the payment of pensions and remuneration to or on behalf of employees or former employees and their wives, husbands, widows or widowers and other dependants.

(t) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.

(u) To do all or any of the above things in any part of the world and, either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

(v) To do all such other lawful things as shall further or are necessary for the attainment of the objects of the Company or any of them.

6. It is hereby provided as follows:-

(a) in case the Company shall take or hold any property which may be subject to any trusts, it shall only deal with or invest the same in such manner as may be allowed by law, having regard to such trusts;

(b) the objects of the Company shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers;

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

7. The income and property of the Company from wherever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and (subject as herein provided) no portion thereof shall be paid or transferred, directly or indirectly, by way of profit to the members of the Company.

Provided that nothing herein shall prevent any payment or transfer in good faith by the Company:-

(a) of reasonable and proper remuneration to any member, officer or servant of the Company (save as hereinafter provided not being a Trustee of the Company) for any services rendered to the Company or of any pension provided for by the Company to or on behalf of any such member, officer or servant or the wife, husband, widow or widower or other dependant of any such member, officer or servant;

(b) of reasonable and proper remuneration to any professional firm or company (whether incorporated or not) of which a Trustee is a partner, director, consultant or employee for work done by the Trustee or his firm or company when instructed by his co-Trustees so to act in that capacity on behalf of the Company;

(c) of interest at a rate per annum not exceeding 2% less than the base lending rate of a clearing bank to be selected by the Trustees on money lent by any Trustee;

(d) of reasonable and proper rent for premises demised or let by any Trustee;

(e) of reasonable and proper out-of-pocket expenses to any Trustee;

and provided further that no Trustee shall be accountable for any remuneration received by him by reason of his holding of securities or of his position with any company or his interest in any unincorporated business dealing with or acquiring any property from or selling any property to the Company

Provided that:-

(a) he is absent from all meetings of the Trustee during any discussion of the transaction in question; and

(b) he takes no part in any such discussion; and

(c) the other Trustees are satisfied that the transaction in question is advantageous to the Company; and

(d) the transaction in question is approved at a meeting of the Trustees at which a majority of those present are Trustees who have not at any time during the Company's then current financial year been interested directly or indirectly in any transaction with the Company excluding any transaction which was carried out on a basis not calculated to result in any profit accruing directly or indirectly for the benefit of such Trustees.

8. The liability of the members is limited.

9. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that 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 the time at which he ceases to be a member, and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding One Pound (£1).

10. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall, after due provision has been made for the continuance of any pensions or allowances to retired employees of the Company or to the dependants of deceased employees in accordance with any pension scheme for the time being in force at the date of liquidation, either be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company as may be determined by the Trustees or failing them the members of the Company at or before the time of dissolution to be applied by such charitable institution for charitable purposes which are exclusively educational purposes, or in default of such determination, to some other charitable object for the benefit of education generally.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Sir John Guckney 6 Marsham Court
Marsham Street
London SW1P 4JY

Banker

Witness to the above signature:

Name: Susan Khevin
Address: 70 Northridge Way
Kew Green, Kew, Surrey
TW9 1DA

Occupation: Secretary

Kenneth Galt Adams 8 Datchet Road
Windsor
Berks SL4 1QE

Lecturer and
Consultant

Witness to the above signature:

Name: J. M. Birch
Address: 18 Sheepen Road
Stow, Wiltshire
Windsor, Berkshire

Occupation: Secretary

Gerald Michael John Liguanea
Richardson 66 Braywick Road
Maidenhead
Berks SL6 1DE

Management
Consultant

Witness to the above signature:

Name: Anne Foshman
Address: 32 Church Road
Egham
Kent

Occupation: Secretary

Nigel Wickham Lewis

Cadsden House
Cadsden
Princes Risborough
Aylesbury
Bucks HP17 0NB

Company Director

Witness to the above signature:

Name: *T A Bowden*
Address: *Low Wood*
Stonehouse Rd
Halskett
Sevenoaks
Occupation: *Kent. T. & H. Co. Ltd. COMPANY SECRETARY,*

Jeremy Leigh Pemberton

Springfield Mill

Company Director

Shady Bower WHATMAN HOUSE
Salisbury ST. LEONARDS ROAD,
Wilts SP1 2RN
20/20 MATSTONE,
KENT, ME16 0LS

Witness to the above signature:

Name: *Barbara J. G. G.*
Address: *64, Barley Close*
Keybourne
Wickhampton
Kent, ME19 5PQ
Occupation: *External Relations Executive*

Robert Cabot Rowsell
Blackledge

9 Milford Manor Gardens
Shady Bower
Salisbury
Wilts SP1 2RN

Education
Consultant

Witness to the above signature:

Name: *J. F. Batterham*
Address: *9, Rectory Rd*
Stambridge
Kent
D. A. 10. 07. 1.
Occupation: *Finance Accounts*

Catherine Avent

9 Temple Grove
London NW11 7WA

Witness to the above signature:

Name: *Joan M. Mc Laren*
Address: *92, The Heights*
Foxgrove Road
Beckenham
Kent BR3 2BZ
Occupation: *Retired Inspector of Education*

Sir Christopher Ball 45 Richmond Road,
Oxford OX1 2JJ

Educational
Consultant

Witness to the above signature:

Name: Tama Matilda
Address: 13.. SALISBURY CRESCENT
..... OXFORD
..... OX2 2JT
Occupation: Messenger
.....

Dated this 6th day of September 1991

THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

- of -

THE UNDERSTANDING INDUSTRY TRUST

INTERPRETATION

1. In these Articles:

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

"the Company" means The Understanding Industry Trust above-mentioned;

"clear days" in relation to the period of a notice means that period excluding (i) the day when the notice is given or deemed to be given and (ii) the day for which it is given or on which it is to take effect;

"Secretary" means the Secretary of the Company appointed pursuant to Article 66 hereof;

"the Seal" means the Common Seal of the Company;

"the United Kingdom" means Great Britain and Northern Ireland;

"person" includes any individual, corporation, partnership or unincorporated association

"the Trustees" means the body of persons constituted under the provisions of Articles 38 to 51 hereof;

Words denoting the singular shall include the plural and vice versa;

Words denoting the masculine gender shall include the feminine and neuter genders;

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company.

2. The Company is established for the objects declared in the Memorandum of Association.

MEMBERS

3. The following persons and no others shall be members of the Company:-
 - (a) the subscribers to the Memorandum of Association of the Company; and
 - (b) such other persons as may desire to be admitted to membership and who may be elected by the Trustees to be members of the Company.
4. The Trustees shall also be entitled to elect as President, Vice-President, sponsors, patrons, supporters or consultants of the Company upon such terms and conditions as they shall think fit such other persons as they shall think fit but such election shall not give any such person the status of a member.
5. The names of the subscribers to the Memorandum of Association of the Company and any person elected to membership in accordance herewith shall be entered on the register of members of the Company.
6. A member may at any time withdraw from the Company by giving at least six months notice to the Company. Membership shall not be transferable and shall cease on death.
7. The Company may by special resolution passed in General Meeting require a member to withdraw from membership of the Company Provided that such member shall be given reasonable notice of such meeting and shall have an opportunity to attend and be heard thereat. Any member required to withdraw pursuant to this Article who has not given notice of his withdrawal within one calendar month after such request has been communicated to him shall thereafter cease to be a member and his name shall be erased from the register of members.
8. Any member who for any cause whatsoever shall cease to be a member shall immediately discontinue the use of any device of the Company printed or impressed on any document or containing any indication of membership of the Company and shall forthwith return to the Secretary any property of the Company then in his possession.

GENERAL MEETINGS

9. The Company shall in each year hold a meeting as its Annual General Meeting in addition to any other meetings that may be held in that year and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the directors shall appoint.
10. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
11. The Trustees may call General Meetings and on the requisition of members representing not less than one-fifth of the total voting rights of all the members having at the date of deposit of the requisition a right to vote at General Meetings shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. Such a requisition should be made pursuant to the provisions of the Act. If there are not within the United Kingdom sufficient Trustees to call a General Meeting, any Trustee or any member of the Company may call a General Meeting.
12. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least 21 clear days' notice in writing and all other Extraordinary General Meetings shall be called by at least 14 clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and in the case of an Annual General Meeting shall specify the meeting as such. Provided that a 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 an Annual General Meeting by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting being a majority together representing not less than 95% of the total voting rights at the meeting of all the members.
13. The notice shall be given to all the members and to the Trustees and auditors.
14. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. No business shall be transacted at any meeting unless a quorum is present. One-tenth of the persons entitled to vote upon the business to be transacted each being a member or a proxy for a member or a duly authorised representative of a corporation or, if greater, five such persons shall be a quorum provided that if the number of persons entitled to vote shall be less than three, two such persons shall be a quorum.
16. If such quorum is not present within half an hour from the time appointed for the meeting or if during a meeting such a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.
17. The Chairman, if any, of the Trustees or in his absence some other Trustee nominated by the Trustees shall preside as chairman of the meeting but if neither the Chairman nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act the Trustees present shall elect one of their number to be chairman and if there is only one Trustee present and willing to act he shall be chairman.
18. If at any meeting no Trustee is willing to act as chairman or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairman of the meeting.
19. A Trustee shall notwithstanding that he is not a member be entitled to attend and speak at any General Meeting.
20. The chairman may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more at least seven clear days' notice in writing shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
21. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act a poll may be demanded:-
 - (a) by the chairman; or
 - (b) by at least two members having the right to vote at the meeting; or

(c) by a member or members representing not less than one-fifth of the total voting rights of all the members having the right to vote at the meeting;

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

22. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
23. The demand for a poll may before the poll is taken be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
24. A poll shall be taken in such manner as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. A poll demanded on the election of a chairman or on the question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made.
26. No notice need be given for a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
27. In the case of an equality of votes whether on a show of hands or on a poll the chairman shall be entitled to a casting vote in addition to any other vote he may have.
28. A resolution in writing by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

29. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
30. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote whether on a show of hands or on a poll by his receiver curator bonis or other person authorised in that behalf appointed by that court and any such receiver curator bonis or other person may on a poll vote by proxy.
31. Any corporation or other institution which is a member of the Company may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same voting powers on behalf of the corporation or institution he represents as that corporation or institution could have exercised if it were an individual member of the Company. A corporation or institution represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person.
32. In the case of a person authorised to vote pursuant to Article 30 or 31 hereof evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office of the Company or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable. In the case of an authorised representative of a corporation or institution a copy of the resolution appointing the representative which shall be certified as a correct copy by the chairman or another recognised officer of the governing body of the corporation or institution, shall be conclusive evidence of such authorisation.
33. 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.
34. An instrument appointing a proxy shall be in writing signed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

"THE UNDERSTANDING INDUSTRY TRUST

I/WE of
being a member/members of the above-named company, hereby
appoint of
, or failing him,
of
as my/our proxy to vote in my/our name(s) and on my/our
behalf at the Annual/Extraordinary General Meeting of the
company to be held on
19 , and at any adjournment thereof.

Signed on

19 ".

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

"THE UNDERSTANDING INDUSTRY TRUST

I/WE of
being a member/members of the above-named company, hereby
appoint of
, or failing him,
of
as my/our proxy to vote in my/our name(s) and on my/our
behalf at the Annual/Extraordinary General Meeting of the
company to be held on 19 , and at
any adjournment thereof.

This form is to be used in respect of the resolutions
mentioned below as follows:

Resolution No. 1 *for *against
Resolution No. 2 *for *against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks
fit or abstain from voting.

Signed this

day of

19 ".

36. The instrument appointing a proxy and any authority under which
it is executed or a copy of such authority certified notari-
ally or in some other way approved by the Trustees shall either:-

(a) be deposited at the registered office of the Company or at
such other place within the United Kingdom as is specified in the

notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of a poll taken more than forty-eight hours after it is demanded be deposited as aforesaid after the poll has been demanded and not less than twenty-four hours before the time appointed for the taking of the poll; or

(c) where the poll is not taken forthwith but is taken not more than forty-eight hours after it was demanded, to the chairman of the meeting or to the Secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

37. A vote given or poll demanded by proxy or by a person authorised pursuant to Article 30 or 31 hereof shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the registered office of the Company or such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

DIRECTORS

38. The directors of the Company shall be the Trustees.

NUMBER OF TRUSTEES

39. Unless otherwise determined by a General Meeting, the number of Trustees shall comprise not less than five or more than twenty.

APPOINTMENT AND RETIREMENT OF TRUSTEES

40. The first Trustees shall be the Subscribers to the Memorandum of Association.
41. The Trustees may from time to time and at any time appoint any member of the Company as a Trustee, either to fill a casual vacancy or as an additional Trustee, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
42. At the first Annual General Meeting all the Trustees shall retire from office, and at every subsequent Annual General Meeting one-third of the Trustees who are subject to retirement by

rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one Trustee who is subject to retirement by rotation, he shall retire.

43. Subject to the provisions of the Act, the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
44. If the Company, at the meeting at which a Trustee retires by rotation, does not fill the vacancy the retiring Trustee shall, if willing to act, be deemed to have been reappointed unless:-
 - (a) at the meeting it is resolved not to fill the vacancy; or
 - (b) the Trustee shall at the date of such meeting have been in office for four consecutive years; or
 - (c) a resolution for the reappointment of the Trustee is put to the meeting and lost.
45. No person other than a Trustee retiring by rotation shall be appointed or reappointed a Trustee at any General Meeting unless:-
 - (a) he is recommended by the Trustees; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of Trustees together with notice executed by that person of his willingness to be appointed or reappointed.
46. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a General Meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by rotation at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a Trustee. The notice shall give such particulars of that person as would, if he were so appointed or reappointed, be required to be included in the Company's register of Trustees.
47. The Company may from time to time in General Meeting increase or reduce the number of Trustees 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 provided that the number of Trustees shall not be reduced to less than three.

48. In addition and without prejudice to the provisions of sections 303 and 304 of the Act, the Company may by extraordinary resolution remove any Trustee before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; but any person so appointed shall retain his office so long only as the Trustee in whose place he is appointed would have held the same if he had not been removed.
49. Subject as aforesaid, a Trustee who retires at an Annual General Meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
50. The office of a Trustee shall be vacated if he:-
 - (a) ceases to be a director by virtue of any provision of the Act relating to a person ceasing to be a director or becomes prohibited by law from being a director; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) is or may be suffering from mental disorder and either:-
 - (a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Scotland) Act 1960 or
 - (b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (d) resigns his office by notice in writing to the Company; or
 - (e) shall have been absent without permission of the Trustees from three consecutive meetings of the Trustees and the Trustees resolve that the office of such Trustee shall be so vacated.
51. The Trustees shall be entitled to be repaid all reasonable travelling and other expenses properly incurred by them in connection with their attendance at meetings of the Trustees or General Meetings of the Company or otherwise in connection with the business of the Company.

POWERS AND PROCEEDINGS OF THE TRUSTEES
AND THE EXECUTIVE COMMITTEE

52. Subject to the provisions of the Act, the Memorandum and Articles of Association and to any directions given by special resolution, the business of the Company shall be managed by the Trustees who 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 the powers of the Company. No alteration to the provisions of the Act, the Memorandum of Association or these Articles and no direction given by special resolution shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given.
53. The Trustees may appoint an Executive Committee consisting of such Trustees and such other persons as they think fit provided that the majority of members of the Executive Committee shall be Trustees. The Trustees may delegate any of their day to day powers to the Executive Committee as the Trustees think fit. Any such delegation may be made subject to any conditions the Trustees may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of the Executive Committee shall be governed by such of these Articles as regulate the proceedings of the Trustees so far as they are capable of applying. All acts and proceedings of the Executive Committee shall be reported to the Trustees as soon as possible.
54. Subject to the provisions of these Articles the Trustees may regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Trustee may, and the Secretary on the requisition of a Trustee shall, at any time call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom.
55. The quorum necessary for the transaction of the business of the Trustees may be fixed by the Trustees and unless so fixed at any other number shall be five.
56. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number but, if and so long as their number is reduced below the number fixed by these Articles as the necessary quorum of the Trustees, the continuing Trustees may act only for the purpose of filling vacancies or of calling a General Meeting of the Company.
57. The Trustees may elect one of their number to be Chairman of the Trustees while reserving their right to remove him from that office at any time. Unless he is unwilling to do so the Trustee so appointed shall preside at every meeting of the Trustees at which he is present. But if no such Chairman is elected or if at

any meeting the Chairman so elected is not present within five minutes after the time appointed for holding the same the Trustees present may elect one of their number to be chairman of that meeting.

58. All acts done by a meeting of the Trustees, or the Executive Committee or any other committee of Trustees, or by a person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
59. A resolution in writing signed by all the Trustees for the time being entitled to receive notice of a meeting of the Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees.
60. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn and accepted, endorsed or otherwise executed (as the case may be) in such manner as the Trustees shall from time to time by resolution determine.
61. Subject to the provisions of the Act, and provided that he has disclosed to the Trustees the nature and extent of any material interest of his, a Trustee (notwithstanding his office) may be a party to or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested.
62. For the purposes of Article 62:-
 - (a) a general notice given to the Trustees that a Trustee 's to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Trustee has an interest in any such transaction of the nature and extent so specified; and
 - (b) an interest of which a Trustee has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.
63. The Trustees shall cause minutes to be made in books kept for the purpose:-
 - (a) of all appointments of officers made by the Trustees; and

(b) of all proceedings at meetings of the Company and of the Trustees and Executive Committee, including the names of the Trustees present at each such meeting.

64. Subject to the provisions of the Act, but without prejudice to any indemnity to which a Trustees may otherwise be entitled, every Trustee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

SECRETARY OF THE COMPANY

65. The Secretary of the Company shall be appointed by the Trustees for such term, and subject to Clause 8 of the Memorandum of Association at such remuneration, and upon such conditions as they may think fit and any Secretary so appointed may be removed by them. Provided that if the Trustees shall appoint a Secretary from among the Trustees he shall not receive any remuneration other than the repayment of expenses in accordance with Article 51 hereof out of the funds of the Company.
66. A provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Trustee and the Secretary shall not be satisfied by it being done by or to the same person acting both as Trustee and as or in place of the Secretary.

THE SEAL

67. The Seal shall only be used by the authority of the Trustees or the Executive Committee and every instrument to which the Seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee or by some other person appointed by the Trustees for the purpose.
68. A proper record shall be kept of each occasion on which the Seal has been used and details thereof shall be reported (if the Seal was used by the authority of the Trustees or by the authority of the Executive Committee) at the meeting of the Trustees next following the occasion on which the Seal was used.

ACCOUNTS

69. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Trustees or by an ordinary resolution of the Company.

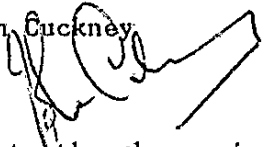
NOTICES

70. A notice may be served upon any member or Trustee either personally or by sending it by first class post addressed to such member or Trustee at his registered address for service (if any) or by sending it by Facsimile (but only with the prior written agreement of the member or Trustee concerned). A member whose registered address is not within the United Kingdom and who gives to the Company an address or Facsimile number within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address or number but otherwise no such member shall be entitled to receive any notice from the Company.
71. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
72. If a Trustee has not given a registered address or Facsimile number for service any notice shall be sufficiently served on him by posting up in the registered office of the Company such notice addressed generally to him.
73. Notices may be served on the Company by leaving the same at the registered office or by sending the same by first class post addressed to the Company at the registered office.
74. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of seven days after the envelope containing it was posted.

WINDING UP

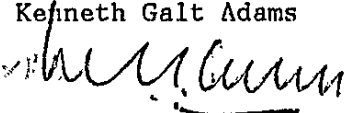
75. The provisions of Clause 10 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Sir John Cuckney  6 Marsham Court
Marsham Street
London SW1P 4JY Banker


Witness to the above signature:-

Name: Susan Khew
Address: 70 NORRIDGE WAY
KINGSTON UPON THAMES
KINGSTON UPON THAMES
Occupation: Secretary

Kenneth Galt Adams  8 Datchet Road
Windsor
Berks SL4 1QE Lecturer and
Consultant

Witness to the above signature:-

Name: D. M. Birch
Address: 18 Sheepcote Road
Ston Wick
Windsor Berkshire
Occupation: Secretary

Gerald Michael John  Liguanea
Richardson 66 Braywick Road
Maidenhead
Berks SL6 1DE Management
Consultant

Witness to the above signature:-

Name: Anne Gashman
Address: 32 Church Road
Griff
Kent
Occupation: Secretary

Nigel Wickham Lewis

Cadsden House
Cadsden
Princes Risborough
Aylesbury
Bucks HP17 ONB

Company Director

Witness to the above signature:-

Name: *J.A. Bauden* J.A. BAUDEN.
Address: *Box Wood*
..... *Stonemouse Road*
..... *Halsford, Sevenoaks Kent TN14 7HW*
Occupation: *Company Secretary*

Jeremy Leigh Pemberton

~~Springfield Mill~~ Company Director
Maidstone ~~WHATMAN HOUSE~~
Kent ~~ME14 2LE~~ *ST. LEONARDS ROAD,*

Witness to the above signature:-

Name: *J. A. Bauden*
Address: *Box Wood*
..... *Stonemouse Road*
..... *Halsford, Sevenoaks Kent TN14 7HW*
Occupation: *Company Secretary*

Robert Cabot Rowsell

9 Milford Manor Gardens Education
Blackledge Shady Bower Consultant
Salisbury
Wilts SP1 2RN

Witness to the above signature:-

Name: *J. A. Bauden*
Address: *Box Wood*
..... *Stonemouse Road*
..... *Halsford, Sevenoaks Kent TN14 7HW*
Occupation: *Company Secretary*

Catherine Avent

9 Temple Grove
London NW11 7WA

Witness to the above signature:-

Name: *Joan M. M. Laven*
Address: *The Heights*
..... *Foxgrove Road*
..... *Reddenham Kent SE3 2BZ*
Occupation: *Retired Inspector of Education*

Sir Christopher Ball

45 Richmond Road
Oxford OX1 2JJ

Educational
Consultant

Witness to the above signature:-

Name: T. Marshall
Address: 13, Spencebury, Essex
..... Colford
..... OX2 1TT
Occupation: Newsvayer

Dated this 6th day of September 1991

FILE COPY



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

No. 2647030

I hereby certify that

THE UNDERSTANDING INDUSTRY TRUST

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

Given under my hand at the Companies Registration Office,
Cardiff the 19 SEPTEMBER 1991

V J Kendrick
MRS V J KENDRICK

an authorised officer

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 margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

2645030

Name of company

* UNDERSTANDING INDUSTRY TRUST LTD

*insert full name
of company

gives 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

31 10 8

5 April

Day Month

05 04

30 June

Day Month

30 06

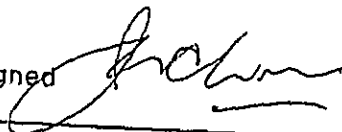
31 December

Day Month

31 12

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

Signed



Designation SECRETARY Date 12/1/92

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

For official use
D.E.B.

Post room

COMPANIES HOUSE

15 MAY 1992

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COMPANIES HOUSE

If you need to contact us regarding
this notice, please quote reference

THE DIRECTORS
THE UNDERSTANDING INDUSTRY TRUST
ENTERPRISE HOUSE
59-65 UPPER GROUND
LONDON
SE1 9PQ

ARD 1/ 02647030

Date: 4 MAY 1992

COMPANIES ACT 1985 (as amended by Companies Act 1989)

This company has until 19/ 6/92 to specify an accounting
reference date. This may be done on the form 224 overleaf.

Should it not do so, the accounting reference date will
be 30/09 and the first accounts will cover the period
19/ 9/91 to 30/ 9/92

COMPANIES HOUSE
CARDIFF
CF4 3UZ

Tel: Cardiff (0222) 380073

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dti

Companies House is an executive agency within the Department of Trade and Industry

HR102A