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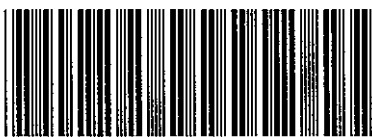
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3300043

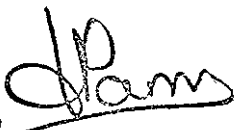
The Registrar of Companies for England and Wales hereby certifies that
Parents for the Early intervention of Autism in CHildren

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

Given at Companies House, Cardiff, the 9th January 1997



N033000430


MRS. L. PARRY

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full



F012001J

† Please delete as appropriate.

OK
CMH

PARENTS FOR THE
EARLY INTERVENTION OF AUTISM IN CHILDREN

I, OLIVIA MARY HILL

of 31 BYFELD GARDENS COWDON SW13

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~ ^{person named as director} ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

Olivia Hill

Declared at 8 CROSS STREET BARNES COWDON SW13

the 24th day of November

One thousand nine hundred and ninety SIX

• Please print name.

before me • ROBERT LEWIS KYNAN

Signed

R. Kynan

Date 24/1/96

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

HART BROWN 1 SOUTH STREET
GODALMING SURREY
Tel
DX number DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**





Please complete in typescript,
or in bold black capitals.

30(5)(a)

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

Company Name in full



F030A01T

Parents for the Early intervention of Autism
in Children

I, OLIVIA HILL
of 31 BYFELD Gdns, BARNES, SW13 9HP

a [Solicitor engaged in the formation of the company][person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985][†]do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

[†] Please delete as appropriate.

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

Declarant's signature

Olivia Hill

Declared at 31 BYFELD Gdns, BARNES, SW13 9HP
the 21 day of DECEMBER

One thousand nine hundred and ninety

SIX

① Please print name.

before me ①

R L KYNAN

Signed

R L Kynan

Date

21/12/96

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Tel	
DX number	DX exchange

Companies House receipt date barcode

When you have completed and signed the form please send it to the
Registrar of Companies at:

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for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



COMPANIES HOUSE

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full



F010001H

PARENTS for the EARLY
INTERVENTION OF AUTISM IN CHILDREN

Proposed Registered Office

(PO Box numbers only, are not acceptable)

31 BYFELD GARDENS

Post town

BARNES

County / Region

LONDON

Postcode

SW19 9HP

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

☐

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

CATHY TISSOT

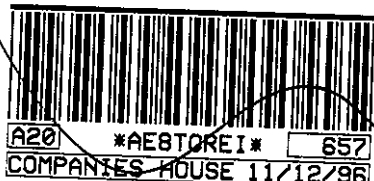
1 MINCHIN GREEN, BINFIELD, BERKS.

RG42 5JW

Tel 01344 420904

DX number

DX exchange



A20 *AE8TOREI* 657
COMPANIES HOUSE 11/12/96

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

PARENTS FOR THE EARLY INTERVENTION OF AUTISM
IN CHILDREN

NAME

*Style / Title

Ms

*Honours etc

* Voluntary details

Forename(s)

BRIDGET

Surname

GILCHRIST

Previous forename(s)

Previous surname(s)

Address

89 GROVE LANE

Usual residential address

For a corporation, give the registered or principal office address.

Post town

LONDON

County / Region

Postcode

SW5 8SN

Country

ENGLAND

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

Consent signature

Bridget Gilchrist

Date

23-11-96

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

*Honours etc

Forename(s)

CATHY ANN

Surname

TISSOT

Previous forename(s)

Previous surname(s)

Address

1 MINCHIN GREEN

Usual residential address

For a corporation, give the registered or principal office address.

Post town

BINFIELD, B

County / Region

Postcode

BERKSHIRE

RG42 5JW

Country

ENGLAND

Day Month Year

Date of birth

14 03 59

Nationality

US. CITIZEN

Business occupation

teacher

Other directorships

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

Consent signature

Cathy Tissot

Date

23-11-96

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

54480/132 330043

RECEIVED 1996
LONDON AND
COMPANIES
HOUSE

295/23
E3
JAN 1997
COMPANIES
HOUSE

The Companies Acts 1985 and 1989
Company Limited by a Guarantee and not having
a Share Capital

Memorandum of Association of
Parents for the Early intervention of Autism in Children

1. The Company's name is
Parents for the Early intervention of Autism in Children
(and in this document it is called "the Charity").
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ("the Objects")
 - (1) To promote and provide information on the use of applied behavioural intervention for individuals with autism (or other learning difficulties) in both home and other learning environments.
 - (2) To provide information and support to families, local authorities, and other interested parties.
 - (3)
 - a) To pursue setting up and running of a clinic and/or educational centre focusing on using applied behavioural intervention in working with and aiding the education and development of individuals with autism or other learning difficulties.
 - b) To provide ongoing training for tutors, leading to certification.
 - c) To maintain a data base of tutors and advanced tutors trained in applied behavioural intervention.
 - (d) To raise and seek funds to support the above objectives.
1. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
 - (1) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
 - (2) to raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;



(3) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

(4) subject to Clause 5 below to employ such staff, who shall not be directors (hereinafter referred to as "the trustees") of the Charity, as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;

(5) to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

(6) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them.

(7) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;

(8) to do all such other lawful things as are necessary or desirable for the achievement of the Objects;

5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity:

(1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

(2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;

(3) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;

(4) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;

(5) of reasonable and proper rent for premises demised or let by any member of the Charity or a trustee;

(6) to any trustee of reasonable out-of pocket expenses.

(7) of any premiums in respect of indemnity insurance effected to cover the liability of the trustees (or any duly authorised officer of the Charity) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity: Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees (or any officer of the Charity) in reckless disregard of whether it was a breach of trust or breach of duty or not.

(8) to any trustee or member out of the funds of the Company in respect of education services provided or to be provided to any child or children of such trustee or member (or in care of such trustee or member as carer or guardian) who may suffer from autism or any related disorder: Provided that such payment is made in accordance with the Charity's articles of association and that a trustee shall withdraw from any meeting at which any such payment to him or her, or to his or her partner, is under discussion.

6. The liability of the members is limited.

7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she 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.

8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

November 23, 1996

William J. Foster

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Signatures, Names and Addresses of Subscribers:

- 1) signature Cathy Tissot
name CATHY TISSOT
and address IMINCHIN GREEN, BINFIELD, BRACKWELL, BERKSHIRE RG42 SJW
witness DSM
name DEAN SMITH, 65 FOXHILL RD,
and address READING, RG1 5QS
occupation STUDENT
date 23/11/96
- 2) signature Olivia Mice
name OLIVIA MICE
and address 3 BYFIELD GOWS BARNES SW13 9NP
witness DSM
name DEAN SMITH, 65 FOXHILL RD,
and address READING, RG1 5QS
occupation STUDENT.
date 23/11/96
- 3) signature Vivian McKelvey
name VIVIAN MCKELVEY
and address 42 THORNTON AVE LONDON W4 1QG
witness DSM
name DEAN SMITH, 65 FOXHILL RD,
and address READING, RG1 5QS
occupation STUDENT
date 23/11/96

4) signature

PBZ

name
and
address

DAVE TAYLOR, TRELOES, STEPHENS
PLACE, KINETON, WARWICK CV35 0NS

witness

Alex Tissot

name
and
address

ALEX TISSOT
1 MINCHIN GREEN, BINFELD

occupation

BUSINESS

date

23/11/86

5) signature

Bridget Cichla

name
and
address

BRIDGET CILCHRIST
89 GROVE LANE SES 8SN

witness

Alex Tissot

name
and
address

ALEX TISSOT
1 MINCHIN GREEN, BINFELD

occupation

BUSINESS

date

23/11/86

6) signature

Nanani

name
and
address

NANANI SINANAN
10 SUD BROOKE ROAD, SW12 8TG

witness

Alex Tissot

name
and
address

ALEX TISSOT
1 MINCHIN GREEN, BINFELD

occupation

BUSINESS

date

23/11/86

7) signature

name

and

address

witness

name

and

address

occupation

date

8) signature

name

and

address

witness

name

and

address

occupation

date

9) signature

name

and

address

witness

name

and

address

occupation

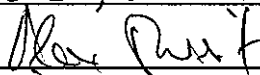
date

10) signature



name and address MRS SHARON BRADBROOK-ARMIT
82 BRIDLE ROAD, PIWNER, MIDDX, HAS 2SH

witness



name and address

ALEX TISSOT
1 WINCHIN GREEN, BINFELD

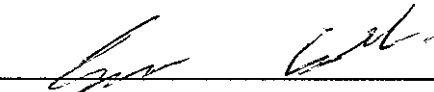
occupation

BUSINESS

date

23/11/86

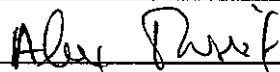
11) signature



name and address

GAVAN THOMAS COLL
1846 SHIRLAND ROAD, ^{LONDON} W9 3JF

witness



name and address

ALEX TISSOT
1 WINCHIN GREEN, BINFELD

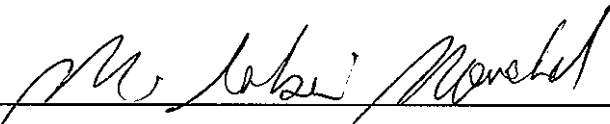
occupation

BUSINESS

date

23/11/86

12) signature



name and address

Mahsen Saberi-Movahed
11A Biddulph Mansions, ELGIN AVENUE
LONDON W9 1HZ

witness



name and address

DEAN SMITH, 65 FOXHILL RD,
READING, RG1 5QS

occupation

STUDENT,

date

23/11/96.

13) signature

name
and
address

witness

name
and
address

occupation

date

14) signature

name
and
address

witness

name
and
address

occupation

date

15) signature

name
and
address

witness

name
and
address

occupation

date

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not having a share Capital

Articles of Association of
Parents for the Early intervention of Autism in Children

Interpretation.

1. In these articles

"the Charity" means the company intended to be regulated by these articles;

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

"the articles" means these Articles of Association of the Company;

"clear days" in relation to the period of a notice means the 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;

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the Charity;

"office" means the registered office of the Charity;

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning);

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

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

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members.

2. (1). The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 61 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by trustees.

(2). Unless the trustees or the Charity in general meeting shall make other provision under Article 61, the trustees may in their absolute discretion permit any member to retire, provided that after such retirement the number of members is not less than two.

General meetings.

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. 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.

Notice of general meetings.

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

(1) in the case of an annual general meeting, by all the members entitled to attend and vote; and

(2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

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.

The notice shall be given to all members and to the trustees and auditors.

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

Proceedings at general meetings.

7. No business shall be transacted at any meeting unless a quorum is present. Nine persons entitled to vote upon the business to be transacted, each being a member or duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting 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 trustees may determine. In case a quorum is not present at the adjourned meeting within half an hour from the time appointed for holding the meeting:

(1) if the original meeting was convened on the requisition of members it shall be dissolved;

(2) if the original meeting was convened by the trustees the members present shall be a quorum.

9. The chairman, if any, of the trustees or in the absence of 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.

10. If 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 and entitled to vote shall choose one of their number to be chairman.

11. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

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

13. A resolution put to 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:

(1) by the chairman: or

(2) by at least two members having the right to vote at the meeting; or

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

14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been 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.

15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

17. 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. The position of chairman can be shared by more than one member. However, at the beginning of each meeting the chairman should be introduced for the purpose of the casting vote.

18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately 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 continuance of a meeting for the transaction of any business other than the question on which the poll is 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.

19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members.

20. Only members who are parents or carers or guardians of children with autism or any related disorders, individuals with autism or any related disorders and representatives of corporate members will have the right to vote. Subject to Article 17, every such member shall have one vote.

21. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.

22. 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.

23. A vote given or poll demanded by the duly authorised representative of a member organisation 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 Charity at the office 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.

24. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

Trustees.

25. The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum (unless otherwise determined by ordinary resolution).

26. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

Powers of trustees.

27. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction 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. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:

(1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity.

(2) to enter into contracts on behalf of the Charity.

(3) to make payments of funds of the Charity to parents or carers or guardians of any child with autism or any related disorders (including without limitation any trustee or member who is such a parent or carer or guardian) who are members of the Charity in respect of special education services provided or to be provided to such child: Provided that no such payment shall be made to any trustee who is such a parent or carer or guardian except in circumstances where the person who has contributed the relevant funds to the charity ("Donor") has specified that such trustee (or the child in their care) is to receive the said funds and subject to full compliance with the directions or instruction (if any) of the Donor. A trustee shall withdraw from any meeting at which any such payment to him or her, or to his or her partner, is under discussion. In making such payment, the trustee shall simply comply in full with the directions or instructions (if any) of the Donor.

Appointment and retirement of trustees.

29. 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.

30. 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.

31. If the Charity 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 at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to meeting and lost.

32. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:

- (1) he is recommended by the trustees; or

(2) 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 Charity 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 Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.

33. No person may be appointed as a trustee:

(1) unless he has attained the age of 18 years; or

(2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 38.

34. 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 persons 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 Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees.

35. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.

36. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

37. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of trustees.

38. A trustee shall cease to hold office if he

(1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);

(2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

(3) resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or

(4) is absent without the permission of the trustees from all their meetings held within a period of three months and the trustees resolve that his office be vacated.

Trustees' expenses.

39. The trustees may be paid all reasonable travelling, hotel and other reasonable out-of-pocket expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in

connection with the affairs of the Company and the discharge of their duties, but shall otherwise be paid no remuneration.

Trustees' appointments.

40. Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.

41. Except to the extent permitted by Clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Proceedings of trustees.

42. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, 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. Questions arising at a 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.

43. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.

44. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

45. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.

46. The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.

47. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee 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.

48. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.

49. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

Secretary.

50. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes.

51. The trustees shall keep minutes in books kept for the purpose

(1) of all appointments of officers made by the trustees; and

(2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

Minutes of any meeting, if signed by the chairman of that meeting or by the chairman of the next meeting and one other trustee shall be conclusive evidence of the facts stated therein.

Observers.

52. The trustees may confer on one or more charities, voluntary organisations, or statutory authorities, and on the staff of the Charity and on any individual the right to appoint an Observer to represent it at the meeting of the Charity and of the trustees. An Observer shall be entitled to receive notice of the meetings of the Charity and of the trustees and to attend and speak (but not vote) at such meeting providing that the trustees may at any time require an observer to withdraw from meetings of the trustees.

The Seal.

53. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

Accounts.

54. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report.

55. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return.

56. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices.

57. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.

58. The Charity may give notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but

otherwise no such member shall be entitled to receive any notice from the Charity.

59. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

60. 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 48 hours after the envelope containing it was posted.

Indemnity.

61. The trustees may resolve pursuant to Clause 5 of the Charity's Memorandum of Association to effect indemnity insurance notwithstanding their interest in such policy.

62. Every officer and auditor of the Charity shall be indemnified out of the assets of the Charity against all actions, costs, charges, losses, damages and expenses which they may incur or sustain by doing their duty or supposed duty in their respective offices. None of them shall be answerable for the acts, receipts, neglects or defaults of the other persons with whom any money or property belonging to the Charity shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices. The provisions of this Article shall only have effect in so far as they are not avoided by the Act.

Rules.

63. (1). The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular by without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

(i) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees subscriptions and other fees or payments to be made by members;

(ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;

(iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

(iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;

(v) generally, all such matters as are commonly the subject matter of company rules.

(2). The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

November 23, 1996

Anthony J. J. J.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Signatures, Names and Addresses of Subscribers:

1) signature Cathy Tissot
name CATHY TISSOT
and address 1 MINCHIN GREEN, BINFIELD, BRACKNELL, BERKS. RG42 5JW
witness Marty Chappell
name Marty Chappell
and address Newbold College Bracknell, Berks RG42 4AN
occupation Student
date 23-11-96

2) signature Olivia Hill
name OLIVIA HILL
and address 31 BYFIELD Gdns, BARNES, SW13 9NP
witness Marty Chappell
name Marty Chappell
and address Newbold College Bracknell, Berks RG42 4AN
occupation Student
date 23-11-96

3) signature Vivian McKelvey
name VIVIAN MCKELVEY
and address 42 THORNTON AVE LONDON W4 1QG
witness Marty Chappell
name Marty Chappell
and address Newbold College Bracknell, Berks RG42 4AN
occupation Student
date 23-11-96

4) signature

PSL

name

DAVE TAILOR

and
address

TRELOUS SHEPHERDS PLACE, KINEZON, WARWICK CV35ONJ

witness

Marty Chappell

name

Marty Chappell

and

address

Newbold College Bracknell RG42 4AN

occupation

Student

date

23-11-96

5) signature

Bridget Gilchrist

name

BRIDGET GILCHRIST

and

address

89 GROVE LANE SES 8SN

witness

Marty Chappell

name

Marty Chappell

and

address

Newbold College Bracknell, Berks RG42 4AN

occupation

student

date

23-11-96

6) signature

Nalini Sinanan

name

NALINI SINANAN

and

address

10 SADBROOKE ROAD, SW12 8TG

witness

Marty Chappell

name

Marty Chappell

and

address

Newbold College Bracknell, Berks RG42 4AN

occupation

Student

date

23-11-96

7) signature

name
and
address

witness

name
and
address

occupation

date

Daniel M.

~~Daniel M.~~

(BTA)

DANIEL M.

31

BURFORD

SDNS

SW13 9HT

Beata Sikos

student

23-11-96

8) signature

name
and
address

witness

name
and
address

occupation

date

S. Bright

36 RIPLEY SDNS

SW14 8TR.

Sarah BRIGHT

Marty Chappell

Marty Chappell

Newbold College Bracknell, Berks RG42 4AA

Student

23-11-96

9) signature

name
and
address

witness

name
and
address

occupation

date

M. Lawrence

Miri LAWRENCE

46 STYMAR AVENUE, EPSOM KT17 2RR

Marty Chappell

Marty Chappell

Newbold College Bracknell, Berks RG42 4AA

student

27-11-96

10) signature

name and address MRS SHARON BRADBROOK-ARMIT
82 BRIDLE ROAD, PINNER, MDDX, HA5 2SH

witness

name and address Marty Chappell
Newbold College Bracknell, Berks RG42 4AN

occupation Student

date 23-11-96

11) signature

name and address GAVAN THOMAS COLL
1846 SHIRLAND ROAD LONDON W9 3JF.

witness

name and address Marty Chappell
Newbold College Bracknell, Berks RG42 4AN

occupation Student

date 23-11-96

12) signature

name and address Mohsen SABERI-MOVANED
11A BIDDULPH MANSIONS, ELGIN AVENUE,
LONDON W9 1HZ

witness

name and address DEAN SMITH, 65 FOXHILL RD,
READING, RG1 5QS.

occupation STUDENT.

date 23/11/96.

13) signature

name

and

address

witness

name

and

address

occupation

date

Malcolm Peterman

MALCOLM PETERMAN

32 WESTFIELD ROAD, EDGBASTON, BIRMINGHAM B15 3QG

E. Beach

ERICA BEACH

127 BLAKELAND ROAD BIRMINGHAM

PA & MD

28th November 1996

14) signature

name

and

address

witness

name

and

address

occupation

date

Julian Jones

JULIAN JONES

57 COVAL ROAD, LONDON SW14 7RW

N. Straker

N. STRAKER

28 CAITHNESS ROAD

STOCKBROKER

4 - 12 - 96

15) signature

name

and

address

witness

name

and

address

occupation

date