FILE COPY

CERTIFICATE OF INCORPORATION

OF A PRIVATE LIMITED COMPANY

Company No. 5081333

The Registrar of Companies for England and Wales hereby certifies that

MEZZANINE 2 LIMITED

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

Given at Companies House, London, the 23rd March 2004

N05081333A

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House

— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Declaration on application for registration

Please complete in typescript, or in bold black capitals.

CHFP025

5081333

Company Name in full MEZZANINE 2 LIMITED

I, NICOLE SMITH

of 16 BEDFORD STREET, COVENT GARDEN, LONDON, WC2E 9HF

† 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 N. Smith

Declared at 33 Henrietta Street, Covent Garden, London.

On Day 23 Month 03 Year 2004.

❶ Please print name.

before me ❶ SIMON MASON

Signed [signature] **Date** 23/03/2004.

† ~~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.

Wedlake Bell
16 Bedford Street, Covent Garden, LONDON, WC2E 9HF

WB4/271950 Tel 020 7395 3000
DX number 40009 DX exchange Covent Garden

LC4TETNO
LD1 0148
COMPANIES HOUSE 23/03/04

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 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**

Package: 'Laserform'
by Laserform International Ltd.

10

First directors and secretary and intended situation of registered office

Please complete in typescript, or in bold black capitals.

CHFP025

Notes on completion appear on final page

5081333

Company Name in full

MEZZANINE 2 LIMITED

Proposed Registered Office
(PO Box numbers only, are not acceptable)

THE MEZZANINE
ELIZABETH HOUSE, 39 YORK ROAD

Post town: LONDON

County / Region:

Postcode: SE1 7NQ

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: WEDLAKE BELL

Address: 16 BEDFORD STREET
COVENT GARDEN

Post town: LONDON

County / Region:

Postcode: WC2E 9HF

Number of continuation sheets attached: 1

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Wedlake Bell
16 Bedford Street, Covent Garden, LONDON, WC2E 9HF

Tel 020 7395 3000

DX number 40009 DX exchange Covent Garden

LC4TDTNN
LD1 0149
COMPANIES HOUSE 23/03/04

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

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

Company Secretary (see notes 1-5)

Company name: MEZZANINE 2 LIMITED

NAME *Style / Title: | *Honours etc:

* Voluntary details

Forename(s): DONALD

Surname: FINDLEY

Previous forename(s):

Previous surname(s):

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††: 8 DERWENT ROAD

EALING

Post town: LONDON

County / Region: | Postcode: W5 4TN

Country: UK

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

Consent signature | **Date** 22/03/04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title: REV MTH | *Honours etc:

Forename(s): ADELE ESTHER

Surname: BLAKEBROUGH

Previous forename(s):

Previous surname(s):

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††: 101 ROTHERHITHE STREET

Post town: LONDON

County / Region: | Postcode: SE16 4NF

Country: UK

Date of birth (Day Month Year): 11 02 1961 | **Nationality**: BRITISH

Business occupation: DIRECTOR

Other directorships: SEE ATTACHED LIST

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

Consent signature | **Date** 22/03/04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title: REV *Honours etc: OBE BA MPHIL

* Voluntary details

Forename(s): ANDREW

Surname: MAWSON

Previous forename(s):

Previous surname(s):

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† 22 MEYNELL CRESCENT

Post town: LONDON

County / Region: Postcode: E9 7AS

Country: UK

Date of birth Day 08 Month 11 Year 1954 **Nationality:** BRITISH

Business occupation: DIRECTOR

Other directorships: SEE ATTACHED LIST

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

Consent signature A. Mawson **Date** 22/03/04

This section must be signed by

Either

an agent on behalf of all subscribers **Signed** Wedlake Bell **Date** 23/3/04

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.

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP025

Company name: MEZZANINE 2 LIMITED

NAME *Style / Title: *Honours etc:

* Voluntary details

Forename(s): ANNA

Surname: WYATT

Previous forename(s):

Previous surname(s):

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††: 84 LEE ROAD

Post town: LONDON

County / Region: Postcode: SE3 9DE

Country: UK

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

Consent signature: Anna Wyatt **Date**: 22/03/04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title: *Honours etc:

Forename(s): ANNA

Surname: WYATT

Previous forename(s):

Previous surname(s):

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††: 84 LEE ROAD

Post town: LONDON

County / Region: Postcode: SE3 9DE

Country: UK

Date of birth (Day Month Year): 11 06 1946 **Nationality**: BRITISH

Business occupation: DIRECTOR

Other directorships: SEE ATTACHED LIST

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

Consent signature: Anna Wyatt **Date**: 22/03/04

Company Secretary (see notes 1-5)

NAME *Style / Title | *Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Post town

County / Region | Postcode

Country

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

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)

Address ††

Post town

County / Region | Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Date of birth Day Month Year | **Nationality**

Business occupation

Other directorships

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

Consent signature | **Date**

PERSONAL APPOINTMENTS WITH LIMITED COMPANIES

Go Back

Name: ADELE ESTHER BLAKEBROUGH
Nationality: BRITISH
Latest Address: FLAT B1 LLOYDS WHARF
MILL STREET
LONDON
Postcode: SE1 2BD

Click HERE for details of other addresses registered at Companies House for this person.

Date of Birth: 11/02/1961

Company Appointments: Current: 6

To view company details, click on the appropriate company number.
Click HERE to include Resigned and Dissolved appointments

DIRECTOR **Appointed: 11/04/2000**
Occupation: MINISTER OF RELIGION
Company Number: 03812703
Company Name: MEZZANINE SERVICES LIMITED
Active

DIRECTOR **Appointed: 09/06/1998**
Occupation: MINISTER OF RELIGION AND DIREC
Company Number: 03554944
Company Name: BRIGHT RED DOT
Active

DIRECTOR **Appointed: 07/03/2003**
Occupation: MINISTER OF RELIGION AND DIREC
Company Number: 04627819
Company Name: PROGRESSIVE CONFERENCE LIMITED
Active

DIRECTOR **Appointed: 28/04/2003**
Occupation: MINISTER OF RELIGION
Company Number: 04180639
Company Name: THE FOUNDATION FOR SOCIAL ENTREPRENEURS
Active

DIRECTOR **Appointed: 17/09/2003**
Occupation: MINISTER OF RELIGION
Company Number: 04426564
Company Name: THE SOCIAL ENTERPRISE COALITION
Active

DIRECTOR **Appointed: 14/01/2002**
Occupation: MINISTER OF RELIGION
Company Number: 04352713
Company Name: MAKE A DIFFERENCE PUBLISHING LIMITED
Active

This screen does not include appointments with LLP's.

PERSONAL APPOINTMENTS WITH LIMITED COMPANIES

Go Back

Name: ANDREW MAWSON
Nationality: BRITISH
Latest Address: 22 MEYNELL CRESCENT
LONDON
Postcode: E9 7AS

Date of Birth: 08/11/1954

Company Appointments: Current: 6

To view company details, click on the appropriate company number.
Click HERE to include Resigned and Dissolved appointments

DIRECTOR **Appointed: 23/04/1998**
Occupation: MINISTER OF RELIGION
Company Number: 03554944
Company Name: BRIGHT RED DOT
Active

DIRECTOR **Appointed: 20/03/1998**
Occupation: MINISTER OF RELIGION
Company Number: 03533289
Company Name: LEASIDE REGENERATION LIMITED
Active

DIRECTOR **Appointed: 24/05/2000**
Occupation: MINISTER OF RELIGION
Company Number: 03812703
Company Name: MEZZANINE SERVICES LIMITED
Active

DIRECTOR **Appointed: 13/08/1997**
Occupation: CHIEF EXECUTIVE
Company Number: 03249344
Company Name: POPLAR HOUSING AND REGENERATION COMMUNITY ASSOCIATION LIMITED
Active

DIRECTOR **Appointed: 14/01/2002**
Occupation: PRIEST
Company Number: 04352713
Company Name: MAKE A DIFFERENCE PUBLISHING LIMITED
Active

DIRECTOR **Appointed: 26/06/2002**
Occupation: COMMUNITY DEVELOPMENT
Company Number: 04469998
Company Name: ANGEL ENTERPRISES (UK) LIMITED
Active

This screen does not include appointments with LLP's.

PERSONAL APPOINTMENTS WITH LIMITED COMPANIES

Go Back

Name: ANNA WYATT
Nationality: BRITISH
Latest Address: 84 LEE ROAD
LONDON
Postcode: SE3 9DE

Click HERE for details of other addresses registered at Companies House for this person.

Date of Birth: 11/06/1946

Company Appointments: Current: 3

To view company details, click on the appropriate company number.
Click HERE to include Resigned and Dissolved appointments

SECRETARY
Appointed: 11/04/2000
Occupation: ECONOMIC ANALYST
Company Number: 03812703
Company Name: MEZZANINE SERVICES LIMITED
Active

DIRECTOR
Appointed: 11/04/2000
Occupation: ECONOMIC ANALYST
Company Number: 03812703
Company Name: MEZZANINE SERVICES LIMITED
Active

DIRECTOR
Appointed: 29/09/1997
Occupation: CREATIVE FUTURES DIRECTOR
Company Number: 03411476
Company Name: 21 CENTURY ERA LIMITED
Active

This screen does not include appointments with LLP's.

PERSONAL APPOINTMENTS WITH LIMITED COMPANIES

Go Back

Name:	DONALD FINDLEY
Nationality:	BRITISH
Latest Address:	8 DERWENT ROAD EALING LONDON
Postcode:	W5 4TN
Date of Birth:	03/12/1960

Company Appointments: Current: 2

To view company details, click on the appropriate company number.
Click HERE to include Resigned and Dissolved appointments

SECRETARY	**Appointed: 24/05/2000**
Occupation:	CONSULTANT
Company Number:	03812703
Company Name:	MEZZANINE SERVICES LIMITED Active

DIRECTOR	**Appointed: 14/01/2002**
Occupation:	DIRECTOR OF FINANCE & DEVELOPM
Company Number:	04352713
Company Name:	MAKE A DIFFERENCE PUBLISHING LIMITED Active

This screen does not include appointments with LLP's.

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5081333

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

MEZZANINE 2 LIMITED

1. The name of the association (hereinafter called "the Company") is Mezzanine 2 Limited

2. The registered office of the Company will be situated in England

3. The Company is established for the following Objects

3.1 to improve the efficiency of the administration of charities and other social entrepreneurial bodies working in the area of the London Borough of Southwark and the immediate vicinity for the benefit of the public by the provision of facilities, advice, training and support for shared working and working practices and for such other charitable purposes as the Committee shall from time to time determine

4. In furtherance of the Objects, but not further or otherwise, the Company shall have the following powers:

4.1 to purchase, take on lease or in exchange, hire and to accept subscriptions, donations, devises and bequests of or otherwise acquire and hold any real or personal estate, maintain and alter and equip 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, licence or otherwise dispose of or mortgage any such real or personal estate;

4.2 to co-operate and enter into arrangements with and to facilitate joint bidding and/or collaboration (for purchasing and contracting generally) between any charities, voluntary bodies and authorities, local, national or otherwise;

4.3 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;

4.4 to invest the moneys of the Company not immediately required for its objects in or upon such shares, stocks, funds, securities, land, buildings, chattels or other investments or property of whatever nature and wherever situate and whether involving liabilities or producing income or not as they think fit so that they shall have the same powers to apply money to be invested as if they were absolute beneficial owners;

4.5 to employ a professional investment manager and arrange for the investments or other property of the Company to be held in the name of a nominee in the same manner and subject to the same considerations as the trustees of a trust are permitted to do by the Trustee Act 2000;

4.6 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;

4.7 to borrow or raise money for the objects of the Company and (with such consents as are required by law) to secure its repayment in both cases on such terms as may be thought fit and to make arrangements for the discharge or guarantee of borrowings, or to enter into transactions with lenders and/or third parties;

4.8 to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the form of donations, subscriptions or otherwise PROVIDED THAT the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company;

4.9 to act as trustee, personal representative, director or agent of any kind and for any purpose;

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

4.11 to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;

4.12 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company (the Company may employ or pay a member of the Committee only to the extent it is permitted to do so by clauses 5 and 6 and provided it complies with the conditions in those clauses);

4.13 to insure and arrange insurance cover for and to indemnify its officers, servants 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 PROVIDED that any such insurance or indemnity shall not extend to any claim arising from any act or omission which the Committee (or any of them) knew or ought reasonably to have known was a breach of duty or breach of trust or which was committed by the Committee (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not;

4.14 subject to the provisions of clauses 5 and 6 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependants;

4.15 to acquire, merge with or enter into any partnership or joint venture arrangement 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 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;

4.16 to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes;

4.17 to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;

4.18 to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research;

4.19 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;

4.20 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

4.21 to do all such other lawful things as shall further or which are incidental to the above objects or powers or any of them

Provided that:-

4.21.1 in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;

4.21.2 the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and

4.21.3 in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the Committee of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Committee have been if no

incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court or the Charity Commissioners over such Committee but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

5.1 The income and property of the Company shall be applied solely towards the promotion of the Objects and none of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Company.

5.2 Provided that nothing in clause 5.1 shall prevent a member who is not also a Committee member receiving:

5.2.1 a benefit from the Company in the capacity of a beneficiary of the Company;

5.2.2 reasonable and proper remuneration for any goods or services supplied to the Company.

5.3.1 A Committee member is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable and proper expenses incurred by him or her when acting on behalf of the Company.

5.3.2 Subject to the proviso in sub-clause 4.12 a Committee member may benefit from trustee indemnity insurance cover purchased at the Company's expense.

6. No Committee member may:

6.1 buy any goods or services from the Company;

6.2 sell goods, services, or any interest in land to the Company;

6.3 be employed by, or receive any remuneration from the Company;

6.4 receive any other financial benefit from the Company;

unless

6.4.1 the payment is permitted by sub-clause 6.5 and/or sub-clause 6.6 and the Committee follows the procedure and observes the conditions set out in sub-clause 6.7; or

6.4.2 the Committee obtains the prior written approval of the Commission and fully complies with any procedures it prescribes.

6.5 A Committee member may:-

6.5.1 receive a benefit from the Company in his or her capacity as a beneficiary of the Company; and/or

6.5.2 be employed by the Company or enter into a contract for the supply of goods or services to the Company, other than for acting as a Committee member; and/or

6.5.3 receive interest on money lent to the Company at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Committee; and/or

6.5.4 receive rent for premises let by the Committee member to the Company if the amount of the rent and the other terms of the lease are reasonable and proper.

6.6 A company of which a Committee member is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Committee member holds no more than 1% of the issued capital of that company.

6.7.1 The Company and its Committee may only rely upon the authority provided by sub-clause 6.5 and/or sub-clause 6.6 if each of the following conditions is satisfied:

6.7.1.1 the remuneration or other sums paid to the Committee member do not exceed an amount that is reasonable in all the circumstances;

6.7.1.2 the Committee member is absent from the part of any meeting at which there is discussion of:

(a) his or her employment or remuneration, or any matter concerning the contract; or

(b) his or her performance in the employment, or his or her performance of the contract; or

(c) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 6.5 and/or sub-clause 6.6; or

(d) any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 6.5 and/or sub-clause 6.6;

6.7.1.3 the Committee member does not vote on any such matter and is not to be counted when calculating whether a quorum of the Committee is present at the meeting;

6.7.1.4 the other members of the Committee are satisfied that it is in the interests of the Company to employ or to contract with that member of the Committee rather than with someone who is not a Committee member. In reaching that decision the Committee must balance the advantage of employing a Committee member against the disadvantages of doing so (especially the loss of the Committee member's services as a result of dealing with the Committee member's conflict of interest);

6.7.1.5 the reason for their decision is recorded by the Committee in the minute book;

6.7.1.6 a majority of the Committee then in office have received no such payments.

6.7.2 The employment or remuneration of a Committee member includes the engagement or remuneration of any firm or company in which the Committee member is:

6.7.2.1 a partner;

6.7.2.2 an employee;

6.7.2.3 a consultant;

6.7.2.4 a director; or

6.7.2.5 a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Committee member holds less than 1% of the issued capital.

7. In clauses 5 and 6:

7.1 "Company" shall include any company in which the Company:

7.1.1 holds more than 50% of the shares; or

7.1.2 controls more than 50% of the voting rights attached to the shares; or

7.1.3 has the right to appoint one or more directors to the Board of the company.

7.2 "Committee member" shall include any child, parent, grandchildren, grandparent, brother, sister or spouse of the Committee member or any person living with the Committee member as his or her partner.

8. The liability of the members is limited.

9. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while 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 expenses 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.

10.1 The members of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before

the dissolution of the Company be applied or transferred in any of the following ways:

10.1.1 directly for the Objects; or

10.1.2 by transfer to any charity or charities for purposes similar to the Objects; or

10.1.3 to any charity for use for particular purposes that fall within the Objects;

10.2 Subject to any such resolution of the members of the Company, the members of the Committee may at any time before and in expectation of is dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Company be applied or transferred:

10.2.1 directly for the Objects; or

10.2.2 by transfer to any charity or charities for purposes similar to the Objects; or

10.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

10.3 In no circumstances shall the net assets of the Company be paid to or distributed among the members of the Company (except to a member that is itself a charity) and if no such resolution is passed by the members of the Committee the net assets of the Company shall be applied for charitable purposes as directed by the court or the Commission.

We, the subscribers to this Memorandum of Association whose names and addresses are written below wish to be formed into a Company pursuant to this Memorandum of Association

SIGNATURE NAMES AND ADDRESSES OF SUBSCRIBERS

BRIGHT RED DOT FOUNDATION LIMITED
29-30 Fitzroy Square
London W1T 6LQ

DONALD C FINDLEY

DATED 22 March 2004

Witness to the above signatures:-

Signature of witness:

Name of witness: JOHN SHUTE

Address of witness: 24 FURLONG RD
LONDON N7 8LS

Occupation of witness:
CHARTERED ENGINEER

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

MEZZANINE 2 LIMITED

INTERPRETATION

1. In these Articles:

"the Act"	means the Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force.
"the Charities Act"	means the Charities Act 1993, including any statutory modification or re-enactment thereof for the time being in force.
"the Commission"	means the Charity Commissioners for England and Wales.
"the Committee"	means the Committee of the Company.
"the Company"	means Mezzanine 2 Limited
"the seal"	means the common seal of the Company if it has one.
"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.

OBJECTS

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

MEMBERS

3. The number of members with which the Company proposes to be registered is one but the Committee may from time to time register an increase of members.

4. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership shall be members of the Company.

5. An application for membership may be approved or rejected (for good and sufficient reasons) by the Committee and no person shall be admitted a member of the Company unless he is approved by the Committee. The Committee shall have the right for good and sufficient reason to 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. Unless the members of the Committee or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 69 the Committee members may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than one.

7. Any person who wishes to become a member shall deliver to the Company an application for membership in such form as the Committee requires.

GENERAL MEETINGS

8. The Company shall each year hold a General Meeting as its Annual General Meeting 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 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 Committee shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

9. The Committee 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 Committee to form a quorum, any member of the Committee or any two members of the Company or any one member representing not less than half of the total voting rights of all the members having the right to vote may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

NOTICE OF GENERAL MEETINGS

10. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty one days notice in writing. Other meetings shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of meeting and, in 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:

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

10.2 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.

11. 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

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

13. 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. Two members present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it 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 Committee may determine.

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

15. If at any meeting no Committee member is willing to act as chairman or if no Committee 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.

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 thirty 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:-

17.1 by the chairman; or

17.2 by at least two members present and having the right to vote at the meeting; or

17.3 by any member or members present in person and representing not less than one-third of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by a member.

18. 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 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.

19. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

20. 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.

21. 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, 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.

22. 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.

VOTES OF MEMBERS

23. Every member who (being an individual) is present in person or (being an organisation or corporation) is present by a duly authorised representative, not being himself a member entitled to vote shall have one vote and on a poll every member present in person or by proxy shall have one vote.

24. No member shall be entitled to vote at any General Meeting whether in person or by proxy unless all moneys presently payable by him to the Company have been paid.

25. On a poll, votes may be given either personally or by proxy.

26. The instrument appointing a proxy shall be in writing executed by the appointor or his attorney duly authorised in writing. A proxy need not be a member of the Company.

27. The instrument appointing a proxy and the power of attorney and/or other authority, if any, under which it is signed, or a certified copy of that power or authority, shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the General Meeting, not less than forty-eight hours before the time for holding the General Meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the proxy shall be treated as invalid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

28. Any instrument appointing a proxy shall be in the following form or a form to the like effect:-

"● [■LIMITED]
I,
of
a member of ● [■LIMITED] hereby appoint ● of ●

and failing him ●
of ●
to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Company to be held on the day of and at every adjournment thereof.

AS WITNESS my hand this day of 200 ● ."

29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

30. Any Organisation which is a member of the Company may by resolution of its Board of Directors Committee 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.

COMMITTEE OF MANAGEMENT

31. The maximum number of Committee members shall be determined by the Company in General Meeting, but unless and until so fixed there shall be no maximum number. The minimum number of Committee members shall be three.

32. Any Committee member (other than an alternate committee member) may appoint any other Committee member, or any other person willing to act, to be an alternate Committee member and may remove from office an alternate Committee member so appointed by them.

33. Any person appointed as an alternate Committee member shall vacate his office as an alternate Committee member if the Committee member by whom he has been appointed ceases to be a Committee member or removes him, or on the happening of any event which, if he is or were a Committee member, causes or would cause him to vacate that office.

34. The first members of the Committee shall be the subscribers to the Memorandum of Association.

35. The Committee members shall be paid all reasonable expenses properly incurred by them in attending and returning from Committee meetings or General Meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

36. The Committee may exercise all the powers of the Company to borrow money, and 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 third party.

POWERS AND DUTIES OF THE COMMITTEE

37. The business of the Company shall be managed by the Committee 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 subject nevertheless to any such requirement which may be imposed by the Act, the Charities Act or by these Articles or by any regulation made by the Company in General Meeting not being inconsistent with such statutes or these Articles; but no such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.

38. 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 Committee shall from time to time determine.

39. The Committee shall cause minutes to be made:-

39.1 of all appointments of officers made by the Committee;

39.2 of the names of the Committee members present at each Committee Meeting; and

39.3 of all resolutions and proceedings at all meetings of the Company, and of the Committee (and any sub-committee) and where appropriate the reasons for the resolutions.

DISQUALIFICATION OF COMMITTEE MEMBERS

40. The office of Committee member shall be vacated if the member:-

40.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or

40.2 becomes prohibited from being a Committee Member by reason of any order made under Section 295 of the Act or any replacement thereof; or

40.3 becomes disqualified from being a Charity trustee by any disqualification order made under Section 72 of the Charities Act; or

40.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or

40.5 resigns his office by written notice to the Company; or

40.6 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act; or

40.7 is removed from office by a resolution duly passed pursuant to Section 303 of the Act.

41. A Committee member shall not vote in respect of any contract in which he is interested or any matter arising there out, and if he does so vote his vote shall not be counted.

ELECTION OF COMMITTEE MEMBERS

42. At the first and every subsequent Annual General Meeting of the Company all the Committee members shall retire from office.

43. A retiring Committee member shall be eligible for re-election.

44. The Company may at the Annual General Meeting at which a Committee member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Committee 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.

45. No person other than a Committee member retiring at the meeting shall unless recommended by the Committee be eligible for election to the Committee at any Annual 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 registered 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. No person other than a Committee Member retiring at the meeting shall be eligible for election to the Committee at the Annual General Meeting unless recommended by the Committee.

46. The Company may from time to time by ordinary resolution increase or reduce the number of Committee members.

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

48. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Committee 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 Committee member removed under this Article.

PROCEEDINGS OF THE COMMITTEE

49. The Committee 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 Committee member may, and the secretary on the request of a Committee member shall, at any time summon a Committee meeting. It shall not be necessary to give notice of a Committee meeting to any member for the time being absent from the United Kingdom.

50. All or any of the Committee members may participate in a Committee meeting by means of a conference telephone or any communications equipment which allows all persons participating in the meeting to hear each other. A Committee member so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. A Committee meeting held in this way shall be deemed to be held at the place from where the chairman of the meeting participates or at such other place as the Committee members participating may agree.

51. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed shall be one-third of the membership of the Committee, subject to a minimum of two and a meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Company for the time being vested in the Committee generally.

52. The Committee 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 Committee 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.

53. The Committee 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 Committee members present may choose one of their number to chair the meeting.

54. The Committee 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 Committee and shall report all acts and proceedings to the Committee as soon as is reasonably practicable.

55. 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.

56. 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.

57. All acts bona fide done by any meeting of the Committee or of a sub-committee, or by any person acting as a Committee 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 such person had been duly appointed and was qualified to be a Committee member.

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

SECRETARY

59. Subject to the provisions of the Act, the secretary shall be appointed by the Committee for such term at such remuneration and upon such conditions as the Committee may think fit; and any secretary so appointed may be removed by the Committee; provided always that no Committee member may occupy the salaried position of secretary.

60. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Committee member and the secretary shall not be satisfied by its being done

by or to the same person acting both as Committee member and as, or in place of, the secretary.

THE SEAL

61. If the Company has a seal, it must only be used by the authority of the Committee or of a sub-committee authorised by the Committee in that behalf and every instrument to which the seal is affixed shall be signed by a Committee member and shall be countersigned by the secretary or by a second Committee member or by some other person appointed by the Committee for the purpose.

ACCOUNTS

62. The Committee must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

62.2 The Committee must keep accounting records as required by sections 221 and 222 of the Act.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

63. The Committee must comply with the requirements of the Charities Act 1993 with regard to:

63.1 the transmission of the statements of account to the Company;

63.2 the preparation of an annual report and its transmission to the Commission;

63.3 the preparation of an annual return and its transmission to the Commission.

64. The Committee must notify the Commission promptly of any changes to the Company's entry on the Central Register of Charities.

NOTICES

65. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

66. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

66.1 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;

66.2 every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;

66.3 the auditor for the time being of the Company; and

66.4 each Committee member.

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

DISSOLUTION

67. Clause 9 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.

INDEMNITY

68. Subject to the provisions of the Act every member of the Committee 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 judgments given in his favour or in which he is acquitted or in connection with any application in his favour 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 company.

RULES OR BYE-LAWS

69. The Committee may from time to time make such Rules or Bye Laws as it 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:

69.1 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;

69.2 the conduct of members of the Company in relation to one another, and to the Company's employees;

69.3 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;

69.4 the procedure at General Meetings and meetings of the Committee and sub Committees in so far as such procedure is not regulated by these Articles;

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

70. Once adopted, such Rules and Bye Laws will be capable of amendment in accordance with such procedure as may be contained therein.

71. 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 Committee 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 and in the event of any such inconsistency the Memorandum or Articles of Association shall prevail.

SIGNATURES, NAMES & ADDRESSES OF SUBSCRIBERS

BRIGHT RED DOT FOUNDATION LIMITED
29-30 Fitzroy Square
London W1T 6LQ

DONALD C FINDLEY

DATED 22 March 2004

Witness to the above signatures.

Signature of Witness:

Name of Witness: JOHN SHUTE

Address of Witness: 24 FURLONG RD
LONDON N7 8LS

Occupation of Witness: CHARTERED ENGINEER