

FILE COPY



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

Company No. 5728105

The Registrar of Companies for England and Wales hereby certifies that

LEARNING & SKILLS NETWORK

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 2nd March 2006



N05728105F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

5728105

Company Name in full

Learning and Skills Network

I, David Selig Glass

of Pritchard Englefield

† 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

David S. Glass

Declared at

Hammers Solicitors 7 Dursley Square London EC2M 4HE

Day Month Year

On 27 02 2006

① Please print name.

before me ①

JONATHAN HAYDON PROSSEL

Signed

JH

Date

27/2/2006.

† 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.

Pritchard Englefield

14 New Street
London
EC2M 4HE

ref DSG/HC/116363.31

Tel 020-7972-9720

DX number DX88

DX exchange London



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



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

HFP000

30(5)(a)

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

5728105

Company Name in full

LEARNING & SKILLS NETWORK

I, DAVID SELIG GLASS

of PRITCHARD, ENGLEFIELD

Please delete as appropriate.

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

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

Declarant's signature

David S. Glass

Declared at

Hamble 7 Dunsmead Square London EC2M 4YH

Day Month Year

on

27 02 2006

Please print name.

before me

JONATHAN HAYDON PROSSER

Signed

[Signature]

Date

27/2/2006.

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

Please give the name, address,
telephone number and, if available,
DX number and Exchange of
person Companies House should
contact if there is any query.

PRITCHARD ENGLEFIELD (FAO HELEN CLIFFORD)

14 NEW STREET LONDON EC2M 4HE

Tel 020 7972 9720

DX number 88

DX exchange LONDON



LD1
COMPANIES HOUSE

02/03/2006

revised June 1998

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for companies registered in Scotland

DX 235 Edinburgh

Package: 'Laserform'
by Laserform International Ltd.

10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

5728105

Company Name in full

Learning and Skills Network

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Regent Arcade House

19-25 Argyll Street

Post town London

County / Region

Postcode W1F 7LS

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 Pritchard Englefield

Address 14 New Street

Post town London

County / Region

Postcode EC2M 4HE

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.

Pritchard Englefield

14 New Street

London

EC2M 4HE

ref: DSG/HC/116363.31

Tel 020-7972-9720

DX number DX88

DX exchange London



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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**

Company Secretary (see notes 1-5)

Company name Learning and Skills Network

NAME *Style / Title

Mr

*Honours etc

* Voluntary details

Forename(s) John

Surname Stone

Previous forename(s)

Previous surname(s)

Address ††

Hunters End

Lime Grove

Post town West Clandon, Guildford

County / Region Surrey

Postcode GU4 7UT

Country United Kingdom

†† 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 23/10/06

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s) Christopher

Surname Blythe

Previous forename(s)

Previous surname(s)

Address ††

Bumbles Folly

Forest Road

Post town Ascot

County / Region Berkshire

Postcode SL5 8QF

Country United Kingdom

†† 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

2 5 0 7 1 9 5 4

Nationality British

Business occupation

Chief Executive

Other directorships

Institute of Construction Engineers Ltd, Institute of

Construction Ltd, (See continuation sheet)

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

Consent signature

Date

23/2/06

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text" value="Mr"/>		*Honours etc	<input type="text"/>
Forename(s)		<input type="text" value="Christopher"/>			
Surname		<input type="text" value="Hughes"/>			
Previous forename(s)		<input type="text"/>			
Previous surname(s)		<input type="text"/>			
Address <input type="checkbox"/>		<input type="text" value="75 Aylesford Mews"/>			
		<input type="text" value="Sunderland"/>			
Post town		<input type="text" value="Tyne & Wear"/>			
County / Region		<input type="text"/>	Postcode	<input type="text" value="SR2 9HY"/>	
Country		<input type="text" value="United Kingdom"/>			
Date of birth		<input type="text" value="1"/> <input type="text" value="2"/> <input type="text" value="0"/> <input type="text" value="8"/>	<input type="text" value="1"/> <input type="text" value="9"/> <input type="text" value="4"/> <input type="text" value="5"/>	Nationality	<input type="text" value="British"/>
Business occupation		<input type="text" value="Education"/>			
Other directorships		<input type="text" value="Council for Advancement of Communication with Deaf"/>			
		<input type="text" value="People, LSN Limited, See Information Sheet"/>			
I consent to act as director of the company named on page 1					
Consent signature		<input type="text" value="Christopher S. Hughes"/>		Date	<input type="text" value="27/2/06"/>

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

Learning and Skills Network

Continuation sheet – Form 10

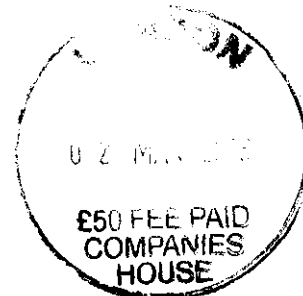
Christopher Blythe / other directorships

- Institute of Constructors Limited
- Englemere Limited
- The Ria Hallmarked Scheme Board Limited
- The Guild of Incorporated Surveyors
- The Institute of Registered Architects Limited (The)
- Architecture & Surveying Institute
- ASI Services Limited
- The Learning and Skills Development Agency
- Quality Scheme Limited
- LSN Limited

Christopher Hughes / other directorships

- NCFE Ltd
- National Extension College
- Helena Kennedy Foundation

116917



5728105

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

MEMORANDUM OF ASSOCIATION
OF
LEARNING AND SKILLS NETWORK

1. The Company's name is Learning and Skills Network (and in this Memorandum of Association it is called "the Charity").
2. The Charity's registered office is to be situated in England.
3. In this Memorandum of Association:

"the Charity Commissioners" means the Charity Commissioners for England and Wales and any successor body thereto;

"children's services sector" means social services, social care and education and related areas relating to children and young persons;

"education, learning and skills" means, in particular, learning and skills in or for further and higher education establishments, primary and secondary schools, sixth form colleges, and other establishments, plus adult and community learning, work-based training and workforce development";

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

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

- (i) to promote the improvement, development and opportunities for development of the performance and skills of members of the teaching, management and other staff of the education, learning and skills and children's services sectors in such a way that they are better able to be more effective and efficient in the development of the education, learning and skills of their pupils, students and other learners; and
- (ii) to promote, encourage and develop education, learning and skills in the United Kingdom and elsewhere, in particular, by advising upon, developing and providing education, learning and skills courses, by providing flexible and innovative solutions to the education, learning and skills sector's demands and by facilitating the capability of people and organisations to provide support for learner development.



5. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:-
- (1) to undertake or act as a commissioning agent for strategic research into education, learning and skills;
 - (2) to undertake research and development projects on its own and in partnership with others;
 - (3) to assist the development of education, learning and skills to ensure the delivery of quality programmes to meet learner's needs;
 - (4) to run or promote the running of management and staff development programmes and *shorter programmes including briefing and updating seminars for the staff of education, learning and skills providers;*
 - (5) to facilitate the Objects by enabling members of the teaching, management and other staff of the education, learning and skills and children's services sectors to improve and develop their professional performance and skills through experience and other opportunities that would not otherwise be available to them and involving such staff in collective effort so that they gain confidence in their own abilities and their ability to influence decisions that affect them in their delivery of learning and skills;
 - (6) to provide services to education, learning and skills providers and other organisations which will promote the Objects;
 - (7) to disseminate information and provide information services by whatever means;
 - (8) to share and exchange information with other organisations with similar interests whether in the United Kingdom or elsewhere;
 - (9) to establish regional offices or other arrangements for providing regional services;
 - (10) to co-operate with any government departments or agencies, local or regional authorities, institutions and committees, training boards, professional bodies, colleges, educational or industrial organisations, corporations bodies having similar or related interests whether in the United Kingdom or elsewhere;
 - (11) 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;
 - (12) *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;*
 - (13) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - (14) subject to clause 6 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the

Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;

- (15) to establish or support any charitable trusts, subsidiaries, bodies, associations or institutions formed for all or any of the Objects;
 - (16) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes;
 - (17) subject to such consents as may be required by law, to borrow money for the furtherance of the Objects in such manner and on such security as the Charity may think fit;
 - (18) *subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity with a view to the furtherance of the Objects;*
 - (19) 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 the trustees may in their discretion think fit, subject nevertheless to such conditions and consents (if any) as may from time to time be imposed or required by law;
 - (20) to take, accept, hold or retain any gift of money, property, shares or other assets whether subject to any special trust or not for any one or more of the objects of the Charity;
 - (21) to reorganise, acquire, merge with or enter into any partnership or joint venture arrangement with any other charity or charitable organisation formed for any of the Objects;
 - (22) to provide indemnity insurance for the trustees or any other officer of the Charity in relation to any other liability that by virtue of any rule of law would otherwise attach to a trustee or other officer of the Charity in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Charity and the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986. The foregoing shall not include fines, costs of unsuccessfully defending criminal prosecutions for offences arising out of defraud, dishonesty or wilful or reckless misconduct of the trustees or other officer, liabilities to the Charity that result from conduct that the trustees or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not and any liability to *make a contribution where the basis of the trustee's or other officer's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation;*
 - (23) to do all such other lawful things as are necessary for the achievement of the Objects.
6. 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:

- (1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: provided that at no time should the number of trustees eligible to benefit under this provision exceed three and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion, and shall not vote on any resolution relating to the appointment or remuneration of any trustee, or of the partner of any trustee;
 - (2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
 - (3) subject to authorisation by the other trustees, of payments to the Chair for work carried out for, and which benefits, the Charity and which (in the reasonable opinion of the trustees) cannot be carried out to an equal standard for the Charity by anyone else. Such payments may only be made when the following procedure is adhered to. The trustees, in the Chair's absence, shall pass a resolution that it is reasonable and in the interests of the Charity that the work be done by the Chair and whenever the work, remuneration or any related matter is discussed the Chair shall withdraw from the meeting and not participate in either the discussion about, or the vote on, the matter and the Chair shall not be counted in the quorum for that part of the meeting;
 - (4) of any premium in respect of indemnity insurance to cover the liability of the trustees of the Charity provided that any such insurance is subject to the restrictions listed in clause 4 (22);
 - (5) to any member, officer or trustee of the Charity of the proceeds of any indemnity insurance policy taken out by the Charity for their benefit in furtherance of the Objects;
 - (6) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding the published base lending rate of a clearing bank to be selected by the trustees;
 - (7) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - (8) of reasonable and proper rent for premises demised or let by any member of the Charity or a trustee;
 - (9) to any trustee of reasonable out-of-pocket expenses.
7. The liability of the members is limited.
8. 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.

9. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities, approved by the Charity Commissioners, having objects similar to the Objects which prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 6 above; such charity or charities to be 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.
10. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association of the Charity for the time being in force unless the same shall have been previously submitted to and approved by the Charity Commissioners.

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

NAMES AND ADDRESSES OF SUBSCRIBERS

MR CHRISTOPHER BLYTHE

Bumbles Folly
Forest Road
Ascot
Berkshire
SL5 8QF
United Kingdom



DATED this 27th day of February 2006

WITNESS TO THE ABOVE SIGNATURE

Name: MISS KRISS SHARP

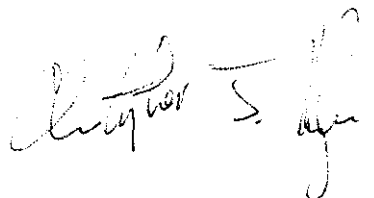


Address: 103 ST. JOHN'S WAY, LONDON, N19 3RG

Occupation: EXECUTIVE ASSISTANT

MR CHRISTOPHER HUGHES

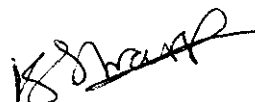
75 Aylesford Mews
Sunderland
Tyne & Wear
SR2 9HY
United Kingdom



DATED this 27th day of February 2006

WITNESS TO THE ABOVE SIGNATURE

Name: MISS KRISS SHARP



Address: 103 ST JOHN'S WAY, LONDON, N19 3RG

Occupation: EXECUTIVE ASSISTANT

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

LEARNING AND SKILLS NETWORK

Interpretation

1. In these Articles of Association:

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the Articles" means these Articles of Association of the Charity;

"the Chairman" means the Chairman of the Charity appointed pursuant to Article 3;

"the Charity" means the company intended to be regulated by these Articles;

"the Charity Commissioners" means the Charity Commissioners for England and Wales and any successor body thereto;

"the Chief Executive" means the Chief Executive of the Charity appointed pursuant to Article 416;

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

"executed" includes any mode of execution;

"the Memorandum" means the Memorandum of Association of the 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 appointed pursuant to Article 48 or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

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

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

words importing the masculine genders only shall include the feminine gender.

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

Members

2. The subscribers to the Memorandum shall be the first members of the Charity.
3. The Charity shall consist of not less than five and not more than eighteen members, who shall be appointed by the existing members of the Charity from time to time, one as the Chairman.
4. In appointing the members of the Charity the existing members from time to time shall have regard to the desirability of including amongst their number persons who have experience relevant to the Charity's functions.
5. A person shall hold and vacate office as a member of the Charity or as Chairman in accordance with the terms of his appointment and shall subject to Article 32, on ceasing to be a member, be eligible for re-appointment.
6. A person may at any time by notice in writing to the members resign his office as a member of the Charity or as the Chairman.
7. If the members are satisfied that a member of the Charity:
 - (a) *has been absent from meetings of the Charity (including meetings of the trustees) for a period longer than six consecutive months without the permission of the Charity; or*
 - (b) *is unable to or unfit to discharge his functions as a member and, if applicable, trustee of the Charity,*the members may by notice in writing to that member remove him from office and thereupon the office shall become vacant.
8. The members of the Charity may act notwithstanding a vacancy in their number.
9. If at any time there are no members of the Charity, the Charity Commissioners shall have the power to appoint members to the Charity.

General Meetings

10. 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.
11. The trustees may call general meetings and, on the requisition of the Chairman, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

Notice of general meetings

12. An annual general meeting 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 a shorter notice if it is so agreed:
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (b) 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 percent of the total voting rights at the meeting of all the members.
13. 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.
14. The notice shall be given to all the members and to the chief executive and the auditors of the Charity.
15. 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

16. No business shall be transacted at any general meeting unless a quorum is present. For so long as the subscribers to the Memorandum are the only members of the Charity, those two persons shall constitute a quorum. Otherwise, the quorum shall consist of such number of members entitled to vote on the business to be transacted as is equal to one half of the number of members from time to time holding office, rounded down to the nearest whole number.
17. 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.

18. Once appointed, the Chairman shall preside as chairman of the meeting, but if he has not been appointed or if he is not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be chairman and, if there is only one member present and willing to act, he shall be chairman.
19. The chairman of the meeting may, with the consent of a meeting at which a quorum is present (and 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.
20. 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:
 - (a) by the chairman of the meeting; or
 - b) by at least two other members.
21. Unless a poll is duly demanded a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
22. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
23. A poll shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
24. 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 casting vote in addition to his other vote.
25. A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman of the meeting directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result on a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

26. 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

27. Subject to Article 24, every member shall have one vote.
28. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being of the Charity shall be as valid and effective as if the same had been passed at a general meeting duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members.

Trustees

29. The first trustees of the Charity shall be those persons named in the statement (being also the subscribers to the Memorandum referred to in Article 2) delivered pursuant to Section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. They shall hold office until the appointments pursuant to Article 3 have been made.
30. The subscribers to the Memorandum referred to in Article 2 and the members of the Charity appointed pursuant to Article 3 or Article 9 shall, upon such appointments, also act as the trustees.
31. A trustee shall cease to hold office on the date of his 70th birthday or, if for any reason:
- (a) he ceases to be a member of the Charity;
 - (b) he ceases to be a trustee by virtue of any provision in the Act; or
 - (c) he is disqualified from acting as a charity trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
32. If a trustee shall cease to hold office he shall also automatically cease to be a member of the Charity.

Powers of Trustees

33. 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 alterations of the Memorandum or the Articles and no such direction shall invalidate any prior act of the trustees which have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the Articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
34. 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:

- (a) 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;
- (b) to enter into contracts on behalf of the Charity.

35. The trustees may act notwithstanding a vacancy in their number.

Trustees' expenses and interests

- 36. Subject to the Memorandum and these Articles 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.
- 37. Except to the extent permitted by clause 6 of the Memorandum, no trustee shall take or hold any interest in property belonging to the Charity or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Proceedings of trustees

- 38. 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 or other person entitled to attend who is absent from the United Kingdom.
- 39. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting (appointed pursuant to Article 40) shall have a second or casting vote.
- 40. For so long as the persons named in the statement delivered pursuant to Section 10(2) of the Act are the only trustees in office those two persons shall constitute a quorum for the transaction of the business of the trustees. Otherwise, the quorum shall consist of such number of members entitled to vote on the business to be transacted as is equal to one half of the number of members from time to time holding office, rounded down to the nearest whole number. *Once appointed the Chairman shall preside as chairman of the meetings of trustees but if he has not been appointed or if he is not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman of the meeting and, if there is only one member present and willing to act, he shall be chairman of the meeting.*
- 41. The trustees may appoint one or more 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 committee: provided that all acts and proceedings of any such committees shall be fully and

promptly reported to the trustees.

42. *A committee of trustees may, if it thinks fit, co-opt the services of one or more persons who are not trustees: provided that such persons shall perform their services at the will of the committee and shall have no vote at any meeting of the committee.*
43. *All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.*
44. *A resolution in writing, signed by all the trustees or a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.*
45. *A trustee shall be treated as present at a meeting of the trustees notwithstanding that he is not physically present if he is in communication with the meeting by telephone or other telecommunication link and, for the purpose of the articles, meetings of the trustees shall include meetings held by telephone or any other form of telecommunications link provided that:*
 - (a) *all the trustees have received notice of the meeting and the mode of communication to be employed therefor; and*
 - (b) *the telephone or telecommunication link is so arranged that it is possible for each trustee to hear and be heard by each other person participating in the meeting.*

and the terms "meeting" and "meet" shall be construed accordingly.

Chief Executive

46. *The trustees shall appoint a person to act as the chief executive of the Charity for such term at such remuneration and upon such conditions as the trustees may determine and the person so appointed may be removed by the trustees. The functions of the chief executive shall be to carry out the instructions of the trustees and administer their policies.*
47. *The chief executive shall be entitled to receive notice of and the papers for all meetings of the members, the trustees and committees of trustees and to attend, speak, but not vote thereat.*

Secretary

48. *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.*

Staff

49. *The Charity may appoint such employees under such terms and conditions, as it thinks fit.*

50. The Charity may pay to their employees (if not trustees) such remuneration and allowances as the Charity may determine.

Minutes

51. The trustees shall keep minutes in books kept for the purpose:
- (a) of all appointments of officers made by the trustees; and
 - (b) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

The Seal

52. The seal shall only be the authority of the trustees or of a committee of trustees authorised by the trustees.
53. The application of the seal shall be authenticated by the signature:
- (a) of the Chairman or of some other person authorised either generally or specially by the Charity for that purpose; and
 - (b) of one other member of the Charity.

Accounts

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

Annual Report

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 report and its transmission to the Charity Commissioners*.

Annual Return

56. 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 Charity Commissioners.

Notices

57. Any notice to be given to or by any person pursuant to the Articles shall be in writing.
58. The Charity may give any notice to a person either personally or by sending it by post in a prepaid envelope addressed to the person at his registered address or by leaving it at that address. A person 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 at that address, but otherwise no such person shall be entitled to receive any notice from the Charity.

59. A person present 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.
60. 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

61. Subject to the provisions of the Act every trustee or other officer of the Charity shall be entitled to be indemnified by the Charity against all costs, charges, losses, expenses and liabilities incurred by him in the proper execution and discharge of his duties or in relation thereto and the Charity may insure the trustees and other officers of the Charity against any liability they may incur in the discharge of their duties: provided that they shall not be insured against any liability they may incur through fraud or wilful default or breach of their obligations and duties as charity trustees or other officers of the Charity.

Rules

62. The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity, and in particular, but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
 - (a) the conduct of members of the Charity in relation to one another, and to the Charity's staff;
 - (b) 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;
 - (c) generally, all such matters as are commonly the subject matter of company rules.
63. The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws. which shall be binding on all members of the Charity. Provided that no rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum of Association.

NAMES AND ADDRESSES OF SUBSCRIBERS

MR CHRISTOPHER BLYTHE

Bumbles Folly
Forest Road
Ascot
Berkshire
SL5 8QF
United Kingdom



DATED this 27th day of February 2006

WITNESS TO THE ABOVE SIGNATURE



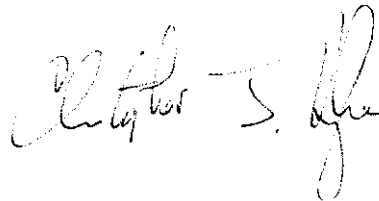
Name: KRISS SHARP (MISS)

Address: 103 ST. JOHN'S WAY, LONDON, N19 3RG.

Occupation: EXECUTIVE ASSISTANT

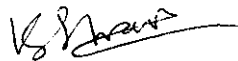
MR CHRISTOPHER HUGHES

75 Aylesford Mews
Sunderland
Tyne & Wear
SR2 9HY
United Kingdom



DATED this 27th day of February 2006

WITNESS TO THE ABOVE SIGNATURE



Name: MISS KRISS SHARP

Address: 103 ST JOHN'S WAY, LONDON, N19 3RG

Occupation: EXECUTIVE ASSISTANT