

FILE COPY



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

Company No. 5609241

The Registrar of Companies for England and Wales hereby certifies that
MENTOR FOUNDATION UK LIMITED

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

Given at Companies House, London, the 1st November 2005



N05609241E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

PEAPOD SOLUTIONS LTD.

12

Declaration on application for registration

Please complete in typescript, or in bold black capitals.

CHFP004

5609241

Company Name in full

MENTOR FOUNDATION UK LIMITED

I,

HARRIET SMITH

of

DECHERT LLP, 2 SERJEANTS' INN, LONDON EC4Y 1LT

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

† Please delete as appropriate.

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

Declarant's signature

Handwritten signature of Harriet Smith

Declared at

DECHERT LLP, 2 SERJEANTS' INN, LONDON EC4Y 1LT

Day Month Year

On

3 1 10 2 0 0 5

** Please print name.

before me**

HELEN GORNALL

Signed

Handwritten signature of Helen Gornall

Date

31 October 05

† 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.

DECHERT LLP
Tel 020 7583 53 53
DX number 30 DX exchange Chancery Lane



Form revised June 1998

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 Peapod Solutions Ltd.

Please complete in typescript, or in bold black capitals.

CHFP004

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

5609241

Company Name in full

MENTOR FOUNDATION UK LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

4TH FLOOR

74 GREAT EASTERN STREET

Post town

County / Region

LONDON

Postcode

EC2A 3JG

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

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

9

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.

DECHERT LLP

Tel 020 7583 53 53

DX number 30

DX exchange Chancery Lane



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

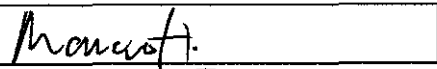
DX 235 Edinburgh or LP - 4 Edinburgh

Company Secretary (see notes 1-5)

Company name		MENTOR FOUNDATION UK LIMITED	
NAME	*Style / Title	MR	*Honours etc
* Voluntary details		Forename(s)	ERIC
		Surname	CARLIN
		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 ††	RESIDENTIE LIJNBAAN APT. 4B	
		LIJNBAANSTRAAT 3	
	Post town	8400 OOSTENDE	
	County / Region		Postcode
	Country	BELGIUM	
Consent signature		I consent to act as secretary of the company named on page 1	
			Date 15/09/05

Directors (see notes 1-5)

Please list directors in alphabetical order

†† 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.	NAME	*Style /	THE RT. HON LORD	*Honours etc
	Forename(s)		BENJAMIN	
	Surname		MANCROFT	
	Previous forename(s)			
	Previous surname(s)			
	Address ††	MARKHAM HOUSE		
	Post town	BADMINTON		
	County / Region	GLOUCESTERSHIRE	Postcode	GL9 1DG
	Country	UK		
Date of birth	Day	Month	Year	Nationality
	1 6	0 5	1 9 5 7	BRITISH
Business occupation	LOTTERY MANAGER, COMPANY DIRECTOR			
Other directorships	SEE ATTACHED LIST			
		I consent to act as director of the company named on page 1		
Consent signature				Date 15/09/05

Company Secretary (see notes 1-5)
CHFP004

Form 10 Continuation sheet

Company name

MENTOR FOUNDATION UK LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

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 the provisions of 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 †

Post town

County / Region

Postcode

Country

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

Consent signature

Date 15 / 09 / 05

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)

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of 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 †

Post town

County / Region

Postcode

Country

4 HEATH DRIVE

HAMPSTEAD

LONDON

NW3 7NR

UK

Day Month Year

Date of birth

0 | 1 | 0 | 9 | 1 | 9 | 4 | 3

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

Date 15 / 09 / 05

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

Post town

County / Region

Postcode

Country

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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

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

Post town

County / Region

Postcode

Country

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Day Month Year

Date of birth

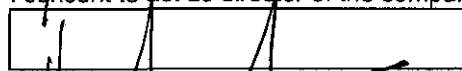
Nationality

Business occupation

Other directorships

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

Consent signature



Date

Company Secretary (see notes 1-5)

Form 10 Continuation sheet

CHFP004

Company name

MENTOR FOUNDATION UK LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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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

MS *Honours etc

Forename(s)

MARY

Surname

KING

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.

65 WEST LANE

Post town

County /

LONDON

Postcode

SE16 1PA

Country

UK

Day Month Year

Date of birth

2 | 6 | 1 | 0 | 1 | 9 | 6 | 1

Nationality

BRITISH

Business occupation

DIRECTOR OF FINANCE

Other directorships

NONE

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

Consent signature

M. J. King

Date

15.09.05.

Company Secretary (see notes 1-5)

NAME *Style / Title *Honours etc

* Voluntary details Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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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 MS *Honours etc

Forename(s) SIM

Surname SCAVAZZA

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 †

Post town

County / Postcode W4 8DT

Country UK

Day Month Year

Date of birth 1 | 5 | 0 | 1 | 1 | 9 | 6 | 6 **Nationality** BRITISH

Business occupation BRAND DIRECTOR

Other directorships NONE

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

Consent signature **Date** 15.09.05.

Company Secretary (see notes 1-5)
CHFP004 Company name

Form 10 Continuation sheet

MENTOR FOUNDATION UK LIMITED

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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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)

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Address †

THE OLD RECTORY

PUTTENHAM

Post town

County / Region Postcode

Country

Day Month Year

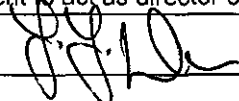
Date of birth **Nationality**

Business occupation

Other directorships

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

Consent signature



Date

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

Post town

County / Region Postcode

Country

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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

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

Post town

County / Region Postcode

Country

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of 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 **Nationality**

Business occupation

Other directorships

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

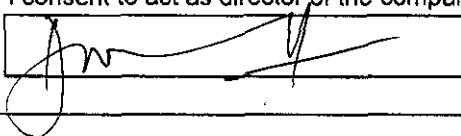
Consent signature **Date**



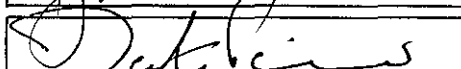
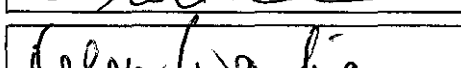
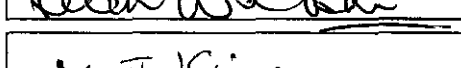


Directors (see notes 1-5)

Please list directors in alphabetical order

* Voluntary details

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

NAME	*Style / Title	THE HON. SIR	*Honours etc	
	Forename(s)	DAVID		
	Surname	SIEFF		
	Previous forename(s)			
	Previous surname(s)			
	Address ††	1 CAROLINE PLACE		
	Post town			
	County / Region	LONDON	Postcode	W2 4AW
	Country	UK		
	Date of birth	Day	Month	Year
		2 2	0 3	1 9 3 9
	Nationality	BRITISH		
	Business occupation	COMPANY CHAIRMAN AND DIRECTOR		
	Other directorships	SEE ATTACHED LIST		
	I consent to act as director of the company named on page 1			
	Consent signature		Date	15.09.05

<p>This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).</p>	Signed		Date	15.09.05
	Signed		Date	15.09.05
	Signed		Date	15.09.05
	Signed		Date	15.09.05
	Signed		Date	15.09.05
	Signed		Date	15.09.05
	Signed		Date	15.09.05

5609241



The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

MENTOR FOUNDATION UK LIMITED

COMPANY NUMBER []
LIMITED

1. The company's name is "MENTOR FOUNDATION UK" (and in this document it is called the "charity").
2. The charity's registered office is to be situated in England and Wales.
3. The charity's objects ("Objects") are:-
 - 3.1 To advance education and particularly, but without prejudice to the generality of the foregoing, the education of children, young persons, parents and other carers in the home and community in the harmful effects of substance and drug abuse;
 - 3.2 To promote health and prevention of sickness, in particular but without prejudice to the generality of the foregoing, sickness caused by substance and drug abuse;
 - 3.3 To achieve any other charitable purpose which the Directors in their absolute discretion from time to time think fit.
4. Notwithstanding the generality of the foregoing and in furtherance of the Objects the charity may exercise the following powers:
 - 4.1 To raise funds and sponsorship to enable the charity to attain the Objects provided that the charity must not undertake any substantial permanent trading activity and shall conform to any statutory regulations;



- 4.2 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the charity;
- 4.3 to establish or support any charitable trusts, associations or institutions (whether corporate or not) formed for all or any of the Objects;
- 4.4 to establish subsidiary companies to assist or act as agents for the charity;
- 4.5 to set aside funds for special purposes or as reserves against future expenditure but only in accordance with a written policy about reserves;
- 4.6 to co-operate with charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 4.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for the purpose of the objects;
- 4.8 to pay out of the funds of the charity the costs, charges and expenses of and incidental to the formation and registration of the charity;
- 4.9 to enter into contracts to provide services to or on behalf of other bodies;
- 4.10 to promote and carry out research;
- 4.11 to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- 4.12 subject to clause 5 below, to employ such staff (who shall not be directors of the charity) as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of salaries, pensions and superannuation to staff and their dependants;
- 4.13 to insure and arrange insurance cover for and indemnify its officers, employees and voluntary workers and those of its members from and against all such risks as may be incurred in the course of the performance of their duties as may be thought fit;

4.14 to provide indemnity insurance for the Directors or any other officer of the charity in relation to the following liabilities:

- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the charity;
- (b) the liability to make a contribution to the charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading) unless the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the charity would avoid going into insolvent liquidation;

but excluding the following liabilities:

- (i) fines;
- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
- (iii) liabilities to the charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the charity or about which the person concerned did not care whether it was in the best interests of the charity or not.

4.15 to make grants or loans whether out of income or capital and upon such terms and conditions (if any) as to interest, repayment, security or otherwise or to guarantee money or to use the assets of the charity as security for the performance of contracts entered into by any person, charity, association, company, local authority, administrative or governmental agency or public body as may be thought fit for or towards charitable purposes in any way connected with or calculated to further the Objects;

4.16 to accept any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans or contributions of any other kind of money, property, rights or privileges of any kind

including contributions subject to special trusts or conditions so that such contributions shall be held and applied according to the trusts or conditions on which they were transferred;

- 4.17** to carry out any trade insofar as the trade is in the course of carrying out the primary purpose of the charity or is temporary and ancillary to the carrying out of the Objects;
- 4.18** to procure, publish and distribute (whether gratuitously or not) or to make grants towards the cost of others procuring, publishing or distributing material in any form including books, pamphlets, reports, journals, films, tapes, video tapes or programmes that may be deemed desirable for the promotion of the Objects or for the informing of contributors and others of the needs and progress of the charity;
- 4.19** to buy, take on lease or in exchange, hire or otherwise acquire any real property which is considered necessary for the achievement of the Objects and to maintain, manage, construct and alter any buildings or erections necessary or convenient for the charity and to equip and fit out any real property for use by the charity;
- 4.20** to make planning applications, applications for consent under bye-laws or building regulations and other applications;
- 4.21.** subject to any consents required by law to sell, let, license, mortgage, dispose of, turn to account or exploit all or any of the property or assets of the charity;
- 4.22** to insure any buildings or other property to their full value;
- 4.23** subject to any consents required by law to borrow money on such terms as to interest repayment or otherwise as thought fit without security or (subject as aforesaid) upon the security of the whole or any part or parts of the charity and to use such money so borrowed for any purpose for which the funds of the charity may be used;
- 4.24** to appoint and constitute such advisory committees as thought fit;
- 4.25** to engage any person who is qualified for that purpose to manage any land or other assets owned by the charity provided that all acts and proceedings made by any such person are reported to the Directors;

- 4.26** to make investments in the purchase of or at interest upon the security of such shares, stocks, funds, securities, land, buildings, chattels or other investments or property of any nature including any rights and privileges and in any part of the world and whether involving liabilities or producing income or not as may be thought fit;
- 4.27** to make grants or loans whether out of income or capital and upon such terms and conditions (if any) as to interest, repayment, security or otherwise or to guarantee money or to use the assets of the charity as security for the performance of contracts entered into by any person, charity, association, company, local authority, administrative or governmental agency or public body as may be thought fit for or towards charitable purposes in any way connected with or calculated to further the Objects;
- 4.28** to employ (in the same manner and subject to the same conditions as the trustees of a trust are permitted to do so by the Trustee Act 2000) professional investment managers to exercise of all or any of the powers of investment.
- 4.29** to permit any investments of the charity to be held in the name of any bank or corporation or as nominee for the charity and to pay any such nominee reasonable and property remuneration for acting as such;
- 4.30** to do all such other lawful things as are necessary for the achievement of the Objects.
- 5.** The income and property of the charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the charity, and no Director shall be appointed to any office of the charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the charity PROVIDED THAT nothing in this document shall prevent any payment in good faith by the charity:-
- 5.1** of reasonable and proper remuneration for any services rendered to the charity by any member, officer or servant of the charity who is not a Director;
- 5.2** of trustee indemnity insurance cover subject to the restrictions in clause 4.14;

- 5.3** of interest on money lent by any member of the charity or Director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Directors;
- 5.4** of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the issued capital of that company;
- 5.5** of reasonable and proper rent for premises demised or let by any member of the charity or a Director;
- 5.6** to any Director of reasonable out-of-pocket expenses.
- 6.1** Subject to clause 6.2, no Director may buy any goods or services from the charity; sell goods, services, or any interest in land to the charity; be employed by, or receive any remuneration from the charity; or receive any other financial benefit from the charity; unless the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- 6.2** A Director may be employed by the charity or enter into a contract for the supply of goods or services to the charity (including a subsidiary of the charity), other than for acting as a Director provided that each of the following conditions is satisfied:
- (i) The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.
 - (ii) The Director is absent from the part of any meeting at which there is discussion of:
 - his or her employment or remuneration, or any matter concerning the contract; or
 - his or her performance in the employment, or his or her performance of the contract; or
 - any proposal to enter into any other contract or arrangement with him or her; or
 - any other matter relating to such contract or arrangement.

- (iii) The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
- (iv) The other Directors are satisfied that it is in the best interests of the charity to employ or contract with the Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest).
- (v) The reason for their decision should be recorded in the minute book.
- (vi) A majority of Directors then in office have received no such payments.

6.3 The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is either a partner, employee, consultant, director or a shareholder (unless the shares of the company are listed on a recognised investment exchange and the Director holds less than 1% of the issued capital).

6.4 For the purposes of clauses 6.1 to 6.3:

“charity” includes any company which the charity holds more than 50% of the shares or voting rights attached to the shares or which the charity has the right to appoint one or more directors to the board of;

“Director” includes any child, parent, grandchild, grand parent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.

7. If the charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the charity, but shall be given or transferred to some other charity, 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 charity by Clause 5 above, chosen by the members of the charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

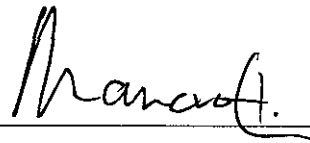
8. The liability of the members is limited.
9. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he is member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Signatures, Names and Addresses of Subscribers

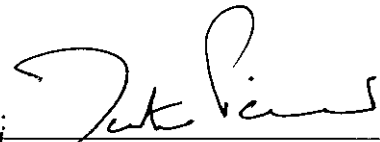
The Rt. Hon. Lord Mancroft,
Markham House,
Badminton
Gloucestershire

Signed:



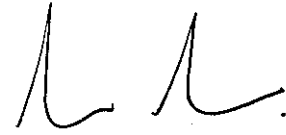
Mr Martin Paisner,
4 Heath Drive,
Hampstead,
London
NW3 7NR

Signed:



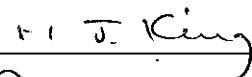
Sir Jack Stewart-Clark
Dundas Castle
South Queensferry
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EH30 9SP

Signed:



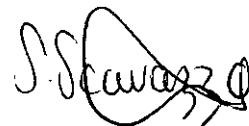
Ms Mary King
65 West Lane
London
SE16 1PA

Signed:



Ms Sim Scavazza
6 Burnaby Gardens
London
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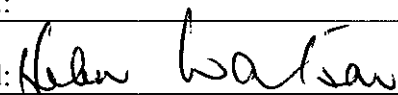
Mr Tom Wass
The Old Rectory
Puttenham
Tring
Hertfordshire
HP23 4PS

Signed:



Mrs Helen Watson

Signed:




7 Highview Court
57A Augustus Road
London
SW19 6LU

The Hon. Sir David Sieff
1 Caroline Place
London
W2 4AW

Signed: 

Dated: 15 September 2005 2005

Witness to the above Signatures: 

Name: Eric Carlin

Address: Residentie Lijnbaan Apt 4B
Lijnbaanstraat 3
8400 Oostende

Occupation: Belgium

Chief Executive, Mentor Foundation UK

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital
Articles of Association of
MENTOR FOUNDATION UK LIMITED

Interpretation.

1. In these Articles unless the context otherwise requires:

“the charity” means the company intended to be regulated by 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 charity or other articles of association of the charity from time to time in force;

“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;

“the Commission” means the Charity Commissioners for England and Wales;

“executed” includes any mode of execution;

“the memorandum” means the Memorandum of Association of the charity;

“office” means the registered office of the charity;

“the seal” means the common seal of the charity if it has one;

“secretary” means the secretary of the charity or any other person appointed to perform the duties of the secretary of the charity, including a joint, assistant or deputy secretary;

“the Directors” means the directors of the charity (and “Director” has a corresponding meaning);

“the United Kingdom” means Great Britain and Northern Ireland; and

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

In regulation 1 of Table A the definition of “the holder” shall be omitted.

Subject as aforesaid, 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 54 shall be members of the charity.
- (2). Membership is open to such individuals who:
 - (a) apply to the charity in the form required by the directors; and
 - (b) whose applications are approved by the Directors.
- (3). The Directors may in their sole discretion refuse an application for membership if:
 - (a) the applicant is not a Director of the charity; or
 - (b) they consider it to be in the best interests of the charity to refuse the application.
- (4). Membership is not transferable.
- (5). The Directors shall keep a register of the names and addresses of the members.

Termination of Membership

3. Membership is terminated if:
 - (1). the member dies;
 - (2). the member resigns by written notice to the charity unless, after the resignation, there would be less than three members;
 - (3). any sum due from the member to the charity is not paid in full within six months of it falling due;
 - (4). the member leaves to be a Director of the charity;
 - (5). The member is removed from membership by a resolution of the Directors that it is in the best interest of the charity that his or her membership is terminated. A resolution to remove a member from the membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

General meetings.

4. (1). The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.

(2). An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

(3). All general meetings other than annual general meetings shall be called extraordinary general meetings.
5. The Directors may call an extraordinary general meeting at any time.

Notice of general meetings.

6. (1) The minimum periods of notice required to hold a general meeting of the charity are :
 - twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
 - fourteen clear days for all other extraordinary general meetings.(2) A general meeting may be called by shorter notice if it is so agreed:
 - in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold less than 95 percent of the total voting rights.(3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

(4) The notice must be given to all the members and to the Directors and auditors.
7. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

Proceedings at general meetings.

8. (1) No business shall be transacted at any meeting unless a quorum is present.
- (2) A quorum shall be the greater of:
- 3 members entitled to vote upon the business being conducted at the meeting; or
 - One third of the total membership at the time.
9. (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting;
or
- (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the directors shall determine.
- (2) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
10. (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors present shall chair the meeting.
- (3) If there is only one Director present and willing to act, he or she shall chair the meeting.
- (4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
11. (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

12. (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
- (a) by the person chairing the meeting; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) 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.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that

may be conducted at the meeting.

13. If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
14. A resolution in writing signed by each member (or in the case of a member that is an organization, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

Votes of members.

15. (1) Subject to Article 13, every member shall have one vote.
(2) No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the charity have been paid.
16. 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 chairman whose decision shall be final and conclusive.

Directors.

17. (1) A Director must be a natural person aged 18 years or older.
(2) The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
(3) No one may be appointed Director if he or she would be disqualified from acting under the provisions of Article 31.
18. The first Directors 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 Directors shall be appointed as provided subsequently in the Articles.
19. A person may be appointed a Director notwithstanding that he shall have attained the age of seventy years or any other age and no Director shall be liable to vacate office by reason of his attaining that or any other age, nor shall special notice be required of any resolution appointing or approving the appointment of such a Director or any notice be required to state the age of the person to whom such resolution relates.
20. A Director may appoint an alternate save that such alternate must be another Director to act on his or her behalf at meetings of the Directors.

Powers of Directors.

21. (1) Subject to the provisions of the Act, the memorandum and the Articles or any special resolution, the business of the charity shall be managed by the Directors who may exercise all the powers of the charity.

(2) No alteration of the memorandum or the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given.

(3) Any meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.
22. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Directors shall have the following powers, namely:
 - (1) to expend the funds of the charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity;
 - (2) to enter into contracts on behalf of the charity.

Appointment and retirement of Directors.

23. The charity may, by ordinary resolution, appoint another person in place of a Director removed from office by resolution of a general meeting in accordance with the Act and (without prejudice to the powers of the directors under the next following article) the charity 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.
24. At the first Annual General Meeting all of the Directors must retire from office and the Members shall elect a new board of Directors. At each subsequent Annual General Meeting one-third of the Directors or, if their number is not three or a multiple of three, the number nearest one-third must retire from office.
25. (1) The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(2) If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

26. 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 these Articles as the maximum number of Directors.
27. No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:
- (1) he or she is recommended by the Directors, who in making such a recommendation shall take into account the benefits of appointing a person who is able by virtue of his or her personal or professional qualifications to make a contribution to the pursuit of the objects or the management of the charity; 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 charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the charity's register of Directors together with a notice executed by that person of his willingness to be appointed or reappointed.
28. No person may be appointed as a Director:
- (1) if they are under the age of 18 years unless the charity is a registered company; or
 - (2) in circumstances such that, had he already been a Director, he would have been disqualified from acting under the provisions of Article 31.
29. 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 as a Director at the meeting or in respect of whom notice has been duly given to the charity of the intention to propose him at the meeting for appointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed, be required to be included in the charity's register of Directors.
30. Subject as aforesaid, a director who retires at an Annual General Meeting may, if willing to act, be appointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

Disqualification and removal of Directors.

31. A Director shall cease to hold office if

- (1) he ceases to be a Director by virtue of any provision of the Act or become prohibited by law from acting as a Director;
- (2) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (3) he resigns his office by notice to the charity (but only if at least three Directors will remain in office when the notice of resignation is to take effect);
- (4) he is absent without the permission of the Directors from all their meetings held within a period of eighteen months and the Directors resolve that his office be vacated; or
- (5) by written resolution, a majority of all the Directors remove him from office with immediate effect or from such future date as is specified in the resolution;

Directors' expenses.

32. The Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Proceedings of Directors.

33. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director 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 chairman shall have a second or casting vote.
34. Save in the case of an emergency, Directors shall be given at least four days' notice of all meetings of the Board. In the event that the Chairman decides that an emergency meeting of the Board is required the secretary shall make all reasonable efforts to contact all Directors and give all Directors as much notice as possible of such meeting. The quorum for the transaction of the business of the Directors may be fixed by the Directors but shall not be less than one-third of the number of directors for the time being or two Directors, whichever is greater.
35. The Directors may act notwithstanding any vacancies 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.

36. The Directors at their first meeting in each year may appoint one of their number to be the chairman and one of their number to be vice-chairman of their meetings and may at any time remove either of them from that office by a majority vote. Unless he is unwilling to do so, the Director appointed as chairman shall preside at every meeting of Directors for that year at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the vice-chairman shall preside at such meeting unless there is no Director holding that office or the Director holding it is not present within five minutes after the time appointed for such meeting in which case the Directors present may appoint one of their number to be chairman of the meeting.
37. The Directors may appoint one or more sub-committees consisting of two or more Directors for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Directors acting reasonably would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Directors.
38. The Directors may delegate to an appropriate person any function which, in the opinion of the Directors acting reasonably, would be more conveniently carried out by such person provided that the activities of that person are fully and promptly reported to the Directors and that such delegation can be revoked by the Directors.
39. All acts done by a meeting of Directors, or of a committee of Directors, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director 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 Director and had been entitled to vote.
40. Save in the case of an emergency meeting called in accordance with article 34, all papers for meetings of the Board will be circulated so that all Directors receive such papers four clear days before the scheduled time for such meeting.
41. A meeting of the Directors or any committee may be held by telephone conference or by similar communication equipment so that all participants can hear each other and be heard. Meetings held by such means shall be deemed to constitute a presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Directors or a committee (as the case may be) duly convened at which such persons were physically present.

42. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be as valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.

Bank Accounts

43. Any bank account in which any part of the assets of the charity is deposited shall be operated by the Directors and shall indicate the name of the charity. All cheques and orders for the payment of money from such account shall be signed by at least two Directors or one Director and the secretary. The Directors may make any such arrangements for the operation of such accounts as they see fit, including the setting of any maximum sum which may be withdrawn at any one time on such signatures.

Secretary.

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

Minutes.

45. The Directors shall keep minutes in books kept for the purpose:

(1) of all appointments of officers made by the Directors; and

(2) of all proceedings at meeting of the charity and of the Directors and of committees of Directors including the names of the Directors present at each such meeting, the decisions made and where appropriate the reasons for such decisions.

Such minutes shall be circulated to the Directors after each meeting and shall not be amended (save in the case of manifest error).

The Seal.

46. If the charity has a seal it shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

Accounts.

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

Annual Report and Annual Return

48. (1) The Directors shall comply with their obligations under the Act with regard to the preparation and submission of an annual report and an annual return to the Registrar of Companies.
- (2) The Directors shall comply with the requirements of the Charities Act 1993 with regard to the transmission of statements of account to the charity and the preparation of the annual report and annual return and their transmission to the Commission.

Notices.

49. Any notice to be given to or by any person pursuant to the Articles shall be in writing or by means of electronic communication except that a notice calling a meeting of the Directors need not be in writing.
50. The charity 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 registered address or by leaving it at that address or by facsimile transmission or electronic mail, providing that member has consented in writing to the use of such form of notice. 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 shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the charity.
51. A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
52. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. The equivalent proofs of sending of a facsimile transmission or message transmitted by electronic mail shall also constitute conclusive evidence that the notice was given. A notice sent by post shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted. A notice sent by facsimile transmission or electronic mail shall be deemed to be given at 5pm on the day it is sent, provided that it was sent before 5pm on that day, otherwise it shall be deemed to be given at 10am the following day.

Indemnity.

53. Subject to the provisions of the Act every Director or other officer or auditor of the charity shall be indemnified out of the assets of the charity 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 charity.

Rules.

54. (1). The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the charity and 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:

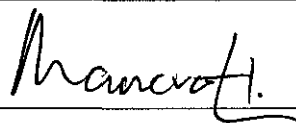
- (i) the admission and classification of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (ii) the conduct of members of the charity in relation to one another, and to the charity's servants;
- (iii) the setting aside of the whole or any part or parts of the charity'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 Directors and committees of the Directors 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 charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of members of the charity all such rules or bye laws, which shall be binding on all members of the charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the Articles.

Signatures, Names and Addresses of Subscribers

The Rt. Hon. Lord Mancroft,
Markham House,

Signed: _____



Badminton
Gloucestershire

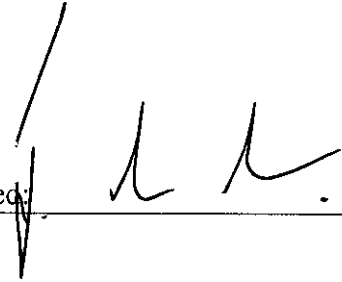
Mr Martin Paisner,
4 Heath Drive,
Hampstead,
London
NW3 7NR

Signed:



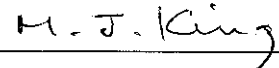
Sir Jack Stewart-Clark
Dundas Castle
South Queensferry
Edinburgh
EH30 9SP

Signed:



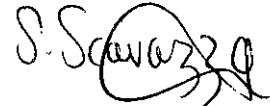
Ms Mary King
65 West Lane
London
SE16 1PA

Signed:



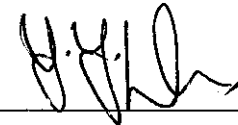
Ms Sim Scavazza
6 Burnaby Gardens
London
W4 8DT

Signed:



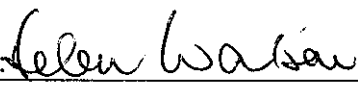
Mr Tom Wass
The Old Rectory
Puttenham
Tring
Hertfordshire
HP23 4PS

Signed:



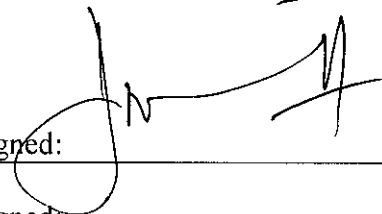
Mrs Helen Watson
7 Highview Court
57A Augustus Road
London
SW19 6LU

Signed:



The Hon. Sir David Sieff
1 Caroline Place
London
W2 4AW

Signed:



The Rt. Hon. Lord Mancroft,

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6 Burnaby Gardens
London
W4 8DT

Signed: _____

Dated: 15 September 2005

Witness to the above Signatures: 

Name: Eric Carlin

Address: Residentie Lijnbaan Apt 4B
Lijnbaanstraat 3
8400 Oostende
Belgium

Occupation: Chief Executive, Mentor Foundation UK