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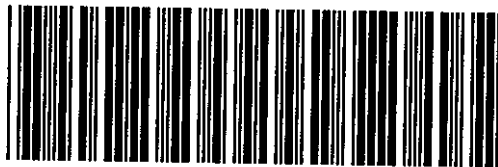
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3312073

The Registrar of Companies for England and Wales hereby certifies that
ASIA HOUSE

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

Given at Companies House, London, the 29th January 1997



N033120736

L. Barnes

MRS. L. BARNES

For The Registrar Of Companies



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



OYEZ

Declaration on application for registration

3312073

Company Name in full

ASIA HOUSE



F0120C10

I, PAUL MARCUS GEORGE VOLLER

of 5 Great College Street, Westminster, London SW1P 3SJ

† Please 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 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

Declared at

the

35 Great College Street West.

day of

One thousand nine hundred and ninety

Please print name.

before me

EMMA LAMBER

Signed

Date

27-1-1997

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.

Radcliffes Crossman Block

5 Great College Street, London SW1

SW1P 3SJ

Tel 0171 222 7040

DX number 113

DX exchange LONDON Ref ASIACO12

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

**OYEZ**

ase complete in typescript, or in bold black
pitals. notes on completion appear on final page.

30(5)(a)

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

331 2073**Company Name in full*****F030AC10***

ASIA HOUSE

I, **PAUL MARCUS GEORGE VOLLER**of **5 Great College Street, Westminster, London SW1P 3SJ**

a ~~(Solicitor engaged in the formation of the above -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.

† ease 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*Paul Voller*

Declared at

35 Great Peter Street Sw 1.

the

twenty-seventh

day of

January

One thousand nine hundred and ninety

seven.

• ease print name.

before me •

*EMMA LAMPIER***Signed***Emma Lampier***Date***27-1-1997*

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

P ase give the name, address,
t phone number, and if available,
a DX number and Exchange, of
t person Companies House
s ould contact if there is any query.

Radcliffes Crossman Block

5 Great College Street, London SW1

SW1P 3SJ

Tel 0171 222 7040

DX number 113

DX exchange LONDON Ref ASIA 305A

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DX 235 Edinburgh**OYEZ**

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1995 Edition 3.95



Use complete in typescript, or in bold black capitals.
Names on completion appear on final page.

First directors and secretary and intended situation of registered office

3312073

Company Name in full



ASIA HOUSE

F0100C10

Proposed Registered Office

Box numbers only, are not acceptable)

105 PICCADILLY

Post town

LONDON

County / Region

Postcode

W1V9FN

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

RADCLIFFES CROSSMAN BLOCK

Address

5 GREAT COLLEGE STREET

WESTMINSTER

Post town

LONDON

County / Region

Postcode

SW1P 3SJ

Number of continuation sheets attached

3

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.

Radcliffes Crossman Block

5 Great College Street, London SW1

SW1P 3SJ

Tel 0171 222 7040

DX number 113

DX exchange LONDON

ASIAC010

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

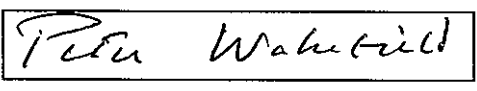
DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name		ASIA HOUSE	
NAME	*Style / Title	MR	*Honours
Forename(s)		MELVILLE RICHARD JOHN	
Surname		GUEST	
Previous forename(s)			
Previous surname(s)			
Address		1 RODENHURST ROAD	
Usual residential address			
For a corporation, give the registered or principal office address.			
Post town		LONDON	
County / Region		Postcode	SW4 8AE
Country		UNITED KINGDOM	
I consent to act as secretary of the company name on page 1			
Consent signature			Date 27.1.97

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	SIR	*Honours	KBE CMG
Forename(s)		PETER GEORGE ARTHUR		
Surname		WAKEFIELD		
Previous forename(s)				
Previous surname(s)				
Address		LINCOLN HOUSE		
Usual residential address		28 MONTPELIER ROW		
For a corporation, give the registered or principal office address.				
Post town		TWICKENHAM		
County / Region		Postcode	TW1 2NQ	
Country		UNITED KINGDOM		
Date of birth		Day 13	Month 05	Year 22
Nationality		BRITISH		
Business occupation		CHARITY DIRECTOR		
Other directorships				
I consent to act as director of the company named on page 1				
Consent signature			Date 27.1.97	

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours	<input type="text"/>
*Voluntary details	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
	Address	<input type="text"/>		
Usual residential address		<input type="text"/>		
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
	Date of birth	<input type="text"/>	<input type="text"/>	<input type="text"/>
		Day	Month	Year
	Date of birth	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Nationality	<input type="text"/>		
	Business occupation	<input type="text"/>		
	Other directorships	<input type="text"/>		
		<input type="text"/>		
	I consent to act as director of the company named on page 1			
	Consent signature	<input type="text"/>	Date	<input type="text"/>

This section must be signed by**Either****an agent on behalf of all subscribers****Signed**

Raddiffes Gossman Block

Date

27.01.97

Or the subscribers**(i.e those who signed as members on the memorandum of association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**



The Companies Acts 1985 and 1989

Company limited by guarantee and not having a share capital

Memorandum of Association of

ASIA HOUSE

1. The Company's name is Asia House (and in this document it is called "the Institute").
2. The Institute's registered office is to be situated in England and Wales.
3. The Institute's objects ("the Objects") are to establish and maintain an Asian Institute the aims whereof shall be to educate the public in
 - 3.1 the knowledge and understanding of the peoples and countries of the continent of Asia and of their past and present social and economic development and
 - 3.2 the appreciation of Asian cultures arts philosophy and history;

and for this purpose "Asia" shall mean those regions of the world which on the first day of November one thousand nine hundred and seventy six were bordered on the north by the U.S.S.R. but including Soviet Central Asia and Mongolia on the west by the Caspian Black and Mediterranean Seas the River Nile and the Red Sea and the Indian Ocean on the south by the Indian Ocean extending through to the Timor and Arafura Seas to the north of Australia and on the east by the Pacific Ocean thereby including Middle and Near Eastern countries from Turkey to the Arabian peninsula the Indian sub-continent and adjoining countries the Malay peninsula Indonesia and the Philippines South-east Asia China Korea and Japan and the islands of the China Sea the Pacific Ocean and the Indian Ocean which either culturally or geographically relate to the Asian mainland such as the Maldives in the Indian Ocean and the Ryukyu Islands in the Pacific Ocean;

and "Asian" shall be given a corresponding meaning.

4. In furtherance of the Objects but not otherwise the Institute may exercise the following powers:
 - 4.1 to provide facilities for exhibitions performances displays lectures meetings and conferences and by the dissemination of information;

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LB 007953
S/DA1

- 4.2 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 Institute;
- 4.3 to raise funds and to invite and receive contributions by subscription or otherwise: provided that in raising funds the Institute shall not undertake any substantial permanent trading activities (other than a trade exercised in the course of the actual carrying out of a primary purpose of the Institute) and shall conform to any relevant statutory regulations;
- 4.4 subject to clause 5 below to employ such staff, who shall not be Trustees of the Institute, 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;
- 4.5 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;
- 4.6 establish local and overseas branches;
- 4.7 bring together in conference representatives of commercial organisations, voluntary organisations, Government departments, statutory authorities, individuals and corporations and other persons of any kind whatsoever;
- 4.8 promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the results in whole or in part;
- 4.9 arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses, musical and other performances, art festivals and art activities in general;
- 4.10 collect and disseminate information on all matters affecting the Objects;
- 4.11 undertake, execute, manage or assist any charitable trusts associations or institutions which may lawfully be established, supported, undertaken, executed, managed or assisted by the Institute;
- 4.12 cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the Objects;

- 4.13 purchase, take on lease or in exchange, hire or otherwise acquire alter and improve and (subject to such consents as may be required by law) let charge or dispose of any property or assets including constructing, maintaining or altering any building or erection desirable for the work of the Institute;
 - 4.14 make regulations for any property which may be so acquired;
 - 4.15 subject to such consents as may be required by law, borrow or raise money for the Objects and on such security as shall be deemed to be desirable;
 - 4.16 invest the monies of the Institute not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;
 - 4.17 to pay out of the funds of the Institute the costs, charges and expenses of and incidental to the formation and registration of the Institute;
 - 4.18 to do all such other lawful things as are necessary for the achievement of the Objects.
5. The income and property of the Institute 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 Institute, and no Trustee shall be appointed to any office of the Institute paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institute: Provided that nothing in this document shall prevent any payment in good faith by the Institute;
- 5.1 of the usual professional charges for business done by a Trustee who is a solicitor, accountant or other person engaged in a profession or other business, or by any partner of his, when instructed by the Institute 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;
 - 5.2 of reasonable and proper remuneration for any services rendered to the Institute by any member, officer or servant of the Institute who is not a Trustee;
 - 5.3 of interest on money lent by any member of the Institute or a 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;

- 5.4 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;
 - 5.5 of reasonable and proper rent for premises demised or let by any member of the Institute or Trustee;
 - 5.6 of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) 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 Institute: provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not;
 - 5.7 to any Trustee of reasonable out-of-pocket expenses.
- 6. The liability of the members is limited.
 - 7. Every member of the Institute undertakes to contribute such amount as may be required (not exceeding £1) to the Institute'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 Institute'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 Institute 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 Institute, but shall be transferred to the National Art Collection Fund of Millais House, 7, Cromwell Place, London SW7 to be used at the discretion of the trustees or other the officers of the said Fund from time to time for the acquisition of Asian Art objects

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

Peter Wakefield

R. W. Skelton

Edmund Copps

p.p. Edmund Copps

[Signature]

Sir PETER WAKEFIELD

Lincoln House

28 Montpelier Row

Twickenham

Tw1 2NQ

Mr R.W. SKEKTON

10 SPENCER ROAD

SOUTH CROYDON

CR2 7EH.

EDMUND COPPS

The Green House

Ham, Richmond

TL10 7HA

Gavin Skelton

10 Cliffton St

W.I.

Dated: 17th January 1997

Witness to the above Signatures:

Name: Ann Mylton

Address: 7, Eyre Close, Chiswick W4 2NX

Occupation: Consultant

The Companies Acts 1985 and 1989

Company limited by guarantee and not having a share capital

Articles of Association of

ASIA HOUSE

INTERPRETATION

1. In these Articles:

"the Institute" Articles;	means the company intended to be regulated by these
"the Act"	means the Companies Act 1985 as amended by the Companies Act 1989 including any statutory modifica- tion or re-enactment thereof for the time being in force;
"the Articles"	means these Articles of Association of the Institute;
"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 Institute;
"the objects"	means the objects set out in the memorandum;
"office"	means the registered office of the Institute;
"the Chairman"	means the person, if any, appointed to be the Chairman of the Institute under Article 46
"the Secretary"	means the secretary of the Institute or any other person appointed to perform the duties of the secretary of the Institute, including a joint, assistant or deputy secretary;
"the Trustees"	means the directors of the Institute (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.

2.1 The subscribers to the memorandum and such other persons as are admitted to membership in accordance with the rules made under Article 67 shall be members of the Institute. No person shall be admitted a member of the Institute unless his application for membership is approved by the Trustees.

2.2 Unless the Trustees or the Institute in general meeting shall make other provision under Article 67, the Trustees may in its absolute discretion permit any member of the Institute to retire, provided that after such retirement the number of members is not less than two.

GENERAL MEETINGS

3. The Institute 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 Institute and that of the next Provided that so long as the Institute 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 time and such 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 members of the Trustees to call a general meeting, any Trustees or any member of the Institute may call a general meeting.

NOTICE OF GENERAL MEETINGS

5. An annual general meeting shall be called by at least twenty-one clear days' notice. All other 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:
 - 5.1 in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - 5.2 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 per cent 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 the 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 provided that notice shall have been received or deemed to have been received by not less than three quarters of the members entitled to receive notice.

PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted at any meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member 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.
9. The Chairman, if any, or in his absence 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 the chairman of the Trustees 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 of the meeting and, if - there is only one Trustee present and willing to act, he shall be chairman of the meeting.

10. If no Trustee is willing to act as chairman of the meeting, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote shall choose one of their number to be chairman of the meeting.
11. Subject to the Articles, the chairman of the meeting shall be entitled to regulate the procedure of the meeting.
12. The chairman of the meeting 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 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:
 - 13.1 by the chairman of the meeting; or
 - 13.2 by at least two members having the right to vote at the meeting; or
 - 13.3 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 of the meeting 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.
15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman of the meeting. 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 of the meeting directs and he may 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 is demanded.

17. The chairman of the meeting shall not be entitled to a casting vote.
18. A poll demanded on the election of a chairman of the meeting 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 of the meeting 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. Every member shall have one vote.
21. No member shall be entitled to vote at any general meeting in person or by proxy unless all moneys then payable by him to the Institute 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 of the meeting to determine in his reasonable opinion the question and his decision shall be final and conclusive.
23. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.
24. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in any form which is usual or which the Trustees may approve
25. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees may-
 - (a) be deposited at the office 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 Institute in relation to the meeting 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 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and 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 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Trustee;

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

- 26. A vote given or poll demanded by proxy 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 Institute at the office or at 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.

THE TRUSTEES

- 27. The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be more than eight.
- 28. 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.

ALTERNATE TRUSTEES

- 29. Any Trustee (other than an alternate Trustee) may appoint any other Trustee, or any other person approved by resolution of the Trustees and willing to act, to be an alternate Trustee and may remove from office an alternate Trustee so appointed by him.
- 30. An alternate Trustee shall be entitled to receive notice of all meetings of Trustees and of all meetings of committees of Trustees of which his appointor is a member, to attend and vote at any such meeting at which the Trustee appointing him is not personally present, and generally to perform all the functions of his appointor as a Trustee in his absence but shall not be entitled to receive any remuneration from the Institute for his services as an alternate Trustee.

31. An alternate Trustee shall cease to be an alternate Trustee if his appointor ceases to be Trustee; but, if a Trustee retires but is reappointed at the meeting at which he retires, any appointment of an alternate Trustee made by him which was in force immediately prior to his retirement shall continue after his reappointment.
32. Any appointment or removal of an alternate Trustee shall be by notice to the Institute signed by the Trustee making or revoking the appointment or in any other manner approved by the Trustees.
33. Save as otherwise provided in the Articles, an alternate Trustee shall be deemed for all purposes to be a Trustee and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Trustee appointing him.

POWERS OF THE TRUSTEES

34. Subject to the provisions of the Act, the memorandum and the Articles and to any directions given by special resolution, the business of the Institute shall be managed by the Trustees who may exercise all the powers of the Institute. 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 the Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
35. 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:
 - 35.1 to expend the funds of the Institute in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Institute 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 Institute;
 - 35.2 to enter into contracts on behalf of the Institute.

APPOINTMENT AND RETIREMENT OF TRUSTEES

36. The Trustees shall not be subject to retirement by rotation.

37. No person shall be appointed or reappointed a Trustee at any general meeting unless:
- 37.1 he is recommended by the Trustees; or
 - 37.2 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 Institute of the intention to propose that person for appointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Institute's register of Trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
38. No person may be appointed a Trustee:
- 38.1 unless he is a member of the Institute;
 - 38.2 unless he has attained the age of 18 years; or
 - 38.3 in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 42.
39. 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 who is recommended by the Trustees for appointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Institute 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 Institute's register of Trustees.
40. Subject as aforesaid, the Institute 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.
41. The Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy for the remainder of the period of office of the person whose ceasing to be a Trustee gives rise to such 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 appointed as an additional Trustee shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

42. A Trustee shall cease to hold office if:
- 42.1 he ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustees by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - 42.2 he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - 42.3 he resigns his office by notice to the Group (but only if at least one Trustee will remain in office when the notice of resignation is to take effect);
 - 42.4 he and his alternate, if any, is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his office be vacated; or
 - 42.5 he ceases to be a member.

TRUSTEES' EXPENSES

43. Subject to the agreement of the Trustees, Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

TRUSTEES' APPOINTMENTS

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

CHAIRMAN

46. The members may by ordinary resolution appoint a Trustee to be the Chairman of the Institute and remove any one so appointed.

PROCEEDINGS OF THE TRUSTEES

47. 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 two Trustees shall, call a meeting of the Trustees. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote.
48. The quorum for the transaction of the business of the Trustees shall be three Trustees.
49. 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.
50. The Trustees may appoint one of their number to be 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 the 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.
51. The Trustees may appoint one or more sub-committees consisting of one or more Trustees and such other persons as the Trustees may approve 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 and not by the Articles assigned to the Executive Committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Trustees.
52. All acts done by a meeting of the 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 been entitled to vote.
53. A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of the Trustees, shall be as valid and effective as if it had been passed at a meeting of the 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.

54. Any bank account in which any part of the assets of the Institute is deposited shall be operated by the Trustees and shall indicate the name of the Institute. All cheques and orders for the payment of money from such account shall be signed in accordance with a resolution made by the Trustees.

EXECUTIVE COMMITTEE

55. Without prejudice to the provisions of Article 51 the Trustees shall appoint a committee to be known as the Executive Committee consisting of Trustees and such other persons as the Trustees may approve for the purpose of managing the affairs of the Institute within the broad strategies and budgets approved by the Trustees. The proceedings of the Executive Committee shall be fully and promptly reported to the Trustees.

INTERNATIONAL ADVISORY COUNCIL

56. The Trustees shall appoint a body to be known as the International Advisory Council consisting of such persons as the Trustees may approve for the purpose of advising the Trustees on any matter concerning the Institute as the Trustees shall think fit.

SECRETARY

57. 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

58. The Trustees shall in books kept for the purpose keep minutes:
- 58.1 of all appointments of officers made by the Trustees; and
- 58.2 of all proceedings at meetings of the Institute and of the Trustees and of the committees including the names of the Trustees or, as the case may be, their alternates present at each such meeting.

ACCOUNTS

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

ANNUAL REPORT

60. 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 Charity Commissioners.

ANNUAL RETURN

61. 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 Charity Commissioners.

NOTICES

62. Any notice to be given to or by any person pursuant to the Articles shall be in writing, including the calling of meetings of Trustees unless all the Trustees unanimously dispense to agree with this provision, except that a notice calling a meeting of the Trustees need not be in writing.
63. Without prejudice to Article 62 the Institute must give any notice to a member either personally or by sending it by post in a prepaid envelope or by sending it by any other reasonable and effective means addressed to the member at his registered address or such other address as he shall have notified to the institute for the purpose.
64. A member present in person at any meeting of the Institute shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
65. Proof that an envelope containing a notice was properly addressed, prepaid and posted or otherwise despatched shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 72 hours after the envelope containing it was posted or it was despatched.

INDEMNITY

66. Subject to the provisions of the Act every Trustee or other officer or auditor of the Institute, shall be indemnified out of the assets of the Institute against any liability incurred by him in that capacity 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 Institute.

RULES

67.

- 67.1 The Trustees may from time to time make such rules or bye laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Institute and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye laws regulate:
 - 67.1.1 the admission and classification of members of the Institute 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 subscriptions and other fees or payments to be made by members;
 - 67.1.2 the conduct of members of the Institute in relation to one another, and to the Institute's employees;
 - 67.1.3 the setting aside of the whole or any part or parts of the Institute's premises at any particular time or times or for any particular purpose or purposes;
 - 67.1.4 the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Articles;
 - 67.1.5 generally, all such matters as are commonly the subject matter of institute rules.
- 67.2 The Institute in general meeting shall have power to alter, add to or repeal the rules or bye laws and the members of the Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Institute all such rules or bye laws, which shall be binding on all members of the Institute. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

Signatures, Names and Addresses of Subscribers

Peter Wakefield

RWSkelton

Edmund Capon

Edmund Capon

SIR PETER WAKEFIELD
LINCOLN HOUSE
28 Montpelier Row
Twickenham TW12NQ
Mr. Robert W. Skelton,
10 SPENCER ROAD,
SOUTH CROYDON
SURREY, CR27EH

EDMUND CAPON
3 MANSION ROAD
BELLEVUE HILL
SYDNEY NSW 2023.

EDMUND CAPON
The Home House
Hem, Richmond
Lany, Th 10
7 H 12

Dated: 23rd December 1996

Witness to the above Signatures:

Ann Mytton (ANN MYTTON)

Name:

Ann Mytton

Address:

7, Gwynne Close, Chiswick W4 2NX

Occupation:

Consultant

THIS POWER OF ATTORNEY given on the 13th day of September
one thousand nine hundred and ninety six by me EDMUND CAPON
of 3 Mansion Road, Bellevue Hill, Sydney, NSW.

WITNESSES as follows:

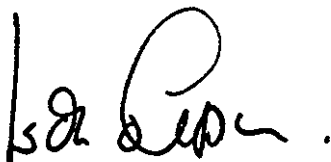
1. I appoint MR. GUISEPPE ESKENAZI ("my attorney") of 10 Clifford Street, London W1X 1RB to be my attorney for the purposes of the Trustee Act Section 25 (as amended by the Powers of Attorney Act 1971 Section 9) with authority to execute or exercise on my behalf all the trusts powers and discretions vested in me as a trustee of the charitable trust known as Asia House London whose registered charity number is 272368.

2. I agree to ratify and confirm whatever my attorney shall do in good faith in the exercise of the powers conferred by this deed.

3. I intend that this power of attorney shall continue until 31st July 1997.

4. I intend to give notice of this power of attorney to my co-trustees.

5. This power of attorney is a deed and has been executed by me as a deed the day and the year first written above.



SIGNED as a deed by the said EDMUND CAPON
in the presence of:

Witness:



Name:

PAT MACKINTOSH

Address: 35 NYCOMBE ROAD, NEUTRAL BAY,

Occupation: MANAGER

We hereby certify
this to be a true copy
of the original



Radcliffes Crossman Block