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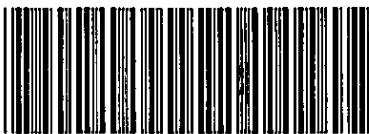
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 6240399

The Registrar of Companies for England and Wales hereby certifies that
EPILEPSY RESEARCH FOUNDATION 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 8th May 2007



N06240399K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHWP000

12

Declaration on application for registration

6240399

Company Name in full

Epilepsy Research Foundation Limited

I, **Andrew John Lutley**

of **Springfield, Rookery Hill, Ashted Park, Ashted, Surrey KT21 1HY**

† 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

A. Lutley

Declared at **Springfield, Rookery Hill, Ashted Park, Ashted, Surrey KT21 1HY**

Day Month Year

On **2 4 0 4 2 0 0 7**

• Please print name

before me • **Hilary Margaret Wilson**

Signed

A. Lutley

Date **24 April 2007**

† A Commissioner for Oaths or a Justice of the Peace or a 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

**A J Lutley, SolScan Limited, Springfield,
Rookery Hill, Ashted Park, Ashted, Surrey
KT21 1HY Tel 0870 9915369**

DX number

DX exchange

SATURDAY



A32

ASMC2P3U

28/04/2007

348

COMPANIES HOUSE

Form revised June 1998

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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 —

10

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

CHWP000

Notes on completion appear on final page

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

Company Name in full

Epilepsy Research Foundation Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

261a Chiswick High Road

Post town

Chiswick

County / Region

London

Postcode

W4 4PU

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

A J Lutley

Address

Springfield, Rookery Hill

Ashtead Park

Post town

Ashtead

County / Region

Surrey

Postcode

KT21 1HY

Number of continuation sheets attached

1

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

**A J Lutley, SolScan Limited, Springfield,
Rookery Hill, Ashtead Park, Ashtead, Surrey**

KT21 1HY

Tel 0870 9915369

DX number

DX exchange

SATURDAY



A32

“ASMC3P3V”
28/04/2007
COMPANIES HOUSE

347

--- July 1999

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for companies registered in England and Wales

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

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

Solscan Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Springfield, Rookery Hill

Usual residential address

For a corporation, give the registered or principal office address

Ashtead Park

Post town

Ashtead

County / Region

Surrey

Postcode

KT21 1HY

Country

England

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

Consent signature

A. Lally Director for Solscan Ltd

Date

24 April 2007

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Andrew John

Surname

Lutley

Previous forename(s)

Previous surname(s)

Address

Springfield, Rookery Hill

Usual residential address

For a corporation, give the registered or principal office address

Ashtead Park

Post town

Ashtead

County / Region

Surrey

Postcode

KT21 1HY

Country

England

Day Month Year

Date of birth

1 7 0 3 1 9 5 1

Nationality

British

Business occupation

Solicitor

Other directorships

See attached list

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

Consent signature

A. Lally

Date

24 April 2007

Directors (continued) (see notes 1-5)

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

This section must be signed by

Either

an agent on behalf of all subscribers

Signed **Date**

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**

Andrew John Lutley

Current Directorships:

Association of Lawyers for Animal Welfare

SPS Ltd

Solscan Ltd

Epilepsy name protection companies

The Justice and Restoration Project

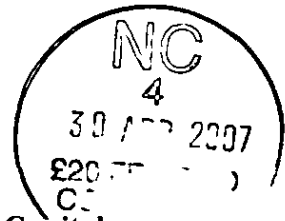
UK Directorships held at any time within the past 5 years:-

Just Giving Foundation

Golf India Aviation Limited

South Circular Garages Limited

000684/40



The Companies Acts 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

**MEMORANDUM OF ASSOCIATION
OF**

EPILEPSY RESEARCH FOUNDATION LIMITED

SATURDAY



ASMC4P3W
28/04/2007
COMPANIES HOUSE

48/2

- 1 The Company's name is Epilepsy Research Foundation Limited
- 2 The Company's registered office is to be situated in England and Wales.
3. The Company's objects ("the Objects") are.
 - (1) to promote encourage and finance research into epilepsy and associated diseases and their underlying causes;
 - (2) to promote and improve the treatment care and welfare of persons affected by epilepsy and associated diseases, and
 - (3) to advance the general education and understanding of the public concerning the nature and causes of epilepsy and associated diseases and the treatment thereof
- 4 In furtherance of the Objects but not otherwise the Company may exercise the following powers:
 - (1) to organise or promote or assist in co-operation with others research into epilepsy and associated diseases and the underlying causes and treatment thereof and to organise the publication and dissemination of the useful results of such research,
 - (2) to provide, assist, endow, construct, furnish, equip, maintain and manage either alone or in co-operation with others laboratories, research institutions and clinics,
 - (3) to make grants for the promotion of such research as aforesaid by the award of prizes, scholarships, bursaries, travel grants or fellowships;
 - (4) to undertake or support the publication and distribution of books, pamphlets, journals, articles and other papers (whether of a periodic nature or otherwise) by which to disseminate knowledge information and opinions relating to epilepsy and associated diseases and the causes and treatment thereof,

- (5) to endow and maintain or assist in the endowment and maintenance of a library or libraries of books, pamphlets, journals, theses and other papers relating to epilepsy and associated diseases and the causes treatment and possible prevention thereof;
- (6) to organise lectures, seminars, symposia, classes, film shows or other public meetings with a view to encouraging the education and understanding of the public concerning the nature and underlying causes of epilepsy and associated diseases and the treatment thereof;
- (7) to promote or assist in promoting the education and training of doctors, nurses and medical students in epilepsy and associated diseases and their underlying causes and the treatment and possible prevention thereof;
- (8) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank, building society and other accounts in the name of the Company,
- (9) to raise funds and to invite and receive contributions (whether subject to any special trusts or not) provided that in raising funds the Company shall not undertake any substantial permanent taxable trading activities and shall conform to any relevant statutory regulations ('taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are liable to tax);
- (10) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- (11) subject to clause 5 below to employ such staff, who shall not be directors of the Company ("the trustees"), as the Company considers expedient for the proper pursuit of the Objects and to make all reasonable provision for the payment of pensions and superannuation to staff and their dependants,
- (12) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects,
- (13) to co-operate with other charities, voluntary bodies, statutory authorities and other institutions and to exchange information and advice with them,
- (14) to take out indemnity insurance to cover the liability of the trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty by them in relation to the Company, provided that any such insurance shall not extend to any claim arising from any act or omission of a trustee which the trustee knew to be a breach of trust or breach of duty or which was committed by such trustee in reckless disregard of whether it was a breach of trust or breach of duty or not,
- (15) subject to such consents as may be required by law, to borrow and raise money in such manner and on such security as the Company may think fit;

- (16) to invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit including, without limitation, the power to subscribe for or acquire shares in any company and to make loans on commercial terms to any such company,
- (17) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company,
- (18) to do all such other lawful things as the Company considers may further the achievement of the Objects.

5. The income and property of the Company 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 Company, and no trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company Provided that nothing in this document shall prevent any payment in good faith by the Company:

(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 Company to act in a professional capacity on its behalf Provided that at no time shall a majority of the trustees benefit under this provision 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,

(2) of reasonable and proper remuneration for any services rendered to the Company by any member of the Company who is not a trustee,

(3) of interest on money lent by any member of the Company or trustee at a reasonable and proper rate,

(4) 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,

(5) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee,

(6) of any research grant provided by the Company to any person who is an officer or trustee of the Company or to any organisation which is connected with any such officer or trustee provided that


- (i) such officer or trustee does not attend any meeting of the trustees (or of any committee of the trustees) during any discussion of the provision of such grant and refrains from voting on the matter;
- (ii) the trustees in the absence of such officer or trustee pass a resolution (which matter may not be delegated in pursuance of any provision contained in the Memorandum or Articles of Association of the Company to any other committee, body or person) that

provision of the grant is in reasonable and proper furtherance of the Company's charitable objects, and


(11) at no time shall a majority of the trustees benefit under this provision,

(7) to any trustee of reasonable out-of-pocket expenses.

Provided also that no trustee shall be required to account to the Company for any benefit conferred by the payment by the Company of any premium on any policy of insurance taken out in accordance with the powers contained in clause 4(14) of this memorandum nor for any payment to the trustee by the insurer in accordance with the terms of any such policy

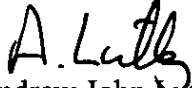
6. The liability of the members is limited 

7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company'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 Company's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves

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

I/We, the person(s) whose name(s) and address(es) is/are written below, wish to be formed into a company under this memorandum of association.

Signature(s), Name(s) and Address(es) of Subscriber(s)



Andrew John Lutley
Springfield
Rookery Hill
Ashtead Park
Ashtead
Surrey
KT21 1HY

Dated 24 April 2007

WITNESS to the above signature(s)



Hilary Margaret Wilson
Springfield
Rookery Hill
Ashtead Park
Ashtead
Surrey
KT21 1HY

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

ARTICLES OF ASSOCIATION
OF
EPILEPSY RESEARCH FOUNDATION LIMITED

Interpretation

1 In these articles

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

"the articles" means these Articles of Association of the Company,

"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;

"committee" means a committee appointed by the trustees in accordance with these articles;

"executed" includes any mode of execution,

"the memorandum" means the memorandum of association of the Company;

"office" means the registered office of the Company;

"the seal" means the common seal of the Company if it has one,

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

"the trustees" means the directors of the Company (and "trustee" has a corresponding meaning),

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

other words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act

Members

2 (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 53 shall be members of the Company No person shall be admitted a member of the Company unless his or her application for membership is approved by the trustees

(2) Unless the trustees or the Company in general meeting shall make other provision under Article 53, any member of the Company may retire by written notice to the Company

General meetings

3. The Company 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 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 times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings

4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Company may call a general meeting

Notice of general meetings

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

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

(2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such

The notice shall be given to all the members and to the trustees and auditors

6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

Proceedings at general meetings

7 No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a member organisation, shall constitute a quorum

8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.

9. The Chair, if any, of the trustees or in his or her absence some other trustee nominated by the trustees shall preside as chair of the meeting, but if neither the Chair nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chair and, if there is only one trustee present and willing to act, he or she shall be chair.

10 If no trustee is willing to act as chair, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair

11. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice

12 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded

(1) by the chair, or

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

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

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

13 Unless a poll is duly demanded a declaration by the chair 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.

14. The demand for a poll may be withdrawn, before the poll is taken, but only with the

consent of the chair. 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.

15 A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

16 In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have

17. A poll demanded on the election of a chair 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 chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made

18. 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

19. Subject to Article 16, on a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote. A proxy must be a member of the Company.

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

21. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

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

Trustees

23 The number of trustees shall (unless otherwise determined by ordinary resolution) not be subject to any minimum or maximum.

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

Powers of trustees

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

Appointment and retirement of trustees

26 No shall be appointed or reappointed a trustee at any general meeting unless

(1) he or she is recommended by the trustees; or

(2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the Company's register of trustees together with a notice executed by that person of his or her willingness to be appointed or reappointed.

27. No person may be appointed as a trustee in circumstances such that, had he or she already been a trustee, he or she would have been disqualified from acting under the provisions of Article 32

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

29. Save as set out above, the Company may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee.

30. The trustees may appoint a person who is willing to act to be a trustee either to fill a

vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the conclusion thereof.

31. Save as set out above, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of trustees

32. A trustee shall cease to hold office if he or she

(1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),

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

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

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

Trustees' expenses

33. 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 or general meetings or otherwise in connection with the discharge of their duties.

Trustees' appointments

34. Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director, treasurer or to any other unremunerated executive office under the Company. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he or she ceases to be a trustee.

Proceedings of trustees

35. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit provided that meetings of the trustees shall be held at least three times a year. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.

36. Whenever a trustee or a member of a committee has a personal interest in a matter to be

discussed at a meeting of the trustees or a committee he or she must

- (1) declare an interest at or before the beginning of discussion of the matter,
- (2) withdraw from the meeting for that item unless expressly invited to remain in order to provide information,
- (3) not be counted in the quorum for that part of the meeting, and
- (4) withdraw during the vote and have no vote on the matter.

For the purposes of this article, an interest which a trustee or member of a committee has in a matter to be discussed at a meeting of the trustees or a committee and which arises only by virtue of him or her being a member or unpaid director or officer of another company or institution which is constituted as a charity or which prohibits the distribution of its income and property to an extent at least as great as is imposed on the Company by its memorandum of association or, in the case of a wholly owned subsidiary company, whose parent company is so constituted or contains such a prohibition shall not be treated as a personal interest. Such interest shall be declared at or before the beginning of discussion of the matter but the trustee or committee member shall not thereby be prohibited from participating in the meeting, being counted in the quorum or voting on the matter.

37 The quorum for the transaction of the business of the trustees shall be one-half of their number or such other quorum as may be fixed by the trustees.

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

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

40. The trustees may appoint one or more committees consisting of one or more trustees or other persons 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 sub-committees shall be fully and promptly reported to the trustees and provided further that no decision at any meeting of any such committee to exercise any powers delegated to it by the trustees shall be effective unless a majority of those present at the time of the decision are trustees.

41. All acts done by a meeting of trustees, or of a committee, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or member of such committee 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 or member of such committee

and had been entitled to vote.

42. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or by all committee members entitled to receive notice of a meeting of a committee, 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 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 or committee members.

43 Any bank, building society or other account in which any part of the assets of the Company is deposited shall be operated by the trustees and shall indicate the name of the Company.

Honorary Officers

44(1). The trustees may appoint persons to be the Honorary President and one or more Honorary Vice-Presidents of the Company or to such other honorary posts in connection with the Company on such terms in all respects as the trustees shall think fit and (if the trustees shall in their absolute discretion think fit) to seek the advice and guidance of such persons with regard to any matters connected with the objects of the Company provided that the trustees shall not be under any obligation to accept such advice or guidance.

(2) The trustees will appoint from their number a Chair and a Vice-Chair who shall hold office for a period of three years. No person may hold office as Chair for a consecutive period of more than 6 years and no person may hold office as Vice-Chair for a consecutive period of more than 6 years.

Secretary

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

Minutes

46. The trustees shall keep minutes in books kept for the purpose

(1) of all appointments of officers made by the trustees, and

(2) of all proceedings at meetings of the Company and of the trustees and of committees including the names of the trustees and committee members present at each such meeting.

The Seal

47 The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

Notices

48 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.

49. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him or her shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Company

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

51 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

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

Rules

53 (1) 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 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, they may by such rules or bye laws regulate

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

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

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

(iv) the procedure at general meetings and meetings of the trustees and committees of the

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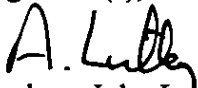
(iv) the procedure at general meetings and meetings of the trustees and committees of the

trustees in so far as such procedure is not regulated by the articles,

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

(2) The Company 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 Company all such rules or bye laws, which shall be binding on all members of the Company Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Signature(s), Name(s) and Address(es) of Subscriber(s)



Andrew John Lutley
Springfield
Rookery Hill
Ashtead Park
Ashtead
Surrey
KT21 1HY

Dated 24 April 2007

WITNESS to the above signature(s)



Hilary Margaret Wilson
Springfield
Rookery Hill
Ashtead Park
Ashtead
Surrey
KT21 1HY