

FILE COPY



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

Company No. 5743805

The Registrar of Companies for England and Wales hereby certifies that
MILTON KEYNES AND SOUTH MIDLANDS ARCHITECTURE AND BUILT
ENVIRONMENT CENTRE LIMITED

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

Given at Companies House, Cardiff, the 15th March 2006



N05743805J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHFP010.

Company Name in full

5743805.
MILTON KEYNES AND SOUTH MIDLANDS ARCHITECTURE AND
BUILT ENVIRONMENT CENTRE LIMITED

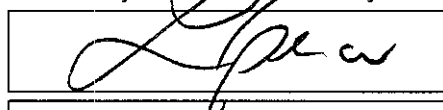
I, LYNDA SPENCER, SIGNING ON BEHALF OF SDG SECRETARIES LTD
of 41 CHALTON STREET, LONDON NW1 1JD

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.

† Please delete as appropriate

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

Declarant's signature



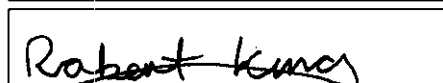
Declared at 41 CHALTON STREET, LONDON NW1 1JD

on Day Month Year
1 0 0 3 2 0 0 6

● Please print name

● before me ROBERT KING

Signed



Date 10/03/2006

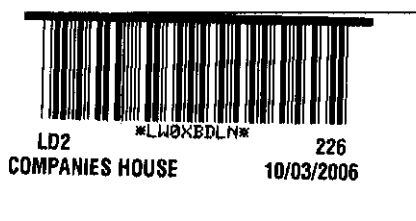
A ~~Commissioner for Oaths or Notary Public or Justice of the Peace or~~ Solicitor

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.

STANLEY DAVIS GROUP LIMITED
41 CHALTON STREET, LONDON NW1 1JD
Tel 0207 554 2258
DX number 2103 DX exchange EUSTON

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



Please complete in typescript,
or in bold black capitals.

CHFP010

Notes on completion appear on final page

Company Name in full

**First directors and secretary and intended
situation of registered office**

MILTON KEYNES AND SOUTH MIDLANDS ARCHITECTURE AND
BUILT ENVIRONMENT CENTRE LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

SUITE 1, FRANKLIN HOUSE, 2 STEPPINGLEY ROAD

FLITWICK

BEDS

Postcode MK45 1AJ

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

Address

Post town

County / Region

STANLEY DAVIS GROUP LIMITED

41 CHALTON STREET

LONDON

Postcode NW1 1JD

Number of continuation sheets attached

0

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.

STANLEY DAVIS GROUP LIMITED, 41 CHALTON STREET,
LONDON, NW1 1JD, United Kingdom
Tel Tel: 020 7554 2222
Fax: 020 7554 2201
DX number 2103 DX exchange EUSTON

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

Companies House, Crown Way, Cardiff, CF4 3UZ

DX 33050 Cardiff

for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh



Company Secretary (See notes 1-5)

Company name

MILTON KEYNES AND SOUTH MIDLANDS ARCHITECTURE AND
BUILT ENVIRONMENT CENTRE LIMITED

Name

* Style / Title

* Honours etc

* Voluntary details.

Forename(s)

Surname

SDG SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address

41 CHALTON STREET

Usual residential addressFor a corporation, give
the registered or principal
office address.

Post town

LONDON

County / Region

Postcode

NW1 1JD

Country

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

Consent signature

Date

10/3/06

Directors (see notes 1-5)

Please list directors in alphabetical order

p.p. SDG Secretaries Limited

Name

* Style / Title

* Honours etc

Forename(s)

Surname

SDG REGISTRARS LIMITED

Previous forename(s)

Previous surname(s)

Address

41 CHALTON STREET

Usual residential addressFor a corporation, give
the registered or principal
office address.

Post town

LONDON

County / Region

Postcode

NW1 1JD

Country

Day Month Year

Date of Birth

Nationality

Business occupation

Other directorships

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

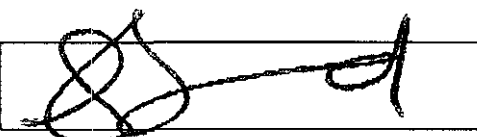
**Consent
signature**

Date

10/3/06

* Voluntary details.	Name	* Style / Title		* Honours etc	
		Forename(s)			
		Surname			
		Previous forename(s)			
		Previous surname(s)			
Address					
Usual residential address					
For a corporation, give the registered or principal office address.		Post town			
	County / Region		Postcode		
	Country				
		Day	Month	Year	
	Date of Birth				Nationality
	Business occupation				
	Other directorships				
	I consent to act as director of the company named on page 1				
	Consent signature		Date		

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

Signed  **Date** 10/3/06

Or the subscribers
(i.e. those who signed as members on the memorandum of association).

Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

A/C-00400117

The Companies Acts 1985 to 1989
Company Limited by Guarantee and not having a Share Capital



MEMORANDUM OF ASSOCIATION

OF



MILTON KEYNES AND SOUTH MIDLANDS ARCHITECTURE AND BUILT ENVIRONMENT
CENTRE LIMITED

005375

1. The name of the company (hereinafter called "the Company") is Milton Keynes and South Midlands Architecture and Built Environment Centre Limited.
2. The registered office of the Company will be situated in England and Wales.
- 3.1 The objects for which the Company is established are:
 - 3.1.1 to champion design excellence generally within the built environment, and especially within the Milton Keynes and South Midlands Growth Area ("the Area").
 - 3.1.2 to provide advice and support to people and organisations responsible for taking decisions about the built environment in the Area, aimed at ensuring that all decisions reflect the objective of design excellence to the fullest possible extent.
 - 3.1.3 to promote an interest in the built environment, and an enthusiasm for its improvement, on the part of the whole community, through involvement in the education system and by any other appropriate means.
 - 3.1.4 to encourage and facilitate discussion and debate about improving the quality of the built environment;
 - 3.1.5 to encourage and facilitate exhibitions, conferences and other events aimed at furthering the objects of the Company;
 - 3.1.6 to work in partnership with other members of the Architecture Centre Network on projects that will further the objects of the Company;
 - 3.1.7 to work in partnership with government, planning, housing, business, health, education and other organisations to promote the delivery of a high quality built environment.
 - 3.1.8 to subscribe to and promote the aims and objects of any society or association having objects similar to those of the Company; and

3.1.9 to subscribe to local and national charities relevant to the objects of the Company;

3.1.10 to make grants and donations where these will support the objects of the Company.

3.2 And the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

3.2.1 to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections

3.2.2 to sell, let or mortgage, dispose of or turn, to account all or any of the property or assets of the Company

3.2.3 to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;

3.2.4 to borrow or raise money on such terms and on such security as may be thought fit with such consents as are required by law;

3.2.5 to take and accept any gift of money, property or other assets whether subject to any special trust or not;

3.2.6 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 shape of donations, subscriptions, grants or otherwise;

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

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

3.2.9 to make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions;

3.2.10 to undertake and execute charitable trusts;

3.2.11 to engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company and (subject to the provisions of clauses 4, 5 and 6 hereof) to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependants;

3.2.12 to amalgamate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Company and prohibit payment of any dividend or profit to and the distribution of any of their assets among 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;

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

3.2.14 to do all such other lawful things as shall further the attainment of the objects of the Company or any of them. Provided that:

3.2.15 In case the Company shall take or hold any property subject to any trusts the Company shall only deal with or invest the same in such manner as allowed by law, having regards to such trusts;

3.2.16 The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;

3.2.17 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 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 directors 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 or the Charity Commissioners over such directors 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.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Board of Management or Governing Body shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or moneys worth from the Company except where covered by clauses 5 and 6, below.

4.1 A Director may receive a benefit from the Company in the capacity of a beneficiary of the Company.

4.2 A Director may 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 Director.

4.3 A company of which a Director is a member may receive fees, remuneration or other benefit in money or money's worth subject to clauses 5 and 6, below.

5 The Company and its Directors may only rely upon the authority in clause 4, provided each of the following conditions is satisfied:

5.1.1 The remuneration or other sums paid to the Directors do not exceed an amount that is reasonable in all the circumstances.

5.1.2 The Director is absent from the part of the meeting at which there is discussion of his or her employment or remuneration, or any matter concerning the contract; or his or her performance in the employment, or his or her performance of the contract; or any proposal to enter into any other contract or

arrangement with him or her confer any benefit upon him or her that would be permitted under clause 4; or any other matter relating to a payment or the conferring of any benefit permitted by clause 4.

5.1.3 The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.

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

5.1.5 The reason for their decision is recorded by the Directors in the minute book.

5.1.6 A majority of the Directors then in office have received no such payments.

6. The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:

- a partner;
- an employee;
- a consultant;
- a director; or
- a shareholder

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

7.1 of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Board of Management or Governing Body) for any services rendered to the Company and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Company;

7.2 of interest on money lent by any member of the Company or of its Board of Management or Governing Body at a rate per annum not exceeding two percentage points less than the base lending rate for the time being of the Company's clearing bankers (minimum 3%);

7.3 to any member of its Board of Management or Governing Body for reasonable out-of-pocket expenses;

7.4 of fees, remuneration or other benefit in money or money's worth to the Director or a Company of which a member of the Board of Management or Governing Body may also be a member;

7.5 of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Management or Governing Body.

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 £1.

10. If upon the winding or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable body or bodies having similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to extent at least as great as is imposed on the Company under or by virtue of clause 4, 5 and 6 hereof, such body or bodies to be determined by the members of the Company at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some other charitable body.

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

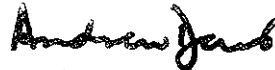
NAMES AND ADDRESSES OF SUBSCRIBERS

SDG SECRETARIES LIMITED
41 CHALTON STREET
LONDON NW1 1JD



p.p. SDG Secretaries Limited

SDG REGISTRARS LIMITED
41 CHALTON STREET
LONDON NW1 1JD



p.p. SDG Registrars Limited

Dated 10 March

Witness to the above signatories:-

LYN BOND
41 CHALTON STREET
LONDON NW1 1JD



ARTICLES OF ASSOCIATION

OF

MILTON KEYNES AND SOUTH MIDLANDS ARCHITECTURE AND BUILT ENVIRONMENT CENTRE LIMITED

INTERPRETATION

1. in these Articles:-

"the Acts" means the Companies Acts 1985 - 1989, including any statutory modification or re-enactment thereof for the time being in force.

"the Company" means Milton Keynes and South Midlands Architecture and Built Environment Centre

"the Area" means the area comprising Milton Keynes and South Midlands

"the Board" means the Board of Management of the Company.

"the Seal" means the common seal of the Company.

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

"Associated with a Local Authority" shall have the same meaning as for the purposes of Part V of the Local Government and Housing Act 1989.

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 or re-enactment thereof for the time being in force.

Words importing the masculine gender shall include the feminine and vice versa.

OBJECTS

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

MEMBERS

3. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be members of the Company. Every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. Unless the members of the Board or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 66, the members of the Board may in their absolute discretion permit any member of the Company to retire, provided (regardless of any other provision pursuant to Article 66) that after such retirement the number of members is not less than three.

GENERAL MEETINGS

5. Subject to the provisions of any elective resolution of the Company for the time being in force, the Company shall in 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 Board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
6. The Board may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Board capable of acting to form a quorum, any member of the Board or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, 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:-

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

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing (subject to the provisions of any elective resolution of the Company for the time being in force) not less than ninety-five per cent, of the total voting rights at that meeting of all the members.

8. 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

9. 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; save as herein otherwise provided, three members present in person or one-tenth of the membership, whichever shall be the greater 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 stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine.
10. The chairman, if any, of the Board shall preside as chairman at 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 Board present shall elect one of their number to be chairman of the meeting.
11. If at any meeting no member of the Board is willing to act as chairman or if no member of the Board is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
12. 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 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. Save as aforesaid it shall not be necessary to give

any notice of an adjournment or of the business to be transacted at an adjourned meeting.

13. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - (a) by the chairman; or
 - (b) by at least two members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
14. Unless a poll be 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 book containing 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.
15. The demand for a poll may be withdrawn.
16. Except as provided in Article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

19. Every member shall have one vote.
20. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
21. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.
22. (a) Any member of the Company entitled to attend and vote at a General

30. (a) The Board of Management shall consist of the Chairman and Vice-Chairman attended by the Honorary Treasurer and Company Secretary appointed herein together with the members of the Board of Management appointed in accordance with the following provisions:-
 - (b) Unless otherwise determined by the members of the Company in a General Meeting there shall be no maximum number of members of the Board of Management and the minimum number shall not be less than nine.
 - (c) Of the nine or more members of the Board of Management:-
 - (i) a majority shall be appointed by the members of the Company in a General Meeting.
31. The members of the Board shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or General Meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

32. The Board 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 subject to such consents as may be required by law.

POWERS AND DUTIES OF THE BOARD

33. The business of the Company shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless ^a to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
34. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
35. The Board shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Board;
 - (b) of the names of the members of the Board present at each meeting of the Board and of any committee of the Board;
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Board and of committees of the Board.

DISQUALIFICATION OF MEMBERS OF THE BOARD

36. The office of member of the Board shall be vacated if the member:-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) becomes prohibited from being a member of the Board by reason of any order made under any provision of the Act or any other statute or otherwise becomes prohibited by law from being a member of the Board; or
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - (d) resigns his office by notice in writing to the Company; or
 - (e) is directly or indirectly interested in any contract with the Company and

fails to declare the nature of his interest in manner required by Section 317 of the Act.

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

ROTATION OF MEMBERS OF THE BOARD

38. At the first Annual General Meeting of the Company all the members of the Board shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the members of the Board for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
39. The members of the Board to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Board on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
40. A retiring member of the Board shall be eligible for re-election.
41. The Company at the meeting at which a member of the Board retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member of the Board 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 of the Board shall have been put to the meeting and lost.
42. No person other than a member of the Board retiring at the meeting shall unless recommended by the Board be eligible for election to the office of member of the Board at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member duly 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.
43. The Company may from time to time by ordinary resolution increase or reduce the number of members of the Board, and may also determine in what rotation the increased or reduced number is to go out of office.
44. The Board shall have power at any time, and from time to time, to appoint any person to be a member of the Board, either to fill a casual vacancy or as an addition to the existing members of the Board, but so that the total number of members of the Board shall not at any time exceed any maximum number fixed in accordance with these Articles. Any member of the Board so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of the Board who are to retire by rotation at such meeting.
45. The Company may by ordinary resolution, of which special notice has been given in

accordance with Section 379 of the Act, remove any member of the Board before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member of the Board.

46. The Company may by ordinary resolution appoint another person in place of a member of the Board removed from office under the immediately preceding Article. Without prejudice to the powers of the Board under Article 42 the Company in General Meeting may appoint any person to be a member of the Board either to fill a casual vacancy or as an additional member of the Board. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Board on the day on which the member of the Board in whose place he is appointed was last elected a member of the Board.

PROCEEDINGS OF THE BOARD

47. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A member of the Board may, and the secretary on the requisition of a member of the Board shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any member of the Board for the time being absent from the United Kingdom.
48. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be three or one-third of the number of members of the Board for the time being whichever shall be the greater number.
49. The continuing members of the Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members of the Board, the continuing members or member of the Board may act for the purpose of increasing the number of members of the Board to that number, or of summoning a General Meeting of the Company, but for no other purpose.
50. The Board may elect a chairman and vice-chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman or vice-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 of the Board present may choose one of their number to be chairman of the meeting.
51. The Board may delegate any of their powers to committees consisting of such majority of members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board as soon as is reasonably practicable.
52. A 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 be chairman of the meeting.
53. A 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.

54. All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a member of the Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board 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 member of the Board.
55. A resolution in writing, signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

SECRETARY AND HONORARY TREASURER

56. An honorary treasurer may be appointed by the Board upon such conditions as the Board may think fit and any honorary treasurer so appointed may be removed by it.
57. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Board and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Board and as, or in place of, the secretary.

THE SEAL

58. If the Company has a seal the Board shall provide for its safe custody and it shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

ACCOUNTS

59. The Board shall cause accounting records to be kept in accordance with the provisions of the Act.
60. The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Company.
61. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the

Company in General Meeting.

62. Subject to the provisions of any elective resolution of the Company for the time being in force, the Board shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.
63. Subject to the provisions of any elective resolution of the Company for the time being in force, a copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of any auditor's report, and Board's report, shall not less than twenty-one days before the date of the meeting be sent to every member of the Company and every person entitled to receive notice of General Meetings of the Company.

AUDIT

64. Any member or members holding not less in the aggregate than 10 per cent in nominal value of the company's issued share capital or any class of it or, if the company does not have a share capital, not less than 10 per cent in number of the members of the company, may, by notice in writing deposited at the registered office of the company during a financial year but not later than one month before the end of that year, require the company to obtain an audit of its accounts for that year
65. Where a notice has been deposited under subsection (2), the company is not entitled to the exemption conferred by subsection (1) or (2) of section 249A in respect of the financial year to which the notice relates
66. A company is not entitled to the exemption conferred by subsection (1) or (2) of section 249A unless its balance sheet contains a statement by the directors—
- (a) that for the year in question the company was entitled to exemption under subsection (1) or (2) (as the case may be) of section 249A,
 - (b) that no notice has been deposited under section 65. of this document in relation to its accounts for the financial year, and
 - (c) that the directors acknowledge their responsibilities for—
 - (i) ensuring that the company keeps accounting records which comply with section 221, and
 - (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with the requirements of section 226, and which otherwise comply with the requirements of this Act relating to accounts, so far as applicable to the company.
 - (d) The statement required by section 66 shall appear in the balance sheet immediately above the signature required by section 233 or, as the case may be, above any statement required by section 246(1A) or by paragraph 23 of Schedule 8.

67. If the company is exempt from audit, the report required for the purposes of section 249A(2)

(1) shall be prepared by a person (referred to in this Part as "the reporting accountant") who is eligible under section 249D

(2) The report shall state whether in the opinion of the reporting accountant making it –

(a) the accounts of the company for the financial year in question are in agreement with the accounting records kept by the company under section 221, and

(b) having regard only to, and on the basis of, the information contained in those accounting records, those accounts have been drawn up in a manner consistent with the provisions of this Act specified in subsection (6), so far as applicable to the company.

(3) The report shall also state that in the opinion of the reporting accountant, having regard only to, and on the basis of, the information contained in the accounting records kept by the company under section 221, the company satisfied the requirements of subsection (4) of section 249A (or, where the company is a charity, of that subsection as modified by subsection (5) of that section) for the financial year in question, and did not fall within section 249B(1)(a) to (f) at any time within that financial year.

(4) The report shall state the name of the reporting accountant and be signed by him.

(5) Where the reporting accountant is a body corporate or partnership, any reference to signature of the report, or any copy of the report, by the reporting accountant is a reference to signature in the name of the body corporate or partnership by a person authorised to sign on its behalf.

NOTICES

68. 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. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

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

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an

- address within the United Kingdom for the giving of notices to them;
- (b) every person being a trustee in bankruptcy of a member where the member but for his bankruptcy would be entitled to receive notice of the meeting;
- (c) the auditors for the time being of the Company; and
- (d) each member of the Board.

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

DISSOLUTION

71. Clause 10 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR BYE LAWS

72. (a) The Board may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:-

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

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

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

- (iv) The procedure at general meetings and meetings of the Board and Committees of the Board in so far as such procedure is not regulated by these presents.

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

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

INDEMNITY

73. (a) Every member of the Board or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, and no member of the Board or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) The members of the Board shall have power to purchase and maintain for any member of the Board, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

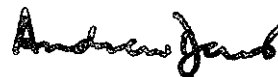
NAMES AND ADDRESSES OF SUBSCRIBERS

SDG SECRETARIES LIMITED
41 CHALTON STREET
LONDON NW1 1JD



p.p. SDG Secretaries Limited

SDG REGISTRARS LIMITED
41 CHALTON STREET
LONDON NW1 1JD



p.p. SDG Registrars Limited

Dated 10 March 2006

Witness to the above signatories:-

LYN BOND
41 CHALTON STREET
LONDON NW1 1JD

