

Company number: 02879087

Companies Acts 1985 to 1989

Certificate of Passing Special and

Elective Resolutions Of

Impersonal Enlightenment Fellowship London Limited ("the company")

INTERNATIONAL
for the
realization of
**IMPERSONAL
ENLIGHTENMENT**
FELLOWSHIP

INSPIRED BY THE TEACHINGS OF
ANDREW COHEN

As Secretary of the Company I certify that at a meeting of the Company held
at *Clarke Studios, Enghams Lane, London NW3*
on *18 June* 2003 it was resolved by way of special resolution
that:

1. pursuant to the consent of the Charity Commissioners dated 19 February 2003 under section 64 of the Charities Act 1993 the Company's objects in clause 3 of its memorandum are hereby altered by the deletion of the words 'The objects' to 'self-realisation' (inclusive) and the substitution of the words 'The objects for which the Company is established are to advance moral or spiritual welfare or improvement for the benefit of the public in the area of benefit by promoting education concerning spiritual enlightenment and self realisation including but not limited to education in the teachings of Andrew Cohen concerning such matters'; and
2. the regulations set forth in the printed document attached to this resolution, and for the purpose of identification signed by the chairman of this meeting, are hereby approved and adopted as the articles of association of the Company, in substitution for, and to the exclusion of, all the existing articles thereof; and

and it was resolved by way of elective resolution that:

1. pursuant to Section 252 of the Companies Act 1985 ("the Act") the Company dispense with the requirement of laying accounts and reports before the Company in general meeting; and
2. pursuant to Section 366A of the Act the Company dispense with the requirement of holding annual general meetings; and
3. pursuant to Section 386 of the Act the Company dispense with the requirement of appointing auditors annually.


.....
Secretary

009965/4/2215CE-1.DOC



LONDON

Impersonal Enlightenment Fellowship Centre Studios, Enghams Lane, London NW3 4YD Tel: +44 (0)20 7419 8100 Fax: +44 (0)20 7419 8101

Impersonal Enlightenment Fellowship London Ltd Registered in England Company number 2879087 Registered Charity number 1050701

Company Number: 02879087

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not Having a Share Capital

Articles of Association
of
Impersonal Enlightenment Fellowship London Limited
as amended by special resolution dated 18 June 2003

Bates, Wells & Braithwaite
Cheapside House
138 Cheapside
London EC2V 6BB
(Tel: 020 7551 7777)
email: mail@bateswells.co.uk

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not Having a Share Capital

Articles of Association
of
Impersonal Enlightenment Fellowship London Limited

Interpretation

1. In these Articles and the Memorandum the following terms shall have the following meanings:-

Term	Meaning
1.1 "Act"	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
1.2 "address"	in relation to electronic communications includes any number or address used for the purpose of such communication
1.3 "Articles"	these Articles of Association of the charity
1.4 "clear days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
1.5 "Company"	Impersonal Enlightenment Fellowship London Limited
1.6 "electronic communications"	has the meaning ascribed to it in the Electronic Communications Act 2000
1.7 "electronic signature"	has the meaning ascribed to it in the Electronic Communications Act 2000

- 1.8 "in writing" means written, printed or transmitted writing including by electronic communication
- 1.9 "Memorandum" the Memorandum of Association of the Company
- 1.10 "Secretary" the secretary of the Company
- 1.11 "Director" "Directors" the director and directors as defined in the Act
2. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the Company.

Members

3. The Directors from time to time shall be the only members of the Company. Membership shall not be transferable and shall cease on death. A member shall cease to be a member if he or she ceases to be a Director.

Associate Members

4. The Directorss may establish such classes of associate membership with such description and with such rights as they think fit and may admit and remove such associate members in accordance with such regulations as the Directorss shall make provided that no such associate members shall be members of the Company for the purposes of the Articles or the Act.

Patrons

5. The Directorss may appoint and remove any individual(s) as patron(s) of the Company and on such terms as they shall think fit. A patron shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Company as if a member and shall also have the right to receive accounts of the Company when available to members.

Directors

Number of Directors

6. There shall be at least three Directors.

Appointment, removal and disqualification of Directors

7. The Directors upon adoption of these articles shall be Christopher Parish, Tabrez Niazi and Alison Manning. Directors shall be appointed by resolution of the Directors.
8. No person may be appointed as a Director:
 - 8.1 unless he or she has attained the age of 18 years; or
 - 8.2 in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of these Articles.
9. The office of a Director shall be vacated if:-
 - 9.1 he or she ceases to be a Director by virtue of any provision of the Act or he or she becomes prohibited by law from being a Director;
 - 9.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - 9.3 the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
 - 9.4 he or she resigns by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
 - 9.5 he or she fails to attend three consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason;
 - 9.6 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Director has been given at least fourteen clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors;
 - 9.7 he or she ceases to be a member of the Company.

Powers of Directors

10. Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the

Memorandum or Articles shall invalidate any prior act of the Directorss which would have been valid if that alteration had not been made.

11. The continuing Directors or a sole continuing Director may act despite any vacancies in their number but while there are fewer Directors than required for a quorum the Directors may only act for the purpose of increasing the number of Directors.
12. The Directors may appoint one of their number to be the chair of the Directors and may at any time remove him or her from that office.
13. All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.
14. Subject to the provisions of the Articles the Directors may regulate their proceedings as they think fit.

Delegation of Directors' powers

15. The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.
16. The Directors may delegate any of their powers to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Company to any person or committee in accordance with the conditions set out in these Articles.

Delegations to committees

17. In the case of delegation of powers to committees:
 - 17.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 17.2 the composition of any such committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify;
 - 17.3 the deliberations of any such committee shall be reported regularly to the Directors and any resolution passed or decision taken by any such committee shall be reported forthwith to the Directors and for that purpose every committee shall appoint a secretary;
 - 17.4 all delegations under this Article shall be revocable at any time;

- 17.5 the Directors may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and
- 17.6 no committee shall incur expenditure on behalf of the Company except in accordance with a budget which has been approved by the Directors.
18. For the avoidance of doubt, the Directors may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Director.
19. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations made by the Directors.

Delegations of day to day management powers

20. In the case of delegation of the day to day management of the Company to a chief executive or other manager or managers:
 - 20.1 the delegated power shall be to manage the Company by implementing the policy and strategy adopted and within a budget approved by the Directors and if applicable to advise the Directors in relation to such policy, strategy and budget;
 - 20.2 the Directors shall provide the manager with a description of his or her role and the extent of his or her authority; and
 - 20.3 the manager shall report regularly to the Directors on the activities undertaken in managing the Company and provide them regularly with management accounts sufficient to explain the financial position of the Company.

Meetings

Annual general meetings

21. Subject to the passing of an elective resolution dispensing with the need to hold an annual general meeting and to the provisions of the Act, the Company shall hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next.

Extraordinary general meetings

22. Any two Directors may (and the Secretary shall at the request of two Directors) call an extraordinary general meeting at any time.

Directors' meetings

23. Two Directors may (and the Secretary shall at the request of two Directors) call a Directors' meeting .

Length of notice

24. An annual general meeting and a general meeting called to pass a special or elective resolution shall be called by at least 21 clear days' written notice and any other general meeting shall be called by at least 14 clear days' written notice unless the Act requires a longer notice period.
25. A Directors' meeting shall be called by at least seven clear days' notice unless urgent circumstances require shorter notice.
26. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice 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.
27. A meeting may be called by shorter notice if it is so agreed by everyone entitled to attend and vote at it.

Contents of notice

28. Every notice calling a meeting shall specify the place, day and time of the meeting, whether it is a Directors', extraordinary general or annual general meeting, and the general nature of the business to be transacted. If a special or extraordinary resolution is to be proposed at a general meeting, the notice shall include the proposed resolution and specify that it is proposed as a special or extraordinary resolution.

Service of notice

29. Notice of meetings shall be given to each person entitled to vote at the meeting and in the case of extraordinary general meetings and annual

general meetings notice shall also be given to any patron(s) and the auditors of the Company.

Quorum

30. No business shall be transacted at any meeting unless a quorum is present. Three people present and entitled to vote shall be a quorum. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and places the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

Chair

31. The chair, if any, of the Directors or in his or her absence another Director nominated by the Directors shall preside as chair of each meeting.

Adjournment

32. The chair 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

Voting

33. Every person present and entitled to vote shall have one vote. A resolution put to the vote of a meeting shall be decided on a show of hands.
34. A declaration by the chair 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.

35. Except where otherwise required by the Act, questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.

Irregularities

36. The proceedings at any meeting shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Act.
37. 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 chair whose decision shall be final and binding.

Conflicts of interest

38. Whenever a person has a personal interest in a matter to be discussed at a meeting, and whenever a person has an interest in another organisation whose interests are reasonably likely to conflict with those of the Company in relation to a matter to be discussed at a meeting, he or she must:
- 38.1 declare an interest before discussion begins on the matter;
- 38.2 withdraw from that part of the meeting unless expressly invited to remain;
- 38.3 in the case of personal interests not be counted in the quorum for that part of the meeting;
- 38.4 in the case of personal interests withdraw during the vote and have no vote on the matter.

Written resolutions

39. A resolution in writing signed (including by way of electronic signature) by each person who would have been entitled to vote upon it if it had been proposed at a meeting at which he or she was present shall be as valid and effectual as if it had been passed at a meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more of those entitled to vote. The date of a written resolution shall be the date on which the last person signs.

Virtual meetings

40. A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Directors in which all participants may communicate simultaneously with all other participants.

General

Secretary

41. The Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them.

Minutes

42. The Directors shall cause minutes to be made in books kept for the purpose:-

42.1 of all appointments of officers made by the Directors; and

42.2 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings.

Records and accounts

43. The Directors shall comply with the requirements of the Act and of the Charities Act 1993 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examination of

accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of:

- 43.1 annual reports;
- 43.2 annual returns;
- 43.3 annual statements of account.

Notices

- 44. Any notice to be given to or by any person pursuant to the Articles shall be in writing to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the Directors need not be in writing.
- 45. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address or by electronic communication to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him/her.
- 46. A member present at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 47. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or in the case of a notice contained in an electronic communication at the expiration of 48 hours after the time it was transmitted.

Indemnity

- 48. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer of the Company shall be indemnified out of the assets of the Company:
 - 48.1 against all costs charges expenses or liabilities incurred by him or her:

- (a) in defending any civil or criminal proceedings in which judgment is given in his or her favour or in which he or she is acquitted; and
- (b) in connection with any application in which relief from liability is granted to him or her by the court

where such proceedings or application arise as a result of any actual or alleged negligence, default, breach of duty or breach of trust in relation to the Company; and

- 48.2 against all costs, charges, losses, expenses or liabilities incurred by him or her in the proper execution and discharge of his or her duties or in relation to the Company.

Directors' indemnity insurance

49. The Directors shall have power to resolve pursuant to clause 4(v) of the Memorandum to effect trustees' indemnity insurance, despite their interest in such policy.

Winding-up

50. The provisions of clauses 7 and 8 of the Memorandum relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in the Articles.

Names, Addresses and Signatures of Subscribers

1. Name: Christopher Bruce Parish

Address: 5 Belsize Square, London NW3 4HT

Date: 12th October 1993

WITNESS to the above signature:

Name: Tabrez Niazi

Address: 698B Holloway Road, London N19

Occupation: Company Director

2. Name: Stephen Patrick Baliol Brett

Address: 5 Belsize Square, London NW3 4HT

Date: 12th October 1993

WITNESS to the above signature:

Name: Tabrez Niazi

Address: 698B Holloway Road, London N19

Occupation: Company Director

3. Name: Robert Gray-Thompson

Address: 77A Belsize Park Gardens, London NW3 3JP

Date: 12th October 1993

WITNESS to the above signature:

Name: Tabrez Niazi

Address: 698B Holloway Road, London N19

Occupation: Company Director

4. Name: Robert Gray-Thompson

Address: 77A Belsize Park Gardens, London NW3 4JP

Date: 12th October 1993

WITNESS to the above signature:

Name: Tabrez Niazi

Address: 698B Holloway Road, London N19

Occupation: Company Director

5. Name: Elizabeth Carol Drake-Briscoe

Address: 77A Belsize Park Gardens, London NW3 4JP

Date: 12th October 1993

WITNESS to the above signature:

Name: Tabrez Niazi

Address: 698B Holloway Road, London N19

Occupation: Company Director