

FILE COPY



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

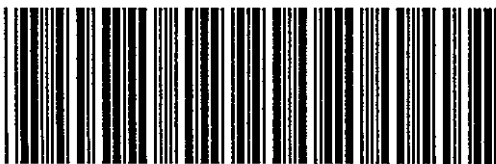
Company No. 3485236

The Registrar of Companies for England and Wales hereby certifies that

NATIONAL SPACE SCIENCE CENTRE

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

Given at Birmingham, the 18th December 1997



N03485236I

H. Gumbs.
H. GUMBS (MISS)

For The Registrar Of Companies



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

Package: 'Laserform'
by Laserform International Ltd.

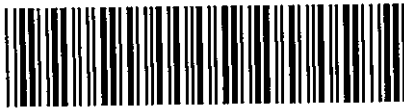
12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

NATIONAL SPACE SCIENCE CENTRE



* F 0 1 2 0 F 1 0 *

I, SIMON THOMAS

of RUTLAND HOUSE, 148 EDMUND STREET, BIRMINGHAM, B3 2JR

† 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

Rutland House, 148 Edmund Street, Birmingham, B3 2JR

the

17th

day of

December

One thousand nine hundred and ninety

Seven

① Please print name.

before me ①

JOHN ROBINS

Signed

Date

17.12.1997

~~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.

EDGE & ELLISON (Ref : SDW)
Rutland House
148 Edmund Street
Birmingham
B3 2JR Tel 0121-200 2001
DX number 708610 DX exchange BIRMINGHAM 17

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.

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

Company Name in full

NATIONAL SPACE SCIENCE CENTRE



F030AE60

I,
of

SIMON THOMAS

RUTLAND HOUSE, 148 EDMUND STREET, BIRMINGHAM, B3 2JR

† Please delete as appropriate.

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.

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

Rutland House, 148 Edmund Street, Birmingham, B3 2JR.

the

17th

day of

December

One thousand nine hundred and ninety

Seven

① Please print name.

before me ①

JOHN ROBINS

Signed

Date

17.12.1997

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for companies registered in Scotland

DX 235 Edinburgh

Package: 'Laserform'

by Laserform International Ltd.

10

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

NATIONAL SPACE SCIENCE CENTRE



* F 0 1 0 0 F 1 0 *

Proposed Registered Office

(PO Box numbers only, are not acceptable)

RUTLAND HOUSE

148 EDMUND STREET

Post town

BIRMINGHAM

County / Region

WEST MIDLANDS

Postcode

B3 2JR

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.

EDGE & ELLISON
Rutland House
148 Edmund Street
Birmingham
B3 2JR
DX number 708610

(Ref : SDW [FORMS\00040SDW.10])

Tel 0121-200 2001

DX exchange BIRMINGHAM 17

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

NATIONAL SPACE SCIENCE CENTRE

NAME *Style / Title

-

*Honours etc

-

Forename(s)

-

Surname

RUTLAND SECRETARIES LIMITED

Previous forename(s)

-

Previous surname(s)

-

Address

RUTLAND HOUSE

Usual residential address

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

148 EDMUND STREET

Post town

BIRMINGHAM

County / Region

WEST MIDLANDS

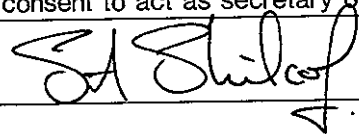
Postcode

B3 2JR

Country

ENGLAND

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

Consent signature**Date**

17.12.1997

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

-

*Honours etc

-

Forename(s)

-

Surname

RUTLAND DIRECTORS LIMITED

Previous forename(s)

-

Previous surname(s)

-

Address

RUTLAND HOUSE

Usual residential address

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

148 EDMUND STREET

Post town

BIRMINGHAM

County / Region

WEST MIDLANDS

Postcode

B3 2JR

Country

ENGLAND

Day Month Year

Date of birth

Not Applicable

Nationality

Not Applicable

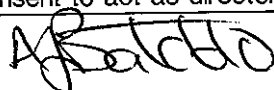
Business occupation

Not Applicable

Other directorships

Not Applicable

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

Consent signature**Date**

17.12.1997

NAME	*Style / Title	-	*Honours etc	-
	Forename(s)	-		
	Surname	RUTLAND NOMINEES LIMITED		
	Previous forename(s)	-		
	Previous surname(s)	-		
Address	RUTLAND HOUSE			
<i>Usual residential address</i>	148 EDMUND STREET			
For a corporation, give the registered or principal office address.	Post town	BIRMINGHAM		
	County / Region	WEST MIDLANDS	Postcode	B3 2JR
	Country	ENGLAND		
	Day	Month	Year	
Date of birth	Not Applicable		Nationality	Not Applicable
Business occupation	Not Applicable			
Other directorships	Not Applicable			
	I consent to act as director of the company named on page 1			
Consent signature	S D Walters		Date	17.12.1997

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

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

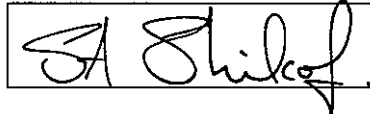
Directors

(continued)

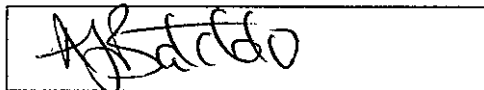
(see notes 1-5)

NAME	*Style / Title	-	*Honours etc	-	
	Forename(s)	-			
<small>* Voluntary details</small>	Surname	RUTLAND SECRETARIES LIMITED			
	Previous forename(s)	-			
	Previous surname(s)	-			
	Address	RUTLAND HOUSE			
Usual residential address		148 EDMUND STREET			
<small>For a corporation, give the registered or principal office address.</small>	Post town	BIRMINGHAM			
	County / Region	WEST MIDLANDS	Postcode	B3 2JR	
	Country	ENGLAND			
		Day	Month	Year	
Date of birth		Not Applicable		Nationality	Not Applicable
Business occupation	Not Applicable				
Other directorships	Not Applicable				

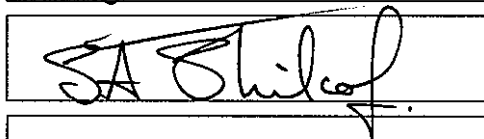
I consent to act as director of the company named on page 1

Consent signature**Date**

17.12.1997

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

17.12.1997

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

17.12.1997

Signed**Date****Signed****Date****Signed****Date****Signed****Date**

Company Number

paid £100
Barclay
132653



THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee and not having
a Share Capital

MEMORANDUM OF ASSOCIATION
OF
NATIONAL SPACE SCIENCE CENTRE

-
- 1 THE Company's name is National Space Science Centre and in this document it is called "the Charity".
 - 2 THE Charity's registered office is to be situated in England or Wales.
 - 3 THE Charity's object ("the Object") is the advancement of education for the public benefit in particular but not exclusively in relation to space and planetary science, astronomy and technology and their significance to life on earth.
 - 4 IN furtherance of the Object but not otherwise the Charity may exercise the following powers:
 - 4.1 to improve, foster, initiate, advance, encourage and stimulate interest, education and knowledge of the public and community through the provision of an educational, scientific and leisure facility;
 - 4.2 to facilitate research into space and planetary science, astronomy and technology and to disseminate the useful results of that research for the public benefit;
 - 4.3 to promote the growing importance of space observation in understanding and protecting the earth and its environment;

- 4.4 to inspire all sections of the public to see their own place in the firmament, and the world and its environment in a new light;
- 4.5 to motivate young people to pursue their studies in science and technology and to improve educational standards in this area;
- 4.6 to present scientific developments in their social, cultural, geographical and historical contexts;
- 4.7 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;
- 4.8 to raise funds and to invite and receive contributions in money or money's worth; provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- 4.9 to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- 4.10 subject to Clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Object and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- 4.11 to establish or support any charitable trusts, associations or institutions formed for the Object;
- 4.12 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Object or similar charitable purposes and to exchange information and advice with them;
- 4.13 to pay from the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- 4.14 to purchase, take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges necessary for the

promotion of the Object and to construct maintain and alter any buildings or erections necessary for the work of the Charity;

- 4.15 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity as may be thought expedient with a view to the promotion of the Object subject to such consents as are required by law;
 - 4.16 to hold meetings, conferences, lectures and exhibitions and to pay the expenses thereof;
 - 4.17 to borrow or raise or secure the payment of money in such manner as the Charity shall think fit for the purposes of or in connection with the Object of the Charity subject to such consents as are required by law;
 - 4.18 to receive money on deposit or loan and to make loans upon such terms as the Charity may approve;
 - 4.19 to invest and deal with the moneys of the Charity not immediately required for the purposes of the Object in or upon such investments or securities and in such manner as may from time to time be determined;
 - 4.20 to subscribe for, purchase or otherwise acquire, and hold the entire issued shares, stock, debentures or other securities of any other company; and
 - 4.21 to insure the trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
 - 4.22 to do all such other lawful things as are necessary for the achievement of the Object.
- 5 THE income and property of the Charity shall be applied solely towards the promotion of the Object 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 appointed to any office of the Charity shall be 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:

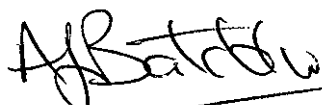
- 5.1 of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority 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;
- 5.2 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;
- 5.3 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;
- 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 1/100ths 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 Charity or a trustee;
- 5.6 of reasonable out-of-pocket expenses to any trustee;
- 5.7 of any premium in respect of any indemnity insurance in respect of liabilities properly incurred in running the charity (including the cost of a successful defence to criminal proceedings).
- 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 adjustments 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 Object which prohibits the distribution of its or their income and property to an extent 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.
WE, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum

NAMES AND ADDRESSES OF SUBSCRIBERS



RUTLAND DIRECTORS LIMITED

Rutland House

148 Edmund Street

Birmingham

B3 2JR



RUTLAND SECRETARIES LIMITED

Rutland House


148 Edmund Street

Birmingham

B3 2JR

DATED 17th December 1997

Witness to the above signatures:



SARAH DIANE WALTERS

Rutland House

148 Edmund Street

Birmingham

B3 2JR

Legal Clerk

THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION
OF
NATIONAL SPACE SCIENCE CENTRE

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 Charity;

"associated person" means a person associated with Leicester City Council within the meaning of Section 69 of the Local Government and Housing Act 1989 or any statutory modification, amendment or re-enactment thereof for the time being in force and, where the context so admits, shall include the Leicester City Council;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given and the day for which it is given or on which it is to take effect;

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

"office" means the registered office of the Charity;

"persons" includes companies and all other legal entities

"prescribed percentage" means 20 per cent (or such other percentage as may be, for the purpose of defining local authority influence) as specified in Section 69 of the Local Government and Housing Act 1989 or any statutory modification, amendment or re-enactment thereof for the time being in force and for the purposes of calculating whether or not this percentage is equalled or exceeded any fraction of a person that falls to be counted shall be deemed to be a whole person;

"the seal" means the 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 | 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 74 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees, nor if as a result of such admission the number of members who are associated persons would equal or exceed the prescribed percentage of the total number. |
|---|-----|---|

- 2.2 Unless the trustees or the Charity in general meeting shall make other provision under Article 7 the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than three or such that as a result of such retirement the number of members who are associated persons would exceed the prescribed percentage of the total number.
- 2.3 A member who was not an associated person at the time of his appointment as a member shall retire automatically and shall be deemed to have retired from membership of the Charity on the day preceding the day on which he becomes an associated person if (but only if) by reason of his becoming an associated person, the number of members who are associated persons would equal or exceed the prescribed percentage of the total number of members.
- 2.4 One or more members who is or are associated persons shall retire automatically and shall be deemed to retire from membership forthwith if the number of members who are associated persons, for any reason whatsoever, equals or exceeds the prescribed percentage of the total number of members. In such event, the smallest number of members who are associated persons shall retire as shall result in the number of members who are associated persons ceasing to equal or exceed the prescribed percentage of the total number of members and the member or members who shall be deemed to have retired shall be chosen by lot.
- 2.5 The trustees may provide for the admission of and may admit such persons as they may think fit to be honorary members, friends or patrons of the Charity and for the rights, duties and liabilities (if any) of such honorary members, friends or patrons but so that such persons shall not by virtue of being honorary members, friends or patrons be members of the Charity and their rights (if any) shall not include a right to speak or vote at general meetings of the Charity. The trustees may at any time at their discretion cancel the admission of any person who has been admitted as an honorary member, friend or patron.

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 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 Charity 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 clear days' notice. All other extraordinary general meetings shall 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.

PROCEEDINGS AT GENERAL MEETINGS

- 7 No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a 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.
- 9 The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
- 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 the vote of a meeting shall (subject to the provisions regarding voting rights as set out in article 54) 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; 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 and a demand by a person as proxy for a member shall be the same as a demand by the member.
- 14 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 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 a scrutineer or 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 save that if the chairman is an associated person, then he shall not be entitled to a casting vote, in which event the chairman shall vacate that position for the duration of the determination of the relevant resolution and the meeting shall appoint a temporary chairman in accordance with Article 9 provided that that person shall not be an associated person.
- 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 Subject to Article 17, every member shall have one vote. Every member either in person or by proxy or by representative shall be entitled to one vote upon any resolution proposed at a general meeting of the Charity provided that if either on a show of hands or on a poll the voting rights available to associated persons is greater or equal to the number of votes in whole integers closest to but not equally or exceeding the prescribed percentage then the members who are associated persons shall only be entitled to exercise not more than the prescribed percentage of the entirety of votes (including fractions of votes) available at that meeting.
- 21 No member shall be entitled to vote at any general meeting unless all moneys then payable by him (and payment of which is overdue according

to the terms agreed between the Charity and the member) 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.
- 25 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.
- 26 On a poll votes may be given either personally or by proxy.
- 27 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the trustees may approve):-

"

Limited

I/We, _____, of _____,
being a member/members of the above-named company,
hereby appoint _____ of _____

as my/our proxy to vote in my/our name[s] and on my/our behalf at the
annual/extraordinary general meeting of the company to be held on
_____ 19 __, and at any adjournment thereof.

Signed on _____ 19 __."

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

" _____ Limited

I/We, _____, of _____,
being a member/members of the above-named company, hereby

appoint _____ of _____

or failing him _____ of _____
as my/our proxy to vote in my/our name[s] and on my/our behalf at the
annual/extraordinary general meeting of the company, to be held on
_____ 19 __, and at any adjournment thereof."

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

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

*Strike out whichever is not desired.

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

Signed this _____ day of _____ 19 __."

- 29 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:-
- 29.1 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 Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 29.2 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 not less than 24 hours before the time appointed for the taking of the poll;
- 29.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded 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.

TRUSTEES

30

- 30.1 The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 30.2 An associated person shall not be appointed as a trustee otherwise than through nomination by Leicester City Council pursuant to Articles 43 to 46 (inclusive)
- 31 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

- 32 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.
- 33 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:
- 33.1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Object and to invest in the name of the Charity such part of the funds as they may see fit and direct the same or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Object of the Charity;
- 33.2 to enter into contracts on behalf of the Charity.

APPOINTMENT AND RETIREMENT OF TRUSTEES

- 34 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.
- 35 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.

- 36 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 the meeting and lost.
- 37 No person other than a trustee retiring by rotation 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 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.
- 38 No person may be appointed as a trustee:
- 38.1 unless (if an individual) he has attained the age of 18 years;
- 38.2 in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 47; or
- 38.3 an associated person shall not be entitled to hold office of trustee if the number of trustees then lawfully holding office (following such appointment) would be such that the number of associated persons holding office as trustee (in whole integers) would equal or exceed the prescribed percentage of the total number of trustees.
- 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 (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.

- 40 Subject as aforesaid and subject to the provisions of Articles 43 to 46 (inclusive), 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 provided that nothing in this article shall authorise the appointment of a trustee, howsoever, in breach of the provisions in these articles relating to associated persons.
- 41 Subject to the provisions of Article 30.2 and Articles 43 to 46 (inclusive), 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 provided that nothing in this article shall authorise the appointment of a trustee, howsoever, in breach of the provisions in these articles relating to associated persons.
- 42 Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

NOMINATED TRUSTEES

- 43 Each member listed in Article 45 ("Nominating Members") shall (for so long as it remains a member) have the right to:-
- 43.1 have the number of nominations set out next to its name, such nominations to be of its choice appointed to act as a trustee; and
- 43.2 to replace from time to time the trustees nominated by it.

- 44 The appointment or removal of a nominated trustee pursuant to Article 43 shall be made by notice in writing served on the Charity by or on behalf of the member entitled to make such appointment. Each appointment or removal will take effect immediately upon service of the notice.
- 45 Subject to Article 38.3 the following members are Nominating Members for the purposes of these Articles:-
- 45.1 Leicester City Council: 1
- 45.2 University of Leicester: 2
- 45.3 Leicestershire Chamber of Commerce and Industry: 2
- 46 In addition the trustees may appoint and anytime remove additional trustees after consultation with the Nominating Members up to the maximum number of trustees allowable under these Articles. The rights of each Nominating Member under Articles 43, 44 and 45 shall not be varied or abrogated in any way without the prior written consent of that Nominating Member. The provisions of Articles 34 and 35 shall not apply to trustees appointed by Nominating Members pursuant to Article 43.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

- 47 A trustee shall cease to hold office if he
- 47.1 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 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- 47.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- 47.3 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);

- 47.4 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;
- 47.5 in the case of a trustee appointed by a Nominating Member pursuant to Article 43, is removed from office by notice served pursuant to Article 44;
- 47.6 not being an associated person at the time of his appointment as a trustee becomes an associated person (unless appointed by Leicester City Council pursuant to Articles 43 to 46 (inclusive)); or
- 47.7 being an associated person a trustee shall forthwith cease to hold office if (and by virtue of his appointment and by these articles such cessation shall be deemed to take effect if) the total number of trustees then lawfully holding office would be such that the number of trustees who were associated persons would equal or exceed the prescribed percentage of the total number of trustees.

TRUSTEES' EXPENSES

- 48 The trustees may be paid all reasonable travelling, hotel and other 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 discharge of their duties, but shall (except as provided for by Article 51.2) otherwise be paid no remuneration.
- 49 The trustees shall have power to insure suitably in respect of public liability and employer's liability.
- 50 The trustees shall have power to insure against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust.

TRUSTEES' APPOINTMENTS

- 51 Subject to the provisions of the Act and to Clause 5 of the memorandum:-
- 51.1 the trustees may appoint one or more of their number to the unremunerated office of the managing trustee 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 trustee and a trustee holding any other executive office shall not be subject to retirement by rotation; and
- 51.2 the Charity may pay 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 Article 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.
- 52 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

- 53 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.
- 54 At any meeting of the trustees and of any committee of the trustees each trustee who is an associated person shall be entitled to one vote upon any matter or resolution to be voted upon at such trustee meeting save to the extent that the voting rights exercised by all associated persons present would be in excess of the prescribed percentage of votes cast on the

relevant matter or resolution in which case the aggregate votes of all associated persons present at the meeting will be deemed to be no more than the prescribed percentage of all votes (including fractions of votes) cast on the relevant matter or resolutions.

- 55 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 three trustees, whichever is the greater.
- 56 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 but subject always to the provisions of these Articles relating to associated persons.
- 57 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 five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
- 58 The trustees may appoint one or more committees consisting of three or more trustees for the purpose of making an 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 committee, provided that all acts and proceedings of any such committees shall be fully and promptly reported to the trustees.
- 59 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.
- 60 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.

61 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 or by one trustee and the secretary.

62 Subject to the requirement of a trustee to comply with section 317 of the Act, a trustee shall still be entitled to be counted in the quorum at any meeting at which a contract or other matter with which that trustee is interested is to be debated or considered and to vote upon any resolution to be proposed at such meeting in respect of any such contract or matter in which the trustee is so interested. This article 62 shall apply equally to general meetings of the Company and to meetings of the board of trustees.

SECRETARY

63 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

64 The trustees shall keep minutes in books kept for the purpose:

64.1 of all appointments of officers made by the trustees; and

64.2 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.

THE SEAL

- 65 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

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

ANNUAL REPORT

- 67 The trustees shall comply with their obligations under the Charities Act 1993 (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

- 68 The trustees shall comply with their obligations under the Charities Act 1993 (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

- 69 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.
- 70 The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his 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.

- 71 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.
- 72 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

- 73 Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity 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 Charity.

RULES

74

- 74.1 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 but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

74.1.1 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;

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

74.1.3 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;

74.1.4 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;

74.1.5 generally, all such matters as are commonly the subject matter of company rules.

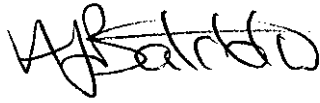
74.2 The Charity in a general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided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

CORE ARTICLES

75 The provisions of clauses 1 (definition of "associated persons" and "prescribed percentage"); 2.1; 2.2; 2.3; 2.4; 13; 17; 20; 30.2; 38; 40; 41; 45.1; 54; 56 and this Article shall be deemed to be core Articles and shall not be amended, varied or deleted to the intent that the provisions therein relating to the regulation of local authority companies shall be affected howsoever unless the consent in writing of all associated persons has been obtained in advance or all associated persons have been

offered and have accepted the opportunity to resign with or without compensation as the case maybe.

NAMES AND ADDRESSES OF SUBSCRIBERS



RUTLAND DIRECTORS LIMITED

Rutland House
148 Edmund Street
Birmingham
B3 2JR



RUTLAND SECRETARIES LIMITED

Rutland House
148 Edmund Street
Birmingham
B3 2JR

DATED 17th December 1997

Witness to the above signatures:



SARAH DIANE WALTERS

Rutland House
148 Edmund Street
Birmingham
B3 2JR

Legal Clerk