



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

Company No. 3904882

The Registrar of Companies for England and Wales hereby certifies that
WELL WORTH READING

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

Given at Companies House, Cardiff, the 11th January 2000



N03904882L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

**OYEZ**

Please complete in
typescript, or in
bold black capitals.

12

Declaration on Application for Registration

Company Name in full

WELL WORTH READING

***F0120C10***

I,

Malcolm Charles John Leatherdale

of

Dolphin House St Peter Street Winchester

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

Mc. Leatherdale

Declared at

3 Clarendon Terrace, Spurbidge, Hampshire

the

20th

day of

December

One thousand nine hundred and ninety

nine

*Please print name.

before me*

Mrs A. BROUENATV

Signed

A. Gorman

Date

20 December 1999

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.

Malcolm Leatherdale Solicitor

Dolphin House St Peter Street Winchester

Hants SO23 8BW Tel 01962 829709

DX number

DX exchange



AD1
COMPANIES HOUSE
COMPANIES HOUSE

0290
06/01/00
21/12/99

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF4 3UZ
for companies registered in England and Wales **DX 33050 Cardiff**
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

OYEZ

The Solicitors' Law Stationery Society Ltd, Oyez House, 7 Spa Road, London SE16 3QQ

1995 Edition
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Companies 12

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OYEZ

Please complete in
typescript, or in
bold black capitals.



F030AC10

Declaration on Application for Registration of a Company Exempt from the Requirement to Use the Word "Limited" or "Cyfyngedig"

Company
Name in full

WELL WORTH READING

I,
of

Malcolm Charles John Leatherdale

Dolphin House St Peter Street Winchester

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]† I 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

Mr. Leatherdale

Declared at

3 Chandos Terrace, Spottiswoode, Hampshire

the

20th

day of

December

One thousand nine hundred and ninety

nine

*Please print name.

before me*

MRS A. Blackman

Signed

A. Blackman

Date

20 December 1999

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.

Malcolm Leatherdale Solicitor

Dolphin House St Peter Street Winchester

Hants SO23 8BW

Tel 01962 829709

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for companies registered in Scotland

DX 235 Edinburgh



A01
COMPANIES HOUSE
COMPANIES HOUSE

0291
06/01/00
039Z
21/12/99

Oyez

Please complete in
typescript, or in
bold black capitals.
CHFP041

882 10

First directors and secretary and intended situation of registered office

Notes on completion appear on final page.

Company Name in full

WELL WORTH READING

Proposed Registered Office

(PO Box numbers only, are not acceptable)

The Stable offices Burntwood

Martyr Worthy

Post town

Winchester

County/Region

Hampshire

Postcode

S021 1AD

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.

X

Agent's Name

Malcolm Leatherdale Solicitor

Address

Dolphin House St Peter Street

Post town

Winchester

County/Region

Hampshire

Postcode

S023 8BW

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.

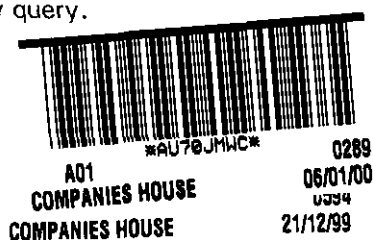
Malcolm Leatherdale

As above

Tel 01962 829709

DX number

DX exchange



Form revised July 1998

When you have completed and signed the form please send it to
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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

[P.T.O.]

Company Secretary (see notes 1-5)Company Name **WELL WORTH READING****NAME** *Style/Title **MR** *Honours etc. **N/A**

* Voluntary details.

Forename(s) **Malcolm Charles John**Surname **Leatherdale**Previous forename(s) **N/A**Previous surname(s) **N/A****Address** **"Turbary" Hawthorn Close****Usual residential address**

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

MicheldeverPost town **Winchester**County/Region **Hampshire** Postcode **SO21 3DQ**

Country

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

Consent signature **M C Leatherdale****Date** **13. Dec 1999****Directors** (see notes 1-5)

Please list directors in alphabetical order.

NAME *Style/Title **MS** *Honours etc. **N/A**Forename(s) **Honor Jean**Surname **Wilson-Fletcher**Previous forename(s) **N/A**Previous surname(s) **Pring****Address** **3 Rodney Place****Usual residential address**

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

South WimbledonPost town **London**County/Region Postcode **SW19 2LQ**Country **England**


Day Month Year

Date of birth **05 01 1965** **Nationality** **British****Business occupation** **Publisher****Other directorships** **Poetry Book Society Edinburgh****International Book Festival**

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

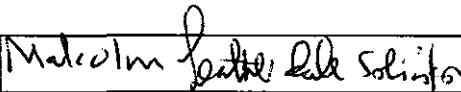
Consent signature**Date****16/12/99**

Directors (continued) (see notes 1-5)

NAME	* Style/Title	MS	* Honours etc.	n/a	
	Forename(s)	Ruth			
	Surname	Harrison			
	Previous forename(s)	n/a			
	Previous surname(s)	n/a			
Address	57 Effingham Road				
Usual residential address For a corporation, give the registered or principal office address.	Lee Green				
	Post town	London			
	County/Region		Postcode	SE12 8NT	
	Country	England			
	Day Month Year				
	Date of birth	07	08	1962	
	Nationality	British			
	Business occupation	Literature Development Officer			
	Other directorships	n/a			
	I consent to act as director of the company named on page 1				
	Consent signature			Date	13/12/99

This section must be signed byEither
an agent on behalf
of all subscribers

Signed



Date

20 December 1999

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

Notes

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

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

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

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

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

Address:

Give the usual residential address.

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

Subscribers:

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

2. Directors known by another description:

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

3. Director's details:

Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

—Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was**:

—dormant,

—a parent company which wholly owned the company making the return,

—a wholly owned subsidiary of the company making the return, or

—another wholly owned subsidiary of the same parent company.

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

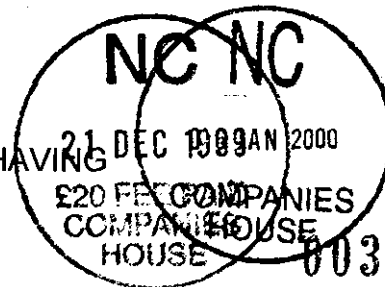
5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries.

102401
THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

WELL WORTH READING



3904882

1. The name of the Association (hereinafter called "the Company") is
Well Worth Reading
2. The registered office of the Company will be situated in England.
3. The Company's objects are:-
To promote and develop reading among all sectors of the
community in support of education and lifelong learning and to
improve the quality of individual and community life.

In furtherance of the said objects, but not further or otherwise, the
Company shall have power:

- (a) to establish and support or aid in the establishment and
support of any charitable associations and to subscribe or
guarantee money for charitable purposes in any way connected
with the objects of the Company or calculated to further its objects;
- (b) to raise funds and invite and receive contributions from any
person or persons whatsoever by way of subscription, sponsorship
or donation;
- (c) to cause to be written, printed or to be put on computer disk
or otherwise reproduced and circulated, gratuitously or otherwise,
periodicals, magazines, books, leaflets or other documents or films
or recorded tapes;
- (d) to hold exhibitions, meetings, lectures, classes, seminars,
workshops, conferences and courses either alone or with others;
- (e) to promote research, experimental work, scientific
investigation and development into any aspect of the objects of the
Company and its work and to disseminate the useful results of any
such research for the public benefit;
- (f) to co-operate and enter into arrangements with any
authorities, national, local or otherwise;



(g) to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate to maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;

(h) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring or encouraging contributions to the funds of the Company in the form of donations, subscriptions or otherwise;

(i) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques and other instruments, and to operate bank accounts in the name of the Company;

(j) subject to such consents as may be required by law, to borrow and raise money for the objects of the Company on such terms and conditions and on such security as may be thought fit;

(k) to carry on trade in so far as either the trade is exercised in the actual carrying out of a primary object of the Company or such trade as is temporary and ancillary to the carrying out of the said objects;

(l) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;

(m) to subscribe for either absolutely or conditionally or otherwise acquire shares, stocks, debentures, debenture stock or other securities or obligations of any other company;

(n) to invest the moneys of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may be imposed or required by law and subject also as hereinafter provided;

(o) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;

(p) to lend money and give credit, but only in the short term and to take security for such loans or credit and to guarantee or give security for the performance of contracts or obligations by any person or company as may be necessary for the work of the Company;

(q) to pay out of the funds of the Company the cost of any premium of any insurance or indemnity to cover the liability of the Board (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or wrongful omission, breach of duty or breach of trust of which they may be guilty in relation to the Company

PROVIDED that any such insurance or indemnity shall not extend to any claim arising from wilful fraud or wrongdoing or default on the part of the Board (or any of them);

(r) to employ and pay any person or persons not being members of the Board to supervise, organise, carry on the work of and advise the Company;

(s) to insure and arrange insurance cover for and to indemnify its officers, employees and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit; and also to arrange fidelity insurance and also insurance to meet any claims arising out of negligent advice;

(t) to pay, subject to the provisions of Clause 4 hereof, reasonable annual sums or premiums for or towards the provision of pensions for officers or employees for the time being of the Company and their dependants;

(u) to apply monies in insuring any buildings or other property to their full value;

(v) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any other of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;

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

(x) to establish where necessary local branches (whether autonomous or not);

(y) to do all such other lawful things as shall further the above objects or any of them.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum

of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Board shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

PROVIDED that nothing herein shall prevent any payment in good faith by the Company:

(a) of reasonable and proper remuneration to any member, officer or employee of the Company, not being a member of its Board, except as mentioned below, for any services rendered to the Company;

(b) of interest on money lent by any member of the Company or of its Board at a rate per annum not exceeding two per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by the Board or three per cent whichever is the greater;

(c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board;

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board may be a member holding not more than one per cent of the capital of that company;

(e) to any member of its Board of reasonable out-of-pocket expenses;

(f) of reasonable and proper premiums of insurance or indemnity to cover the liabilities of the Board (or any of them) effected in accordance with the power contained in Clause 3 (q) hereof

AND PROVIDED FURTHER that:

any member of the Board (or any firm or company of which a member of the Board is a member or employee) may enter into a contract with the Company to supply goods or services in return for a payment or other material benefit but only if

(a) the goods or services are actually required by the Company;

(b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure set out below;

(c) no more than one third of the members of the Board are subject to and have the benefit of such a contract in any financial year;

Whenever a member of the Board has a personal interest in a matter to be discussed at a Board meeting the member of the Board concerned must:

(a) declare an interest at or before discussion begins on the matter

(b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information

(c) not be counted in the quorum for that part of the meeting

(d) withdraw during the vote and have no vote on the matter

This clause may not be amended without the prior consent of the Charity Commission.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up whilst he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expense of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

Names and addresses of Subscribers

MCT LEATHERDALE
'TURBARY'
HAWTHORN CLOSE
MICHEWEN
HANTS SO21 3DQ

MCT Leatherdale

R HARRISON
57 EFFINGHAM RD
LEE GREEN
LONDON SE12 8NT

R Harrison

Dated this 13th day of December 1999

Witness to the above Signatures:

ETWARNES
KEEPERS COTTAGE
29 HURSLEY
WINCHESTER
SO21 2JW

ETWarnes

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

WELL WORTH READING

INTERPRETATION

1. In these Articles:

'the Act' means the Companies Act 1985 as amended by the Companies Act 1989 or any re-enactment or statutory modification of those Acts.

'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.

'the Board' means the Board of director/trustees of the Company.

'the Company' means the above named Company.

'the Office' means the registered office of the Company.

'the seal' means the common seal of the Company.

'secretary' means any person appointed to perform the duties of the secretary of the Company.

'the United Kingdom' means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

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

Words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations.

OBJECTS

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

MEMBERS

3. The subscribers to the Memorandum of Association, the members of the Board for the time being and such other persons as the Board shall admit to membership shall be members of the Company.

4. Every person admitted to membership of the Company shall either sign a written consent to become a member or sign the register of members.

5. An application for membership may be approved or rejected by the Board. The Board may for good and sufficient reason terminate the membership of any member PROVIDED that the member concerned shall have a right to be heard before a final decision is made.

6. Any member of the Company who ceases to be a Board member shall automatically cease to be a member of the Company and in the case of any other member of the Company such member may resign their membership at any time on giving written notice to the Company.

GENERAL MEETINGS

7. The Company shall each year hold a General Meeting as its Annual General Meeting in addition to any other meeting 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 Company and that of the next. PROVIDED that so long as the Company 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 place as the Board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

8. The Board may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Board to form a quorum, any member of the Board or any two members of the Company may convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

9. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty one clear days' notice in writing. Other meetings shall be called by at least fourteen clear days' notice in writing. The notice shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

PROVIDED that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

(a) in the case of the Annual General Meeting, by all the members entitled to attend and vote; and

(b) in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all the members.

10. 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 of that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the election of members of the Board in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; three members present in person or ten per cent of the membership, whichever is the greater, shall be a quorum. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine.

13. The chairman, if any, of the Board shall chair every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within five minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Board present shall elect one of their number to chair the meeting.

14. If at any meeting no Board member is willing to act as chairman or if no Board member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.

15. A Board member shall, notwithstanding that he is not a member of the Company, be entitled to attend and speak at any General Meeting.

16. The chairman may, with the consent of any 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 other business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(a) by the chairman; or

(b) by at least two members present in person or by proxy and having the right to vote at the meeting; or

(c) by any member or members present in person or by proxy and representing not less than one third of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

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

18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote in addition to any other vote he may have.

19. 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 at such time and in such manner as the chairman of the meeting directs, not being more than thirty days after the poll is demanded, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

21. No notice need be given of a poll not taken immediately if the time and the 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

22. Subject to Article 18, every member shall have one vote.

23. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

24. 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.

25. 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 Company at the registered office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded (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.

26. (a) Any member of the Company entitled to attend and vote at a General Meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the Meeting.

(b) On a poll votes may be given either personally or by proxy.

32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

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

BOARD OF DIRECTOR/TRUSTEES

34. (a) The maximum number of Board members shall be determined by the Company in General Meeting, but unless and until so fixed there shall be no maximum number.

(b) The minimum number of Board members shall be six.

(c) One Board member shall be appointed jointly by Hampshire County Council and West Sussex County Council PROVIDED that such right of appointment shall cease at the expiration of three years from the date of these Articles.

35. The first Board members 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 these Articles. Future Board members shall be appointed as provided subsequently in these Articles. Every Board member must sign a declaration of willingness to act as a Board member before he or she is eligible to vote at any meeting of the Board.

36. The Board members shall be paid all reasonable out-of-pocket, hotel and other expenses properly incurred by them in attending and returning from Board or sub-committee meetings or General Meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

37. The Board may exercise all the powers of the Company to borrow money, and subject always to sections 38 and 39 of the Charities Act 1993 to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or

of any charitable body where such action will directly further the objects of the Company.

POWERS AND DUTIES OF THE BOARD

38. (a) The business of the Company shall be managed by the Board who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by a regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

(b) In the exercise of the aforesaid powers and in the management of the business of the Company, the members of the Board shall always be mindful that they are charity trustees within the definition of section 97 of the Charities Act 1993 as the persons having the general control and management of the administration of a charity.

39. All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine provided that all cheques shall be signed by not less than two Board members or one Board member and the secretary.

40. The Board shall cause minutes to be made:

- (a) of all appointments of officers made by the Board;
- (b) of the names of the Board members present at each Board meeting; and
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Board and of sub-committees.

DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS

41. The office of Board member shall be vacated if the Board member:

- (a) ceases to be a Board member by virtue of any provision in the Act or is disqualified from acting as a Board member by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
- (c) resigns his office by written notice to the Company;

(d) is absent without the permission of the Board members from all their meetings held within a period of six months and the Board members resolve that his office be vacated;

(e) being a Board member appointed in accordance with article 34(c) becomes the subject of a request by Hampshire County Council and West Sussex County Council to retire as a Board member and such retirement shall be with effect from the date of the meeting of the Board at which the notice to retire is first considered.

42. A Board member shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ELECTION OF BOARD MEMBERS

43. At the first Annual General Meeting of the Company all the members of the Board shall retire from office and at the Annual General Meeting in every subsequent year one-third of the members of the Board for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office PROVIDED that any Board member appointed in accordance with article 34 (c) shall not be subject to retirement and shall not be counted in arriving at the number of Board members to retire at any one time.

44. The members of the Board to retire in every year shall be those who have been the longest in office since their last election, but as between persons who became members of the Board on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring member of the Board shall be eligible for re-election.

45. The Company at the meeting at which a Board member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Board member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

46. No person other than a Board member retiring at the meeting shall unless recommended by the Board be eligible for election to the Board at any General Meeting unless, not less than three nor more than twenty one days before the date set for the meeting, there shall have been left at the Office of the Company notice in writing signed by a member qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected. The notice shall give the particulars of that person which would, if he were so appointed, be required to be included in the register of Board members.

47. Subject to Article 34 the Company may from time to time by ordinary resolution increase or reduce the number of Board members.

48. The Board shall have the power at any time to appoint any person to be a Board member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Board members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Board member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

49. The Company may by ordinary resolution, of which special notice has been given in accordance with section 303 of the Act, remove any Board member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Board member removed under this Article.

50. No person may be appointed as a Board member:

(a) unless he has attained the age of eighteen years;

(b) in circumstances such that, had he already been a Board member, he would have been disqualified from acting under the provisions of Article 41.

PROCEEDINGS OF THE BOARD

51. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A Board member may, and the secretary on the request of a Board member shall, at any time summon a Board meeting. It shall not be necessary to give notice of a Board meeting to any member for the time being absent from the United Kingdom.

52. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be one third of the membership of the Board, subject to a minimum of three.

53. The Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members, the Board may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Company, but for no other purpose.

54. The Board may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the

time appointed for holding the same, the Board members present may choose one of their number to chair the meeting.

55. The Board may delegate any of their powers to sub-committees consisting of such persons as they think fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board fully and promptly.

56. A sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.

57. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

58. All acts done by any meeting of the Board or of a sub-committee, or by any person acting as a Board member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Board member.

59. A resolution in writing, signed by all the Board members entitled to receive notice of a Board meeting, shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held, and may consist of several documents in like form each signed by one Board member or more.

SECRETARY

60. Subject to section 283 of the Act, the secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as the Board may think fit; and any secretary so appointed may be removed by it: PROVIDED always that no Board member may occupy the salaried position of secretary.

61. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board member and the secretary shall not be satisfied by its being done by or to the same person acting both as Board member and as, or in place of, the secretary.

THE SEAL

62. The Board shall provide for the safe custody of the seal, if any, which shall only be used by the authority of the Board or of a sub-committee authorised by the Board in that behalf and every instrument to which the seal shall be affixed shall be signed by a Board member and shall be countersigned by the secretary or by a second Board member or by some other person appointed by the Board for that purpose.

ACCOUNTS

63. The Board shall cause accounting records to be kept in accordance with the provisions of the Act and the Charities Act 1993.

64. The accounting records shall be kept at the Office of the Company or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Company.

65. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as confirmed by statute or authorised by the Board or by the Company in General Meeting.

66. The Board shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.

67. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditors' report (if any), and the Board's report, shall not less than twenty one days before the date of the meeting be sent to every member of the Company and every person entitled to receive notice of General Meetings of the Company.

AUDIT

68. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act or the Charities Act 1993 as the case may be.

ANNUAL REPORT

69. The Board members 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 Charity Commissioners.

ANNUAL RETURN

70. The Board members shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification thereof) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

NOTICES

71. Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing.

72. The Company may give any notice to a member either personally or by sending it by post to him or to his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives 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 Company.

73. Notice of every General Meeting shall be given in any manner herein authorised to:

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for giving of notices to them;
- (b) every person being a legal personal representative or a trustee in bankruptcy or a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- (c) the auditor for the time being of the Company; and
- (d) each Board member.

No other person shall be entitled to receive notices of General Meetings.

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

75. 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

76. Subject to the provisions of the Act every Board member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 727 of the Act in which relief is granted to him by the court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

INVESTMENTS

77. The Board shall have power from time to time to appoint on such terms (including provision for reasonable remuneration) as the Board shall at their discretion think fit any person or persons who the Board reasonably believe to be qualified by his ability in practical experience of financial matters to be the Company's investment adviser for the purpose of advising the Board in relation to the investments of the Company and managing such investments. The Board may make such arrangement as they think fit for any investments of the Company or income from those investments to be held by a corporate body as the Company's nominee and pay reasonable and proper remuneration to any corporate body acting as such nominee.

In making such arrangements as described above the Board shall ensure that:

- (a) the terms of any delegation of power are clearly stated in writing and contain adequate control mechanisms; and
- (b) such delegation extends only to such things as the Board has power to do; and
- (c) the terms of any such delegation are strictly enforced by the Board.

DISSOLUTION

78. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR BYE LAWS

79. (a) The Board may from time to time make such Rules or Bye Laws as they may deem necessary or convenient for the proper conduct and management of the Company and for the purpose 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:

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

(ii) the conduct of members of the Company in relation to one another, and to the Company's employees.

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

(iv) the procedure at General Meetings and meetings of the Board and sub-committees in so far as such procedure is not regulated by these Articles.

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

(b) The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions to them and the Board shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which, so long as they shall be in force, shall be binding on all members of the Company. PROVIDED, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

Names and addresses of Subscribers

M C LEATHERDALE
TURBARY
HAWTHORN CLOSE
MICHELDON VER
HANTS SO21 3DQ

M C: Leatherdale

R HARRISON
57 EFFINGHAM RD
LEE GREEN
LONDON SE12 8NT

R Harrison

Dated this 13th day of December 1999

Witness to the above Signatures:-

E J WARNES
KEEPERS COTTAGE
29 HURSLEY
WINCHESTER
SO21 2JU

E J Warnes

Company Number:

The Companies Acts 1985 to 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM
AND ARTICLES
OF ASSOCIATION**

OF

WELL WORTH READING

Incorporated the day of 1999

