

FILE COPY



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

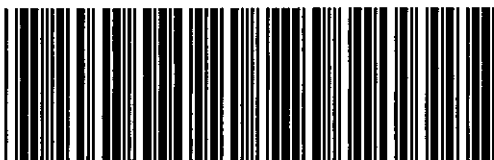
Company No. 4957579

The Registrar of Companies for England and Wales hereby certifies that

**EDUCATIONAL TRUST FOR HEALTH IMPROVEMENT THROUGH
COGNITIVE STRATEGIES**

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

Given at Companies House, London, the 7th November 2003



N04957579X



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

4987879

Company Name in full

Educational Trust For Health Improvement Through Cognitive Strategies

I, Lady Marina Marks

of 5 Elm Tree Road, London NW8 9JY

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~XXXXXX~~ [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

Declared at 100 Fetter Lane, London EC4A 1BN

On Day Month Year
0 7 1 1 2 0 0 3

① Please print name.

before me ① Oliver James Handy

Signed

OLIVER JAMES HANDY

Date 7 November 2003

† 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.

Charles Russell
8-10 New Fetter Lane, London, EC4A 1RS

Tel Tel 020 7203 5184
DX number DX19 DX exchange Chancery Lane/London

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

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

DX 235 Edinburgh



30(5)(a)

CHFP025

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

4957579

Company Name in full

Educational Trust For Health Improvement Through Cognitive Strategies

1, Lady Marina Marks

of 5 Elm Tree Road, London NW8 9JY

† Please delete as appropriate.

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

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 100 Fetter Lane, London EC4A 1BN

	Day		Month		Year			
on	0	7	1	1	2	0	0	3

① Please print name.

before me¹ | Oliver James Handy

Signed

Date 7 November 2003

~~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.

Charles Russell
8-10 New Fetter Lane, London, EC4A 1RS

Tel Tel
DX number DX19 DX exchange Chancery Lane

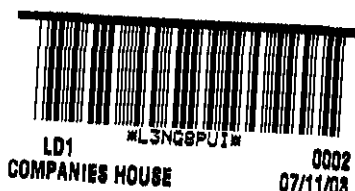
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for companies registered in Scotland

DX 235 Edinburgh



Package: 'Laserform'
by Laserform International Ltd.

10

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

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

4957579

Company Name in full

Educational Trust For Health Improvement Through Cognitive Strategies

Proposed Registered Office

(PO Box numbers only, are not acceptable)

5 Elm Tree Road

Post town

LONDON

County / Region

Postcode

NW8 9JY

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

Charles Russell Solicitors

Address

8-10 New Fetter Lane

Post town

LONDON

County / Region

Postcode

EC4A 1RS

Number of continuation sheets attached

1

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

Charles Russell (Ref: TGH/058093.3)
8-10 New Fetter Lane, London, EC4A 1RS

DX number DX19

Tel Tel 020 7203 5184

DX exchange Chancery Lane/London



LD1
COMPANIES HOUSE
07/11/03

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

Company Secretary (see notes 1-5)

Company name

Educational Trust For Health Improvement Through Cognitive Strategies

NAME *Style / Title

Lady

*Honours etc

OMKM

* Voluntary details

Forename(s)

Marina

Surname

Marks (Baroness of Broughton)

Previous forename(s)

Previous surname(s)

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

Address ††

5 Elm Tree Road

Post town

LONDON

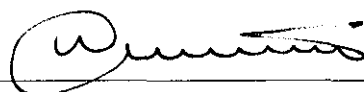
County / Region

Postcode

NW8 9JY

Country

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

Consent signature

Date

- 7 NOV 2003

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Lady

*Honours etc

OMKM

Forename(s)

Marina

Surname

Marks (Baroness of Broughton)

Previous forename(s)

Previous surname(s)

Sakali

Address ††

5 Elm Tree Road

Post town

LONDON

County / Region

Postcode

NW8 9JY

Country

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

Day Month Year

Date of birth

1 | 6 | 1 | 0 | 1 | 9 | 5 | 6

Nationality

Greek

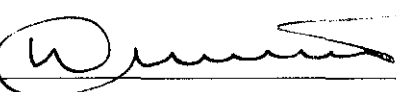
Business occupation

Student

Other directorships

Hellenic Community Trust, Hellenic Centre Enterprises Limited

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

Consent signature

Date

- 7 NOV 2003

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Sir		*Honours etc	KB					
Forename(s)		David Paul Brandes								
Surname		Goldberg								
Previous forename(s)										
Previous surname(s)										
Address <input type="checkbox"/>		7 Woodhall Drive								
		Dulwich								
Post town		LONDON								
County / Region			Postcode	SE21 7HJ						
Country										
Date of birth		Day	Month	Year	Nationality					
		2	8	0	1	1	9	3	4	British
Business occupation		Professor of Psychiatry								
Other directorships		Academy of Medical Sciences								
		I consent to act as director of the company named on page 1								
Consent signature		David Goldberg		Date	3- XI- 03					

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

Charles Russell

Date

7 Nov. 2003

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

Company Secretary (see notes 1-5)

Company name Educational Trust For Health Improvement Through Cognitive Strategies

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

1 | 7 | 0 | 5 | 1 | 9 | 5 | 8

Nationality

Greek

Business occupation

Other directorships

None

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

Consent signature

Date

- 7 NOV 2003

008286

The Companies Acts 1985 and 1989
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL



4957579

MEMORANDUM OF ASSOCIATION

of

EDUCATIONAL TRUST FOR HEALTH IMPROVEMENT
THROUGH COGNITIVE STRATEGIES

Registered Charity No. []

- 1 The name of the Company (hereinafter called the “**Company**”) is “Educational Trust for Health Improvement through Cognitive Strategies”.
- 2 The registered office of the Company will be situate in England.
- 3 The objects for which the Company is established (the “**Objects**”) are
 - 3.1 To promote the relief of sickness and the prevention of mental and physical disorders;
 - 3.2 To advance and promote knowledge, education and training including, without prejudice to the generality of the foregoing, in the principles of mental and physical health promotion and the prevention of mental and physical disorders;
 - 3.3 To promote, support and carry out research and to disseminate the results of such research for the public benefit into the principles of mental and physical health promotion and the causes and treatments of mental and physical disorders;
- 4 In furtherance of the Objects but not further or otherwise the Company shall have the following powers:
 - 4.1 To collect, co-ordinate and disseminate medical, scientific or other knowledge, data, statistics and information as to the causation, prevalence, distribution, treatment or cure of or otherwise relating to mental and physical disorders or any other data, statistics or information as may seem expedient, and to establish a bureau or bureaux for the collection and dissemination of such knowledge, data, statistics and information as aforesaid.



- 4.2 To organise, promote and conduct or assist in organising, promoting and conducting training and education in the principles of health promotion, psychosomatic disorders and other mental and physical disorders.
- 4.3 To give medical, scientific, financial or otherwise advice, assistance and support to any such bodies, associations and institutions as aforesaid or any other bodies, associations and institutions as may seem expedient, and to co-ordinate the work of such bodies.
- 4.4 To assign, licence, or otherwise deal in and exploit the findings of research including the performance and support of clinical trials or other post discovery processes in relation to any prevention, treatment or cure.
- 4.5 To make grants and loans whether out of income or capital and upon such terms and conditions (if any) as to interest, repayment, security or otherwise and to guarantee money or to use the assets of the Company as security for the performance of contracts entered into by any person, association, company, local authority, administrative or governmental agency or public body as may be thought fit.
- 4.6 To organise or make grants towards the cost of others organising meetings, lectures, conferences, broadcasts or courses of instruction.
- 4.7 To produce, publish and distribute (whether gratuitously or not) or to make grants towards the cost of other charitable or not-for-profit organisations producing, publishing or distributing material in any form including books, pamphlets, reports, journals, films, tapes, video tapes, electronic media or programmes that may be deemed desirable for the promotion of the Objects or for the purpose of informing contributors and others of the needs or progress of the Company.
- 4.8 To carry out trade insofar as either (a) the trade is exercised in the course of carrying out the Objects of the Company or (b) the trade is temporary and ancillary to the carrying out of the Objects.
- 4.9 To establish, undertake, superintend, administer and contribute to any fund or funds from which donations or advances may be made or to make from time to time out of the general funds of the Company donations or advances to any charitable or not-for-profit organisation or organisations who may be or may be about to be or who may have been engaged in research or in any other occupation which may be considered to be or to have been of value or service in the cause of research into the promotion of mental and physical health and the prevention of mental and physical disorders or to advance or in any way to have advanced the Objects.
- 4.10 To hold or associate with, support and attend periodical and other congresses, conferences and public meetings calculated, directly or indirectly, to advance the cause of research into mental and physical disorders and to issue reports concerning the same.
- 4.11 To institute public lectures at any place or places by approved persons upon the subject of mental and physical disorders or any allied or other subject or subjects.

- 4.12 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of the Objects, to manage and improve such property and to provide, construct, maintain, alter and equip any facilities, buildings or erections necessary for or conducive to the Objects (subject to such consents as may be required by law);
- 4.13 to exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with any of the property and rights of the Company as may be necessary or conducive to the Objects (subject to such consents as may be required by law);
- 4.14 to raise funds and to invite and receive contributions from any person or persons whatsoever, firms or companies whether incorporated or un-incorporated, any government or authority either supreme, municipal, local or otherwise and whether situate in the United Kingdom or elsewhere in the world, by way of subscription, donation and otherwise provided that in raising funds the Company shall not undertake any substantial permanent trading activities;
- 4.15 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company;
- 4.16 to appoint, employ, or otherwise engage, train and dismiss such managers, officers, staff, clerks, servants and other persons not being members of the Board of Directors of the Company (and "Directors" and "Director" shall have a corresponding meaning) as are considered necessary for the attainment of the Objects and to fix and pay the remuneration of all or any such persons for his her or their services and to make all reasonable and necessary provision for the payment of pensions and superannuation to such persons and their dependants;
- 4.17 subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit;
- 4.18 to invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, in its absolute discretion, with power to vary or transpose any investments for or into others of any nature subject as hereinafter provided;
- 4.19 to delegate the management of investments to proper and competent persons and to arrange for investments or other property of the Company to be held by a corporate body as nominee;
- 4.20 to act as trustee or manager of any property, endowment, bequest or gift;
- 4.21 to act as trustee or nominee for charities in general and undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be necessary or conducive to the Objects;
- 4.22 to establish or support or aid in the establishment or support of any charitable trusts associations or institutions, to amalgamate, affiliate or co-operate with any trust

association institution or voluntary body with similar charitable purposes, and to exchange information and advice with them;

- 4.23 to make grants, subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further the Objects;
- 4.24 to pay out of the funds of the Company the costs charges and expenses of and incidental to the formation of the Company and its registration as a charity;
- 4.25 to apply any part of the capital or income of the Company on such terms as may be thought fit, in its absolute discretion;
- 4.26 to pay the premium of any indemnity insurance

- (a) to cover the liability of the Directors 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 of which they may be guilty in relation to the Company and all costs charges and expenses which may be incurred by them in successfully contesting any such liability or alleged liability. Provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard of whether it was a breach of trust or a breach of duty or not. Provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as Directors of the Company; and
- (b) for its officers as security for and against all such risks incurred in the performance of their duties as may be thought fit; and

- 4.27 to do all such other lawful things as are necessary or conducive to the attainment of the Objects or any of them, whether in collaboration with any person, body, institution or authority or otherwise.

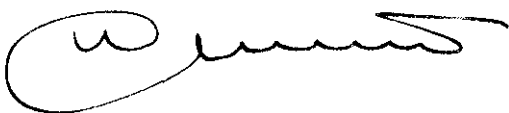
- 5 The income and property of the Company shall be applied solely towards the promotion of the Objects, and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the members of the Company, and no Director shall receive any salary or fee or remuneration or other benefit in money or money's worth from the Company:

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


- 5.1 reasonable and proper remuneration or pensions to any member officer or servant of the Company in return for any services actually rendered to the Company, or
- 5.2 reasonable and proper professional charges to any member of the Company or a Director or any partner or employee of his or hers for any professional services rendered to the Company, Provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner or employee is under discussion, or

- 5.3 interest at a reasonable and proper rate on money lent to the Company by any member of the Company or by any Director, or
- 5.4 reasonable and proper rent for premises demised or let to the Company by any member of the Company or by any Director, or
- 5.5 reimbursement of reasonable out-of-pocket expenses actually incurred by any Director, committee member, officer or servant of the Company in or about the affairs of the Company, or
- 5.6 fees, remuneration or other benefit in money or money's worth to any company of which any member of the Company or any Director may also be a member holding not more than 1% of the issued share capital of that company, or
- 5.7 indemnity insurance premiums in accordance with the terms of Clause 4.26 hereof.
- 6 The liability of the members is limited.
- 7 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 or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Company 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, such amount as may be required not exceeding £1.00.
- 8 If upon the winding up 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 such other charity or charities which prohibit(s) the distribution of its or their income and property to an extent at least as great as is imposed upon the Company by Clause 5 above and having objects identical with or similar to the Objects, as the members of the Company shall resolve at or before the time of dissolution and if that cannot be done to some other charitable object or objects.

WE, the persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association.

Names and Addresses of Subscribers	Signatures
(1) THE RIGHT HONOURABLE MARINA LADY MARKS 5 Elmtree Avenue London NW8 9JY	

WITNESS to the above signature:



Witness : TIM HUGHES

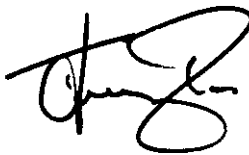
Address : 8-10 NEW FETTER LANE
LONDON EC4A 1RS

Occupation : COMPANY SECRETARIAL ADMINISTRATOR

(1) DR. MARIA VASSILIADOU
48-50 Patriarchou Ioakim str.
Kolonaki 10676
Athens
Greece



WITNESS to the above signatures:



Witness : Tim Hughes

Address : 8-10 New Fetter Lane
London EC4A 1RS

Occupation : Company Secretarial Administrator

Dated this 7th day of November 2003

The Companies Acts 1985 and 1989
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

EDUCATIONAL TRUST FOR HEALTH IMPROVEMENT
THROUGH COGNITIVE STRATEGIES

Registered Charity No. [REDACTED]

INTERPRETATION

- 1 In these Articles the words set out as headings below shall bear the meaning set below them respectively, if not inconsistent with the subject or context:

“Act”

The Companies Act 1985 as amended by the Companies Act 1989

“Articles”

These Articles of Association of the Company

“Auditors”

The auditors for the time being appointed by the Company

“Board”

The Board of Directors for the time being of the Company (and the “Director” has a corresponding meaning)

“Charities Legislation”

The Charities Acts 1992 and 1993, the Charities (Accounts and Reports) Regulations 1995, and any statutory modification thereof or addition thereto from time to time

“Clear days”

In relation to a period of notice means the period excluding the day on which 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

“Company”

The above-named Company

“In writing”

Written, printed or any other mode of representing or reproducing words in a visible form or partly one and partly another.

“Month”

Calendar month

“Office”

The registered office of the Company

“SORP”

The Statement of Recommended Practice issued by the Charity Commission and any modification or replacement thereof from time to time

“United Kingdom”

Great Britain and Northern Ireland

- 1.1 Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations.
- 1.2 Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which the Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

MEMBERS

- 2 The maximum number of members with which the Company proposes to be registered is two, but the Board may from time to time register an increase in such number.
- 3 Every member of the Company shall or, being a corporation, shall procure that its duly authorised representative shall either sign a written consent to become a member or sign the register of members on becoming a member.

- 4 The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions of the Articles shall be the members of the Company, subject to the provisions of Article 6.
- 5 No person shall be admitted as a member of the Company unless his application is first approved by the Board which shall have absolute discretion as to the admission of any person as a member.
- 6 A person shall forthwith cease to be a member of the Company (provided always that at least one member of the Company remains on the Register of Members thereafter):
 - 6.1 if he is removed by notice in writing to the Company signed by a majority of the members of the Company, or
 - 6.2 if by notice in writing to the Company he resigns his membership, or
 - 6.3 if he becomes bankrupt or makes any arrangement or composition with his creditors generally, or the member being a corporation, an order is made or resolution is passed for its winding up or administration or distribution or it has a receiver appointed over all or some part of its assets, or
 - 6.4 if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs, or
 - 6.5 if he ceases to hold office as a Director by reason of any order made under the Company Directors Disqualification Act 1986, or by virtue of any provision of the Charities Legislation, or
 - 6.6 if he is removed from office as a Director by a resolution duly passed pursuant to Section 303 of the Act.

GENERAL MEETINGS

- 7 The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 8 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 9 The Board may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on the requisition of members of the Company pursuant to the provisions of the Act.
- 10 At least twenty-one clear days' notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and at least fourteen clear days' notice in writing of every other General Meeting, specifying the place, the

day and the hour of meeting, and in the case of special business the general nature of that business, shall be given to such persons (including the Auditors (if any)) as are under these Articles or under the Act entitled to receive such notices from the Company, but with the consent of (in the case of an Annual General Meeting) all members and (in the case of any other General Meeting) members having at least 95% of the voting rights at the meeting intended to be convened and in either case having the right to attend and vote thereat, a meeting may be convened by such notice as those members may think fit.

- 11 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice thereof shall not invalidate any resolutions passed, or proceeding had, at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 12 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the accounts and the reports of the Board and of the Auditors (if any), and the appointment of, and the fixing of the remuneration of, the Auditors (if any).
- 13 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two persons entitled to vote upon the business to be transacted, each being a member of the Company or a proxy for a member of the Company or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall be a quorum.
- 14 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, if convened on 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 at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum/meeting shall be dissolved.
- 15 The Chairman of the Company shall preside as chairman at every General Meeting at which he shall be present, but if he is not present within fifteen minutes after the time appointed for holding a meeting, or is unwilling to preside, the members present shall choose some member or its duly authorised representative, in either case who shall be present, to preside at that meeting.
- 16 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

- 17 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman, by at least two members of the Company present in person or by proxy or by any member or members present in each case in person or by proxy or by its duly authorised representative, and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the chairman that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book 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 that resolution. The demand for a poll may be withdrawn, before the poll is taken. The withdrawal of a demand for a poll does not invalidate the result of a show of hands declared before the demand for a poll is made.
- 18 Subject to the provisions of Article 17, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 19 No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
- 20 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a second or casting vote.
- 21 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

- 22 Subject as hereinafter provided, every member shall have one vote.
- 23 Save as herein expressly provided, no person other than a member duly registered who has paid all moneys then due to the Company, or such member being a corporation, its duly authorised representative, shall be entitled to vote on any question at any General Meeting.
- 24 *Votes may be given on a poll either personally or by proxy.*
- 25 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.
- 26 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof may:
- 26.1 In the case of an instrument in writing be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

26.2 In the case of an appointment contained in an electronic communication where an address has been specified for the purpose of receiving electronic communications:

26.2.1 in the notice convening the meeting; or

26.2.2 in any instrument of proxy sent out by the Company in relation to the meeting;
or

26.2.3 in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting

be received at such address not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. In this Article "address" in relation to electronic communications, includes any number or address used for the purposes of such communications. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

27 No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

28 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

29 Any organisation which is a member of the Company may by resolution of its directors 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 such organisation as the organisation could exercise if it were an individual member of the Company and such organisation shall for the purpose of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.

30 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

“

I/We [REDACTED],

of, [REDACTED],

a member of [The] Educational Trust for Health Improvement through Cognitive Strategies’

hereby appoint [REDACTED],

of [REDACTED]’
and failing [HIM/HER], [REDACTED]’
of [REDACTED]’
to vote for me/us and on my/our behalf at the [REDACTED]’
[Annual or Extraordinary, or adjourned, as [REDACTED]’
the case may be] General meeting of the [REDACTED]’
Company to be held on the [REDACTED] day of [REDACTED]’
and at every adjournment thereof. [REDACTED]’
As witness my hand/the hand of our duly [REDACTED]’
appointed representative [REDACTED]’
this [REDACTED] day of [REDACTED] 2003.”

- 31 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 32 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he/it was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in like form each executed by or on behalf of one or more members.
- 33 Any person entitled to be present at a meeting of the members may participate in a meeting of the members by means of a conference telephone or other facility whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. Such a meeting shall be deemed to take place where it is convened to be held or (if no member is present in that place) where the largest group of those participating is assembled, or if there is no such group, where the Chairman of the meeting is. The word “meeting” in these Articles shall be construed accordingly.

THE BOARD

- 34 The Board shall consist of not less than two but (unless otherwise determined by Ordinary Resolution of the Company) not more than ten persons appointed from time to time as provided subsequently in the Articles. The Board may unanimously resolve to increase or decrease the maximum number of Directors from time to time. Any such additional Directors shall be appointed and removed pursuant to Articles 47 and 48.

POWERS OF THE BOARD

- 35 The business of the Company shall be managed by the Board who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by the Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to:
- 35.1 the provisions of the Articles;
- 35.2 the provisions of the statutes for the time being in force and affecting the Company;
- 35.3 such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting provided that no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made; and
- 35.4 the requirement that the Board does not do or permit any act or omission which would prejudice the charitable status of the Company in law.
- 36 The Board for the time being may act notwithstanding any vacancy in their number but, if the number of Directors is less than the number fixed as the quorum the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a General Meeting.
- 37 In addition and without prejudice to any other powers hereby or by law conferred on the Board the Board may from time to time and for such period and to such extent and generally on such terms as the Board shall think fit delegate to any Director or Directors and/or any employee of the Company employed in or in connection with the management, administration, organisation and conduct of the affairs of the Company any powers and duties of the Board as may be reasonable
- 38 The Board may appoint as the investment manager for the Company a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is an authorised or an exempt person within the meaning of the Financial Services and Markets Act 2000 otherwise than exempted by virtue of paragraphs 44 and 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001. The Board may delegate to an investment manager so appointed power at his discretion to buy and sell investments for the Company in accordance with the investment policy laid down by the Board from time to time.

Provided that where the Board make any such delegation they shall:

- 38.1 inform the investment manager in writing of the extent of the Company's investment powers and the terms of the delegation;
- 38.2 lay down a detailed investment policy for the Company and immediately inform the investment manager in writing of it and of any changes to it;
- 38.3 ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and on the exercise by him of his delegated authority;

- 38.4 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and
- 38.5 pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Board shall decide provided that such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Board.
- 39 The Board may:
- 39.1 make such arrangements as they think fit for any investments of the Company or income from those investments to be held by a corporate body as the Company's nominee; and
- 39.2 pay reasonable and proper remuneration to any corporate body acting as the Company's nominee in pursuance of this clause.
- 40 Each Director may be repaid out of the funds of the Company such reasonable out-of-pocket expenses as the Board shall from time to time determine in respect of his or her attendance at meetings of the Board or on behalf of the affairs of the Company but save as otherwise provided in the Articles and in clause 5 of the Memorandum no member of the Company nor any Director shall receive any remuneration from the Company.
- 41 No person shall be appointed or re-appointed a Director at any General Meeting unless:
- 41.1 he is recommended by the Directors; or
- 41.2 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 were so appointed or re-appointed, be required to be included in the Company's Register of Directors together with a notice executed by that person of his willingness to be appointed or re-appointed.
- 42 No person may be appointed as a Director:
- 42.1 unless he has attained the age of 18 years; or
- 42.2 in circumstances such that, had he already been a Director, he would have been disqualified from acting under the provisions of Article 47.
- 43 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 Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a Director. The notice shall give the

particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Company's Register of Directors.

- 44 Save as otherwise provided in the Articles the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and may also determine when any additional Directors are to retire.
- 45 The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. [A Director so appointed shall hold office only until the next following Annual General Meeting.] If not re-appointed at such Annual General Meeting, he shall vacate office at the conclusion thereof.]
- 46 Save as otherwise provided in the Articles a Director who retires at an Annual General Meeting may, if willing to act, be re-appointed.
- 47 A Director shall be entitled to attend and speak at any General Meeting but not to vote thereat.

DISQUALIFICATION OF DIRECTORS

- 48 The office of Director shall be vacated:
 - 48.1 if by notice in writing to the Company he resigns from the Board (but only if at least two Directors remain in office when the notice of resignation is to take effect), or
 - 48.2 if he is removed by notice in writing to the Company signed by a majority of the members of the Company, or
 - 48.3 if he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986, or by virtue of any provision of the Charities Legislation, or
 - 48.4 if he is removed from office by a resolution duly passed pursuant to S.303 of the Act, or
 - 48.5 if he is absent from three consecutive meetings of the Board without the consent of the Chairman, or
 - 48.6 if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs, or
 - 48.7 if he is convicted of any criminal offence other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Company.

PROCEEDINGS OF THE BOARD

- 49 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, provided that such meetings are held at least [twice] during

every year. Unless otherwise determined, [two] Directors shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In cases of equality of votes the chairman of the meeting shall [not] have a second or casting vote.

- 50 The Chairman or two Directors may, and on the request of the Chairman or such Directors the Secretary shall, at any time, summon a meeting of the Board by notice served upon all Directors. [A Director who is absent from the United Kingdom shall [not] be entitled to notice of a meeting.]
- 51 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.
- 52 The Board may delegate any of their powers to committees consisting of such Director or Directors and others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
- 53 All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a committee member, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director or member of the committee as the case may be.
- 54 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 55 A resolution in writing signed by all the Directors or by all the members for the time being of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted. Any such written instrument may be in several parts each signed by one or more Directors or members of the committee as the case may be. Digital signatures and faxed signatures will suffice for the purposes of this Article.
- 56 Any bank account in which any part of the assets of the Company is deposited shall be operated by or with the authority of the Directors and shall indicate the name of the Company.

57

- 57.1 Any Director (other than an alternate director) may appoint any other Director, or any person approved by resolution of the Directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
- 57.2 The alternate director shall benefit from the indemnity set out in Article 74.
- 58 Any Director a person entitled to be present at a meeting of the Directors or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of a conference telephone or other facility whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. Such a meeting shall be deemed to take place where it is convened to be held or (if no member is present in that place) where the largest group of those participating is assembled, or if there is no such group, where the Chairman of the meeting is. The word "meeting" in these Articles shall be construed accordingly.

CHAIRMAN

59

- 59.1 The Chairman of the Company shall be appointed by the Members to hold office until the conclusion of the next Annual General Meeting of the Company where he shall be eligible for reappointment on the same terms. There shall be no limit on the number of times a Chairman may be reappointed. Provided that the Chairman shall cease to hold such appointment forthwith upon ceasing to be a Director. The Members may at any time remove the Chairman from that office.
- 59.2 If at an Annual General Meeting the Chairman decides not to offer himself for re-appointment, or if the Meeting resolves not to re-appoint him, he shall retire. The Members may, upon the retirement of the Chairman, appoint another person to act in his stead.
- 60 The Chairman shall preside as chairman at all meetings of the Board at which he shall be present, but if he is not present within fifteen minutes after the time appointed for holding a meeting or is unwilling to preside, the members of the Board present shall choose one of their number to preside at that meeting.

SECRETARY

- 61 The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as the Board may think fit, and any Secretary so appointed may be removed by the Board. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

ACCOUNTS

- 62 The Board shall cause proper books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act, the Charities Legislation and the SORP. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

- 63 The books of account shall be kept at the Office, or, subject to Section 222 of the Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Board or any Director.
- 64 At the Annual General meeting in every year the Board shall lay before the Company accounts including an income and expenditure account for the period since the last preceding account (or in the case of the first accounts since the incorporation of the Company) made up to a date not more than twelve months before such meeting, together with a balance sheet made up as at the same date. Such accounts shall be accompanied by reports of the Board and (where appointed) the Auditors (if any). Copies of such accounts and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attaching thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240 of the Act, be sent to the Auditors (if any) and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report or the reporting accountants report (if any) shall be open to inspection and be laid before the meeting as required by Section 241 of the Act.

AUDIT

- 65 Once at least in every year the accounts of the Company shall be examined and reported upon either by the Auditors or if no Auditors be appointed, by a reporting accountant if so required by the Act. The Auditors' or reporting accountants (if any) remuneration shall be determined by the Board.
- 66 The Auditors (if any) shall be one or more properly qualified auditor(s) not being members of the Board and their duties shall be regulated in accordance with the Act and the Charities Legislation and the SORP.

NOTICES

- 67 Any notice to be sent to or by any person pursuant to these Articles including a notice calling a meeting of the Board shall be in writing and may be delivered or sent by post or using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Article "address" in relation to electronic communications, includes any number or address used for the purpose of such communications.
- 68 [Save as otherwise provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company. Provided that any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address.]
- 69 Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice

was properly addressed, prepaid and posted. A notice or other document contained in an electronic communication shall be deemed sent on the day following that on which the electronic communication was sent and electronic confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or email address.

LIABILITY AND INDEMNITY

- 70 In the management of the affairs of the Company no Director shall be liable for any loss to the property of the Company arising by reason of an improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or by any other Director in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any Director or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the Director who is sought to be made liable.
- 71 Subject to the provisions of the Act, every Director and other officer of the Company and the Auditors (if any) shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs charges losses expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

RULES AND BYE LAWS


- 72 The Board 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. The Company in General Meeting shall have power to alter, add to or repeal any such rules or bye law and the Board shall adopt such means as it thinks 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.

ALTERATIONS

- 73 No alterations shall be made to the Articles except by a resolution put to a General Meeting of the Company by the Board (a simple majority of whom at a duly convened Board meeting shall decide to put such resolution to a General Meeting) and passed at such General Meeting (of which at least twenty-one days notice has been given) by three-quarters of those present and voting at such General meeting provided that no alteration shall be made which shall have the effect of the Company ceasing to be a charity.

DISSOLUTION

- 74 Clauses 6, 7 and 8 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 the Articles.

Names and Addresses of Subscribers	Signatures
(1) THE RIGHT HONOURABLE MARINA LADY MARKS 5 Elmtree Avenue London NW8 9JY	

WITNESS to the above signature:

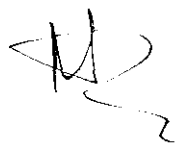


Witness : Tim Hughes

Address : 8-10 NEW FETTER LANE
LONDON EC4A 1RS

Occupation : COMPANY SECRETARIAL ADMINISTRATOR

(1) DR. MARIA VASSILIADOU
48-50 Patriarchou Ioakim str.
Kolonaki 10676
Athens
Greece



WITNESS to the above signatures:



Witness : Tim Hughes

Address : 8-10 New Fetter Lane
London EC4A 1RS

Occupation : Company Secretarial Administrator

Dated this 7th day of November 2003