

FILE COPY



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

Company No. 4816209

The Registrar of Companies for England and Wales hereby certifies that
THE RUGBY PORTOBELLO TRUST

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 1st July 2003



N04816209H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full



F012001J

THE RUGBY PORTOBELLO TRUST

I, CELIA ELIZABETH MARY CAIRNS

of Knowle Hill Farm, Ulcombe, Maidstone
Kent

† 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

Celia Cairns

Declared at Knowle Hill Farm, Ulcombe, Kent

the 25th day of June

One thousand nine hundred and ninety 2003

① Please print name.

before me ① SUSAN KATHLEEN PERKINS

Signed

S. Perkins

Date 25.06.03

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.

Elizabeth Cairns
Knowle Hill Farm, Ulcombe, Kent
ME17 1ES Tel 01622 558191
DX number DX exchange

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

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

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



A43
COMPANIES HOUSE

0026
27/06/03

Form revised March 1999



COMPANIES HOUSE

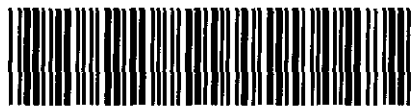
Please complete in typescript,
or in bold black capitals.

30(5)(a)

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

Company Name in full

THE RUSBY PORTOBELLO TRUST



F030A01T

I, CELIA ELIZABETH MARY CAIANS
of Knowle Hill Farm, Ulcombe, Maidstone, Kent

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

† Please delete as appropriate.

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

Declarant's signature

Celia Cairns

Declared at Knowle Hill Farm, Ulcombe, Kent
the 25th day of June
One thousand nine hundred and ninety 2003

• Please print name.

before me • SUSAN KATHLEEN PERKINS

Signed

S. Perkins

Date

25.06.03

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.

Elizabeth Cairns
Knowle Hill Farm, Ulcombe, Kent
ME17 1ES Tel 01622 858191
DX number DX exchange



A43
COMPANIES HOUSE

0025
27/06/03

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



COMPANIES HOUSE

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full



F010001H

THE RUGBY PORTOBELLO TRUST

Proposed Registered Office

(PO Box numbers only, are not acceptable)

223 WALMER ROAD

Post town

LONDON

County / Region

Postcode

W 11

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

Elizabeth Cairns

Address

Knowle Hill Farm

Ucombe

Post town

Maidstone

County / Region

Kent

Postcode

ME17 1ES

Number of continuation sheets attached

9

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.

Elizabeth Cairns, Knowle Hill Farm

Ucombe, Maidstone Kent

ME17 1ES

Tel 01622 858791

DX number

DX exchange



AAS
COMPANIES HOUSE

0024
27/06/03

When you have completed and signed the form please send it to the
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for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

MRS

*Honours etc

MBE

* Voluntary details

Forename(s)

GILLIAN MARY

Surname

FITZHUUGH

Previous forename(s)

ROSS

Previous surname(s)

Address

4 CHEPSTOW PLACE LONDON W24TA

Usual residential address

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

Post town

LONDON

County / Region

Postcode

W2 4TA

Country

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

Consent signature

Gillian M. Fitzhugh

Date

27. 5. 03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

ADAM JONATHAN PATRICK

Surname

HACKETT

Previous forename(s)

Previous surname(s)

Address

HORS_GATE FARM

Usual residential address

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

Post town

CUCKFIELD

County / Region

WEST SUSSEX

Postcode

RH17 5AZ

Country

Day Month Year

Date of birth

09 03 50

Nationality

BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

THE DANWOOD GROUP LTD / DANWOOD CHARITABLE GROUP

DANWOOD TEE LTD

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

Consent signature

Adam Hackett

Date

27. 05. 03

Company number

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Company Secretary (see notes 1-5)

Form 10 Continuation St

Company number

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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County / Region

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Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Company number

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*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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Usual residential address

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Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-)

Please list directors in alphabetical order

NAME

*Style / Title

MRS

*Honours etc

Forename(s)

ALISON JANE

Surname

DERHAM

Previous forename(s)

Previous surname(s)

SHEARDOWN

Address

ROKBY HOUSE

Usual residential address

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

Post town

BARBY ROAD

County / Region

WARWKS

Postcode

CV22 5PZ

Country

U.K

Day

Month

Year

Nationality

BRITISH

Date of birth

14

12

57

Business occupation

Other directorships

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

Consent signature

Alison Derham

Date

27.5.03

Company number

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-

Please list directors in alphabetical order

NAME *Style / Title

MR.

*Honours etc

Forename(s)

WILLIAM JOHN GUCHANAN

Surname

LAKE

Previous forename(s)

Previous surname(s)

Address

62 PEMBRIDGE VILLAS

Usual residential address

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

Post town

LONDON

County / Region

Postcode

W11 3ET

Country

U.K.

Day Month Year

Date of birth

07 07 41

Nationality

BRITISH

Business occupation

BUSINESS CONSULTANT

Other directorships

B.P.C.M. LTD

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

Consent signature

W.J.B. Lake

Date

27 May 2003

Company number

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

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Date

Directors (see notes 1-

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NAME *Style / Title

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Forename(s)

Surname

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Previous surname(s)

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Nationality

Business occupation

Other directorships

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

Consent signature

Date

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

Company number

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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Day Month Year

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Nationality

Business occupation

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*Honours etc

* Voluntary details

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Consent signature

Date

Directors (see notes 1-

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Directors (continued) (see notes 1-5)

NAME	*Style / Title	Mr	*Honours etc	
* Voluntary details	Forename(s)	Patrick Guy		
	Surname	MAYERS		
	Previous forename(s)			
	Previous surname(s)			
Address		11 Lansdowne Walk		
Usual residential address For a corporation, give the registered or principal office address.				
	Post town	London		
	County / Region		Postcode	W11 3LN
	Country	U.K.		
		Day	Month	Year
	Date of birth	04	11	34
	Nationality	Brit		
	Business occupation	Accountant		
	Other directorships	See attached list		
I consent to act as director of the company named on page 1				
	Consent signature	G. Mayers		Date
				29. May 03

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

Cm. Cairns

Date

24/6/2003

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

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

4. Other directorships:

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

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

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

Tony Sheeran

DIRECTOR

Company	Number	Appointed	Resigned	Role
Apac Minerals Inc	British Columbia 526715	16/01/03		Director
69 Holland Road Limited		28/03/02		Director
Uruguay Mineral Exploration Inc (formerly Uruguay Goldfields)	4405827	08/02/02		Director and Chairman
Safe Haven for Donkeys in the Holy Land	Alberta 713257	11/03/02		Trustee
Updata plc (formerly Updata Software plc)	Charity 1083468	22/01/01		Director and Chairman
Rugby Clubs	2095011			
Rugby School, Governing Body				
Rugby School Enterprises Limited	Charity 528752	03/03/94		Governor, Chairman of Finance Committee
Rugby School Life and Pension Scheme for Non-Teaching Staff	2264068	11/03/94		Director
Packwood Haugh School Limited	P0011	25/06/97		Chairman and Trustee
Tony Shearer Enterprises Limited	563845; Charity 528411	19/06/00		Director and Governor
Humphrey Burton 1997 Discretionary Trust	3533838	24/03/98		Chairman and Chief Executive
Tony Shearer Discretionary Trust	N/A	01/03/97		Trustee
James Francis Shearer Will Trust Fund	N/A	25/11/99		Trustee
Rugby School Combined War Memorial Fund	N/A	18/11/97	08/07/02	Trustee
The Rugby School General Charitable Trust	Charity 528760	03/11/99	26/02/03	Trustee
PlanetRecruit Limited	Charity 528756	03/11/99	26/02/03	Trustee
Finlaw 327 Limited	3712451	11/05/00	06/02/03	Director and Chairman
Old Mutual Life Assurance Company Limited	4287987	20/12/01	11/04/02	Director
Old Mutual Fund Managers Limited	943621	09/02/99	03/06/00	Managing director
Old Mutual Fund Managers (Ireland) Limited	1825772	22/02/99	22/02/99	Director
Old Mutual International (Ireland) Limited	196279	23/02/99	31/01/01	Chairman and Director
Old Mutual International Fund Managers (Isle of Man) Limited	200826	24/03/99	31/01/01	Chairman and Director
Old Mutual International (Isle of Man) Limited	Isle of Man 27084C	10/11/00	31/01/01	Director and Chairman
Old Mutual International (Guernsey) Limited	27082	27/11/00	31/01/01	Director
Old Mutual International (Guernsey) Limited	Guernsey 2424	07/09/00	31/01/01	Director
Old Mutual Fund Managers (Guernsey) Limited	Guernsey 2424	07/09/00	14/12/00	Chairman
Old Mutual Fund Managers (Guernsey) Limited	Guernsey 13139	07/09/00	31/01/01	Director
Old Mutual International Services Limited	Guernsey 13139	07/09/00	14/12/00	Chairman
Old Mutual International Marketing Services Limited	3532099	12/10/98	08/02/99	Managing director
Finexco International Limited	2203009	19/04/99	See note	Director
Finexco Europe SA	Guernsey 12414	25/01/00	31/01/01	Director and Chairman
Fairbairn Investments (No 2) Limited (before 14/3/2000, Old M)	Belgium 537040	01/01/00	31/01/01	Director
OMLA Holdings Limited	2126879	21/05/99	31/01/01	Director
Providence Capital Mortgage Services Limited	1320268	21/05/99	31/01/01	Director
Providence Capital Home Loans Limited	1808000	24/03/99	31/01/01	Director
Old Mutual Portfolio Managers Limited	1853553	24/03/99	31/01/01	Director
myval.com plc	2125736	26/03/99	31/08/99	Director
Gremlin Group plc	3627383	probably 9/3/99	29/10/99	Director and Chairman
Mellon Fund Administration Limited (formerly Premier Administ	3216645	26/06/97	09/06/99	Non-executive director
Mellon Fund Administration (Dublin) Limited (formerly Premier	1143450	02/02/97	15/01/98	Chief Executive
Electronic Share Information Limited	218072	25/03/97	15/01/98	Director
Greenfield Ventures plc (formerly Limited)	2825296	24/04/96	31/01/97	Chief Executive
M & G Group plc	3250173	07/06/99	21/02/01	Director
M & G Limited	633480	24/02/88	15/01/96	Director
M & G Securities Limited	1048359	24/02/88	15/01/96	Managing director
M & G Financial Services Limited	90776	21/03/88	15/01/96	Director
	923891	19/04/88		

DIRECTOR

3 Minster Court, Great Tower Street, London EC3R 7XH, 0171-626-4588	Life assurance	PIA	Difference of opinions with Group Chief Executive
3 Minster Court, Great Tower Street, London EC3R 7XH, 0171-626-4588	Life assurance	PIA	Difference of opinions with Group Chief Executive
3 Minster Court, Great Tower Street, London EC3R 7XH, 0171-626-4588	Investment trust	No	Majority of independent directors
3 Minster Court, Great Tower Street, London EC3R 7XH, 0171-626-4588	Investment trust	No	Majority of independent directors

Gill Fitzhugh
From Guy M.

8964 8202

7229 1431

Guy Mayers' Directorships - June 2003

Cavendish Conference Centre Ltd. Company No. 4102633

Community Accountancy Self-Help Company No. 4374209 - Charity No. 1091492

Mayfair Property Portfolio Ltd. Company No. 03033756

Portobello Trust Company No. 2290181 - Charity No. 1019911

Guy Mayers Accounting Services Ltd " " 1886857

as a self-governing body to award degrees to students successfully completing approved courses and examinations in institutions that were not universities.

A voluntary national scheme for the notification of congenital abnormalities set up in England and Wales (see 1961).

Outbreak of typhoid in Aberdeen, with more than 400 persons infected, traced to contaminated tins of corned beef (see report, Cmnd.2542).

First successful coronary bypass graft carried out in Texas.

Helen Brook set up Brook Clinics in London, Bristol and Birmingham to give contraceptive and other advice to unmarried women and young girls.

"Human Relations and Hospital Care", by Ann Cartwright, published.

"The Home and the School", a report by JWB Douglas, showed the adverse effects of poor housing, irregular health, large families, lack of use of health and social services and of home encouragement had on school attendance, learning and achievement.

The University Grants Committee published an extensive report on "University Teaching Methods".

Essex, Lancaster and Strathclyde universities founded.

A free vote in the House of Commons abolished the death penalty for murder; became effective in 1965.

1965 Registration of Births, Deaths and Marriages (Scotland) Act (c.49) amended and consolidated previous acts.

Family Allowances Act (c.55), National Insurance Act (c.51) and the National Insurance (Industrial Injuries) Act (c.52) consolidated the equivalent previous legislation.

Redundancy Payments Act (c.62) provided redundancy payments graduated according to the length of service of the employees.

New Towns Act (1965 Eliz.II, c.59) consolidated the acts of 1946-64. See 1976.

Rent Act (c.75) reintroduced rent control for the majority of privately owned unfurnished accommodation; gave tenants security of tenure; and introduced a scheme for the assessment of fair rents. See 1976.

Race Relations Act (c.73) prohibited discrimination on racial grounds in places of public resort and in regard to tenancies; made incitement to racial hatred an offence; and constituted the Race Relations Board. See 1968.

Matrimonial Causes Act (c.72) consolidated and amended previous acts. See 1969

Trades Disputes Act (c.48) increased the legal immunities of trade unions. See

100494

C56646

4816209



THE COMPANIES ACTS 1985 and 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF

THE RUGBY PORTOBELLO TRUST

1. NAME

The Company's name is "The Rugby Portobello Trust" (and in this document is called "the Charity").

2. REGISTERED OFFICE

The Charity's registered office is to be situated in England and Wales.

3. CHARITABLE OBJECTS

The Charity's Objects ("the Objects") are:-



- (1) to advance the education of young people primarily resident in North Kensington and its surrounding area by the provision of instruction and training in professions, vocations, industries, crafts and trades and by the promotion and provision of facilities for leisure time activities so as to develop their physical, mental and spiritual capacities to enable them to grow to full maturity as individuals and members of society;
- (2) to relieve the poverty and distress of young people primarily resident in North Kensington and its surrounding area by the provision of accommodation, counselling, advice and support and financial and other assistance.

4. POWERS

In furtherance of the Objects but not otherwise the Charity may exercise the following powers:

- (1) to promote, facilitate, support or provide classes, seminars, lectures, workshops, courses and training;
- (2) to promote and provide exhibitions, musical or dramatic performances, recitals, concerts, readings and other events;
- (3) to provide and maintain hostels and other types of residential accommodation;
- (4) to provide facilities for social and sporting activities;

- (5) to employ teachers, instructors, and any other persons;
- (6) 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;
- (7) to raise funds and to invite and receive contributions Provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- (8) to borrow or raise money on such terms and on such security as may be conducive to the Objects;
- (9) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- (10) to borrow or raise money on such terms and on such security as may be thought fit;
- (11) subject to clause 5 below to employ such staff as are necessary for the proper pursuit of the Objects and to make all reasonable provision for the payment of pensions and superannuation to staff, former staff and their dependants;
- (12) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (13) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (14) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- (15) to invest the moneys of the Charity not immediately required for the furtherance of the Objects in or upon such investments, securities or property as may be thought fit;
- (16) to delegate the management of investments to a financial expert, but only on terms that:
 - (a) the trustees specify the investment policy in writing;
 - (b) every transaction is reported to the trustees promptly;
 - (c) the trustees regularly review the investment performance;
 - (d) the trustees review the investment policy and the delegation arrangements annually; and
 - (e) the delegation arrangements may be terminated by the trustees at any time
- (17) to arrange for the investments or other property of the Charity to be held in the name of a nominee
- (18) to insure the property of the Charity to its full value

(19) 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 was a breach of trust or breach of duty

(20) to do any other lawful things which will promote the Objects;

5. BENEFITS TO TRUSTEES AND OTHERS

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

- 8. of reasonable payment in money or other material benefit for goods or services supplied to the Charity by any member or trustee of the Charity or by any firm or company of which he is a member or employee

Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee who has a personal interest in a matter to be discussed by the trustees shall declare his interest and withdraw from any meeting while the matter is under discussion and shall not be counted in the quorum or vote upon the matter;

- 8. 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;
- 8. of reasonable and proper rent for premises demised or let by any member of the Charity or a trustee;
- 8. of reasonable out-of-pocket expenses to any trustee;

(5) of reasonable salary or wages to a member who is not a trustee who is employed by the Charity;

(6) of charitable payments to a member who is not a trustee but who is a beneficiary of the Charity.

6. LIMITED LIABILITY

The liability of the members is limited.

7. GUARANTEE

Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he or she is a member or

within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

8. WINDING UP

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 or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

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

Signatures, names and addresses of Subscribers

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Amanda Cairns

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11 JUNE 2003

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Neil W Johnston

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W. J. B. Lake

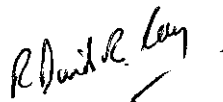
Patrick Guy Mayers
5/7 Vernons Yard
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P. Guy Mayers

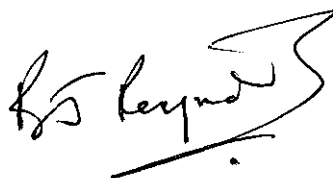
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Basil John Reynolds
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Anthony Presley Shearer
15 Addison Crescent
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Dated: 27/5/03

Witness to the above signatures:

Name: AMAL KEDIRA

Address: 22 Heritage Close, Cowley, Uxbridge UB8 2LA

Occupation: Accountant

THE COMPANIES ACTS 1985 and 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE RUGBY PORTOBELLO TRUST

INTEPRETATION

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 Charity*;

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

"executed" includes any mode of execution;

"the memorandum" means the *Memorandum of Association of Charity*;

"office" means the registered office of the Charity;

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

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

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

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

words including the masculine gender only shall include feminine gender.

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

MEMBERS

2(1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership by the trustees shall be members of the Charity.

(2) Any member of the Charity may retire by giving written notice to the Charity, provided that after such retirement there remains one member.

(3) If the trustees resolve by a majority of not less than three quarters of the trustees present and voting that a member shall be excluded from membership of the Charity for conduct which in the opinion of the trustees is contrary to or prejudicial to the interests of the Charity the member in question shall immediately cease to be a member of the Charity Provided that

(a) the member in question shall have seven clear days notice in writing of the meeting at which any such resolution shall be voted on and the notice shall include details of the complaint against him

(b) the member in question may attend the meeting and shall be given all reasonable and proper opportunity of answering the complaint against him

GENERAL MEETINGS

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

4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the 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 at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

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

(2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 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 to the 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. One quarter of the number of persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation 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 be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

(1) by the chairman; or

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

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

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

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.

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

22. No objections shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

23. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the

person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

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

TRUSTEES

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

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

POWERS OF TRUSTEES

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

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

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

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

APPOINTMENT AND RETIREMENT OF TRUSTEES

29. At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by

rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire.

30. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last re-appointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

31. If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been re-appointed 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.

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

33. No person may be appointed as a trustee:

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

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

34. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would if he were so appointed or re-appointed be required to be included in the Charity's register of trustees.

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

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

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

DISQUALIFICATION AND REMOVAL OF TRUSTEES

38. A trustee shall cease to hold office if

(1) he 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);

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

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

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

(5) his conduct is in the opinion of the trustees contrary to or prejudicial to the interests of the Charity and the trustees resolve by a majority of not less than three quarters of the trustees present and voting that he should cease to be a trustee Provided that

(c) the trustee in question shall have seven clear days notice in writing of the meeting at which any such resolution shall be voted on and the notice shall include details of the complaint against him; and

(d) the trustee in question may attend the meeting and shall be given all reasonable and proper opportunity of answering the complaint against him

TRUSTEES' EXPENSES

39. 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 otherwise be paid no remuneration.

TRUSTEES' APPOINTMENTS

40. (1) Subject to the provisions of the Act and to Clause 5 of the Memorandum, the trustees may appoint one or more of their number to the office of managing director or to any other executive office under the Charity Provided that at no time shall there be a majority of the trustees who hold a remunerated office. Any such appointment may be made upon such reasonable terms as the trustees determine.

(2) Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.

(3) Where the appointment of a trustee to any office is to be considered by the trustees the trustee in question shall withdraw from the meeting while his or her appointment or

remuneration is discussed and shall not vote or be included in the number required for a quorum.

41. 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 except to the extent and subject to the conditions specified in Clause 5 of the Memorandum.

PROCEEDINGS OF TRUSTEES

42. Subject to the provisions of the Articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

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

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

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

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

47. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.

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

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

SECRETARY

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

MINUTES

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

- (1) of all appointments of officers made by the trustees; and
- (2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

EXECUTION OF INSTRUMENTS

52 (1) No instrument shall be executed on behalf of the Charity except by the authority of a resolution of the trustees

- (1) Two trustees or one trustee and the Secretary shall sign every instrument which is to be signed on behalf of the Charity

ACCOUNTS

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

ANNUAL REPORT

54. 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

55. 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.

PRESIDENT AND PATRONS

56. The Charity may appoint a President and one or more Patrons of the Charity at a general meeting on the recommendation of the trustees.

57. The office of President or Patron shall be honorary only. They shall be entitled to receive notice of and to attend and speak at general meetings but shall not be entitled to vote.

58. The President and every Patron shall hold office until the conclusion of the Annual General Meeting of the Charity next after the fifth anniversary of his appointment or until he resigns his office by giving written notice to the Secretary or is removed by a resolution of the Charity in general meeting. Any President or Patron who vacates his office under this Article shall be eligible for re-appointment.

NOTICES

59. 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.

60. 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.

61. 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.

62. 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

63. 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 judgement 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

64. (1) The Charity may from time to time in general meeting make, alter, add to, or repeal such rules or by-laws as may be deemed 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, such rules or by-laws may regulate:

- (i) the admission and classification of members of the Charity (including the

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

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

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

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

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

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

Signatures, Names and Addresses of Subscribers


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28.5.03

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Anthony Presley Shearer

Dated:

27/5/03

Name: Address:

Occupation:

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Accountant.