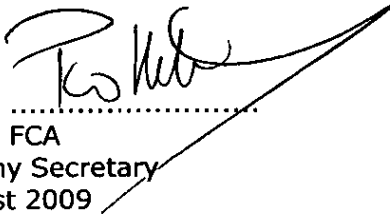


Company number: 03235481

**Certificate of passing of a Special Resolution
of
The Council for Administration
("the company")**

At a meeting of the company held on Tuesday 4 August 2009 at its offices at 6 Graphite Square, Vauxhall Walk, London SE11 5EE, it was resolved by way of Special Resolution:

- That the existing Memorandum and Articles of Association of the company be amended as notified to members; and
- That the Memorandum and Articles of Association attached hereto be adopted in their place.

Signed: 
P W Hill FCA
Company Secretary
4 August 2009

THURSDAY



P7G3PCK0

PC2

20/08/2009

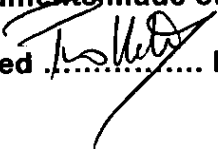
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COMPANIES HOUSE



**This Memorandum and Articles of Association include amendments made to the
Articles by a special resolution dated 4 August 2009**

**Certified a true copy of the Memorandum and Articles of Association with
amendments made on 4 August 2009**

Signed  Dated 18/8/2009

The Companies Acts 1985 to 1989

**Company Limited by Guarantee and
Not Having a Share Capital**

**Memorandum of Association
of
The Council for Administration**

1. The name of the company is "the Council for Administration".
2. The registered office of the Company will be situated in England.
3. (1) The object for which the Company is established is to advance education by the promotion of training and skills in administration and relevant disciplines, in particular by the development of qualifications and training based on national standards.

(2) In furtherance of its objects, but not further or otherwise, the Company shall have the following powers:
 - (a) to encourage people to develop and maintain their competence in administration and to this end to encourage links between employers, employees and further, higher and professional education
 - (b) to define and promote occupational standards and qualifications;
 - (c) to establish, organise or hold educational courses, programmes, lectures, seminars, classes, meetings and other exhibitions, either alone or with others;
 - (d) to cause to be written and printed or otherwise reproduced and circulated for payment or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes or any other medium;
 - (e) to foster and undertake research into any aspect of the objects of the Company and its work, and to disseminate the results of any such research;
 - (f) to co-operate and enter into arrangements with any governments; authorities or bodies of whatsoever nature and whether international, national, local or otherwise, and to provide technical advice and assistance to all or any of such organisations;
 - (g) to raise funds, purchase property, invite and receive contributions, subscriptions, donations, grants, gifts and other property whether subject to any special trusts or not;
 - (h) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections;

- (i) subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company;
- (j) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (k) to undertake and execute any charitable trusts which may lawfully be undertaken by the Company;
- (l) subject to such consents as may be required by law, to borrow or raise money on such terms and on such security as may be thought fit;
- (m) 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 subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (n) to establish and support or aid in the establishment and support of any charitable associations or institutions, and to subscribe or guarantee money for charitable purposes;
- (o) subject to the provisions of Clause 4 hereof, to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company and to pay any company or other entity fees or other payments for providing such services or consultancy or advisory services;
- (p) to ensure and arrange insurance cover for and to indemnify its Directors, Members, officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as the Company may think fit;
- (q) subject to the provisions of Clause 4 hereof, to pay reasonable annual sums or premiums for or towards the provisions of pensions for officers or servants for the time being of the Company or their dependants;
- (r) to amalgamate with any companies, institutions, societies or associations which shall be charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;
- (s) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- (t) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- (u) to establish, where necessary, local branches or such subsidiary companies in the U.K. or overseas as shall further the objects of the Company;
- (v) to guarantee or give indemnities or provide security for the performance of any contracts or obligations of any person, firm or company associated with the Company in business including (without limiting the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of any such holding company;
- (w) to do all such other lawful acts and things as shall further the objects of the Company.

Provided that:

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

- (ii) The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
 - (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.
4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Board Members and Council Members of the Company. Provided that nothing herein shall prevent any payment in good faith by the Company:
- (a) of reasonable and proper remuneration to any Director or Member, officer or servant of the Company for any services rendered to the Company;
 - (b) of interest on money lent by any Director or Member at a rate per annum not exceeding 2 per cent less than the Base Lending Rate for the time being prescribed by the Company's Bankers or reasonable and proper rent for premises demised or let by any Director or Member of the Company.
 - (c) to any Director or Member, officer or servant of the company of reasonable and proper out-of-pocket expenses;
 - (d) of fees, remuneration or other benefits in money's worth to any company of which a Director or Member is a member holding not more than one-hundredth part of the capital of such company.

Provided always that the number of Directors in receipt of any remuneration, payment or benefit in accordance with this clause shall be an minority of the members for the time being of the Board and no Director in receipt of any such remuneration, payment or benefit shall attend speak or vote at any Board meeting where such payment, remuneration or other benefit is discussed.

5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Company shall cease to be a company to which Section 30 of the Companies Act 1985 applies.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the assets of the Company if it should be wound up while he is a member or within one year after he ceased 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.

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 some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and insofar as effect cannot be given to such provisions, then to some other charitable object.
9. We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum:

**Signatures, Names and Addresses of
Subscribers**

P MAYNARD

"Fairview", New Road, Northchurch, Berkhamstead, Herts

BARONESS SEEAR

189B Kennington Road, London SE11 6ST

SARA REGINA KIBEL

7 Barham House, Molyneux Street, London W1H 5HW

STEPHEN LEIGH BRISTOW

27 Springfield Drive, Wheaton Aston, Staffs ST19 9PY

Dated this 30th day of July 1996

The Companies Acts 1985 to 1989
Company Limited by Guarantee and Not Having a Share Capital
Articles of Association
of
The Council for Administration
Preliminary

1. The regulations in Table A in The Companies (Tables A to F) Regulations 1985 shall not apply to the Company.
2. In these Articles the words shown in the first column of the following table shall bear the meaning shown opposite them in the second column of the same table:

<u>Words</u>	<u>Meanings</u>
The Acts	The Companies Act 1985 as amended by the Companies Act 1989 and the Companies Act 2006 as further modified by statute or re-enacted from time to time.
Articles	These Articles of Association, and the regulations of the Company from time to time in force
the Company	The Company intended to be regulated by these Articles
Member	A member of the Company
The Board	The Board of Directors for the time being of the Company
Director	A member of the company duly elected, co-opted or appointed to the Board in accordance with these Articles and who shall be deemed to be a director for the purposes of The Acts.
clear days	In relation to a period of notice means that 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 Office	The registered office of the Company.
the Seal	The Common Seal of the Company.
the Secretary	Any person appointed to perform the duties of the Secretary of the Company
United Kingdom	Great Britain and Northern Ireland
month	Calendar month.
in writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.

Subject to the preceding definitions, any words or expressions defined in The Acts shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

In these Articles, words in the singular number only shall include the plural, and vice versa; words in the masculine gender only shall include the feminine; and references to a person or persons shall include corporations.

Headings and side headings are only included for convenience. They do not affect the meaning of the Articles.

Members

3. The Directors and the directors of the Institute of Administrative Management (IAM), of the Institute of Professional Administrators (IPA) and of Skills CfA for the time being shall be the Members... Membership shall not be transferable.
4. A person shall immediately cease to be a Member upon the happening of any one of the following events, namely:
 - (a) if he resigns his membership by giving at least 90 clear days' notice in writing to the Company;
 - (b) if he does not pay the full amount of any annual or other periodic subscription which the Board may from time to time determine is due under Article 6 or any other monies howsoever due to the Company within four weeks of the Company serving him with notice in writing stating the amount due and the date on which it became due and requiring payment thereof and the Board thereafter resolves that his membership be terminated;
 - (c) if, he dies or becomes bankrupt;
 - (d) if the Members decide by a simple majority of not less than two-thirds of the votes capable of being cast at a meeting called for that purpose that a Member has been guilty of conduct prejudicial to the interests, credit or reputation of the Company or has willfully acted in contravention of these Articles or any bye-laws, rules or regulations made pursuant thereto, and that by reason thereof the Member ought to be excluded from membership, provided always that the Member shall be given a reasonable opportunity to attend and be heard at such meeting;
 - (e) if he ceases to be a Director or a director of any of IAM, IPA or of Skills CfA
5. Any person who for any cause whatsoever ceases to be a Member shall not be entitled to be repaid any entrance fee or any part of any annual subscription paid by him to the Company; but such a person, notwithstanding that he shall have ceased to be a Member, shall remain liable for and shall pay to the Company all monies which at the time when he ceases to be a Member are owing from him to the Company.
6. Subject to these Articles, the Board may from time to time make such rules or bye laws as it thinks fit for the purposes of prescribing classes of and conditions of membership. In particular (but without prejudice to the generality of the foregoing), it may by such rules or bye laws regulate:

- (a) the admission and classification of members of the Company and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their subscription terminated and the entrance fees, subscriptions and other fees or payments to be made by members; and
 - (b) the conduct of members of the Company in relation to one another, and to the Company's servants.
7. The minimum number of Members who are not Directors at any time shall be greater than Directors and there shall be no maximum number of Members.

General Meetings of Members

8. The Company shall hold an annual general meeting each calendar year in addition to any other general meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one annual general meeting and that of the next, provided 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. The annual general meeting shall be held at such times and places as may be determined by the Board.
9. All general meetings, other than annual general meetings, shall be called general meetings.
10. The Board may, whenever it thinks fit, convene a general meeting, and on the requisition of not less than 10% of the Members, pursuant to The Acts, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.
11. An annual general meeting and a general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
- (a) in the case of an annual general meeting, by all the members entitled to attend and vote at the meeting; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote being a majority together holding not less than seventy-five per cent of the total voting rights at the meeting of all the members (or such other percentage as the members in general meeting may prescribe under The Acts).
- The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all Members and auditors.
12. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings of Members

13. All business shall be deemed special that is transacted at a 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 Company's accounts and balance sheet, the reports of the Board and of the Auditors, the election of Directors in the place of those retiring, and the appointment of and the fixing of the remuneration of the Auditors.
14. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Six persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative or persons being or representing one tenth of the total number of Members, whichever is the greater, shall be a quorum.
15. 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 time and place as the Board may determine.
16. The chairman, if any, of the Board or in his absence some other Director nominated by the Board shall preside as chairman of the meeting, but if neither the chairman nor any such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Members present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.
17. The Board may invite any person who is not a Member or a proxy or representative of a Member to attend the annual general meeting, but such a person may only speak at the invitation of the chairman and may not vote on any matter.
18. 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. When a meeting is adjourned for fourteen days or more, at least seven days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
19. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of The Acts, a poll may be demanded:
 - (a) by the chairman; or
 - (b) by at least six 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; and a demand by a person as proxy for a Member shall be the same as a demand by the Member.
20. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

21. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
22. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. 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 further or casting vote in addition to the votes to which he may be entitled as a Member or as a representative or proxy of a Member.
24. No poll may be demanded on a question of adjournment. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
25. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
26. 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 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 the like form executed by or on behalf of one or more Members.

Votes of Members

27. Subject to these Articles, every Member shall have one vote.
28. No Member shall vote at any general meeting, either in person or by proxy, unless all subscriptions and other moneys presently payable by him in respect of his membership have been paid.
29. 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.
30. On a poll votes may be given either personally or by proxy. A proxy need not be a Member.
31. Any Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a general meeting of the Company.

32. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer, and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which the Board may approve):

" [Name of Company]

I, [name of Member], of [address of member], being a Member of the above-named company, hereby appoint [name of proxy] of [address of proxy], or failing him, [name of alternate (if any)] of [address of alternate], as my proxy to vote for me and on my behalf at the [annual] general meeting of the Company to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

"Signed on _____ [Date]

33. An instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may-

- (a) be deposited at the Office not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communication; in the notice convening the meeting, or; in any instrument of proxy sent out by the charity in relation to the meeting, or; in any invitation contained in an electronic communication to appoint a proxy issued by the charity in relation to the meeting; it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours

after it was demanded, be delivered at the meeting at which the poll was demanded, to the Chairman or to the secretary or to any Director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of execution.

34. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal 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 shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Powers and Duties of the Members

35. The powers of the Members are to:
- (a) receive and approve the Company's annual report and accounts
 - (b) appoint the Company's auditors on an annual basis, and determine their remuneration
 - (c) appoint the Directors
 - (d) receive an annual report from the Audit Committee
 - (e) receive periodic reports from the Board of Directors.

Directors

36. Unless otherwise determined by ordinary resolution, the number of directors shall not be less than four but shall not be more than seven [*should it be more?*].
37. The directors shall appoint and determine the employment conditions for the Chief Executive.
38. The directors shall determine the principal employment conditions for all staff.
39. The Chief Executive is entitled to attend all Board meetings (whether or not (s)he is also a Director), with the exception of any part thereof regarding the review of his/her contract.

Borrowing Powers

40. The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Powers and Duties of the Board

41. Subject to the provisions of The Acts, the memorandum and the articles, and to any directions given by special resolution, the business of the Company shall be managed by the Board which may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Board by the articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
42. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as it determines, including authority for the agent to delegate all or any of his powers.

43. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Board shall from time to time determine.

Delegation of the Board's Powers

44. The Board may delegate any of its powers to any managing director, chief executive or any other director holding any other executive office or to any committee consisting of such Members, Directors and officers as it thinks fit. Any delegation authorised by this Article may be made subject to any conditions or regulations the Board may impose. Subject to any conditions or regulations, the proceedings of a committee shall be governed by the provisions of these Articles regulating the proceedings of the Board so far as they are capable of applying. No Member, Director or committee shall incur expenditure on behalf of the Company except in accordance with a budget which has been approved by the Board, or in accordance with such financial limits of authority as may be determined by the Board.

Appointment and Retirement of Directors

45. (a) Subject to these Articles at the first annual general meeting and at every subsequent annual general meeting, one third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third, shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.
- (b) A director is to be appointed for a term of up to three years ("the term").
- (c) A director shall be eligible to be re-appointed to the Board on termination of the term save that the directors cannot be re-appointed to a further term on more than two occasions.
- (d) If a director has served three consecutive terms and then has ceased to be a director for a period of one year (hereinafter referred to as "the former director"), the former director shall be capable of being appointed to the Board as regulated in these Articles.
46. Subject to these Articles and subject to the provisions of The Acts, the directors to retire by rotation shall be those who have served longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
47. If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.

48. No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless-
- (a) he is recommended by the Board; or
 - (b) 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 reappointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.
49. 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 who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the Board 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 particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors.
50. Subject as aforesaid, 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 the rotation in which any additional director are to retire.
51. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. 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 Board Members

52. The office of a Director shall be vacated:
- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) if he becomes of unsound mind; or
 - (c) if by notice in writing to the Company he resigns his office; or
 - (d) if he ceases to hold office by virtue of any provision of The Acts or these Articles or he becomes prohibited by law from being a director of a Company; or
 - (e) if he fails to attend three or more consecutive meetings of the Board without providing a reason for such absence which is acceptable to the Board and the Board serves written notice on him disqualifying him as a director; or
 - (f) he is dismissed by resolution of the Board on the grounds that he has been guilty of conduct prejudicial to the interests, credit or reputation of the Company or has willfully acted in contravention of these Articles or any bye-laws, rules or regulations made pursuant thereto provided always that he shall be given a reasonable opportunity to attend and be heard at such meeting and such dismissal is approved at a general meeting of the Company by seventy-five per cent of Members entitled to vote;
 - (g) in the case of the Chief Executive who is also a Director, when (s)he ceases to hold the office of Chief Executive

Directors' Appointments, Interests and Remuneration

53. Except to the extent permitted by Clause 4 of the Memorandum, no director shall take or hold any interest in any property belonging to the Company or receive remuneration or be interested otherwise than as a Director in any other contract to which the Company is a party. Subject to the provisions of The Acts and Clause 4 of the Memorandum, and provided that he has disclosed to the Board the nature and extent of any material interest of his, a director notwithstanding his office may be interested in any transaction or arrangement with the Company or in which the Company is otherwise interested;
54. For the purposes of article 51:
- (a) a general notice given to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transactions or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
 - (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

Members' and Directors' Expenses

55. Members and Directors may be paid all expenses properly incurred by them in connection with their attendance at meetings of Board or committees of the Board or general meetings of the Company or otherwise in connection with the discharge of their duties.

Proceedings of the Board

56. Subject to the provisions of the articles, the Board may regulate its proceedings as it thinks fit. A director may, and the secretary at the request of a director shall, call a meeting of the Board. 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.
57. A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Directors in which all participants may communicate simultaneously with all other participants.
58. The quorum for the transaction of the business of the Board shall be three.
59. The continuing 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.

60. (a) The Board shall appoint one of their number to Chairman of the Board and may at any time remove him from that office. Unless he is unwilling to do so, the chairman of the Board shall preside at every meeting of the Board 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 fifteen minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.
- (b) The Board may appoint on such terms as it thinks fit any person or persons as Patron, President, Vice-President or Treasurer of the Company or to undertake any other honorary office created by the Board. Honorary Officers shall be entitled to receive notices of and attend meetings of the Board and general meetings; and may, with the permission of the Chairman, speak at such meetings; but shall not be entitled to vote at such meetings (unless separately elected or admitted to membership).
61. All acts done by any meeting of the Board or any Committee of the Board, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person(s) acting as aforesaid 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 qualified to be a director.
62. A resolution signed in writing by all the Directors entitled to receive notice of a meeting of the Board or of a committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form each signed by one or more Director.
63. A Director shall not vote at a meeting of the Board or of a committee of the Board on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which conflicts with or may conflict with the interests of the company unless his interest arises only because the case falls within one or more of the following paragraphs:
- (a) the resolution relates to the purchase or renewal by the Company of any insurance for the benefit of the directors pursuant to Clause 3(1)(o) of the memorandum;
 - (b) the resolution relates to the giving to him of a guarantee (or to a member of the Company of which he is an officer or employee), security, or indemnity in respect of money lent to, or an obligation incurred by him (or such person) for the benefit of, the Company or any of its subsidiaries;
 - (c) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director (or a member of the Company of which he is an officer or employee) has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security.
- For the purposes of this article, an interest of a person who is, for any purpose of The Acts (excluding any statutory modification thereof not in force when this article becomes binding on the company), connected with a Director shall be treated as an interest of the director.
64. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
65. Subject to Clause 4 of the Memorandum, the company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a Director from voting at a meeting of the Board or of a committee of the Board.

66. If a question arises at a meeting of the Board or of a committee of the Board as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

Secretary

67. Subject to the provisions of The Acts, the Secretary shall be appointed by the Board for such time at such remuneration and upon such conditions as it may think fit. Any secretary so appointed may be removed only by the Members for good and reasonable cause. If thought fit two or more persons may be appointed as joint Secretaries. The Board may also appoint from time to time on such terms as it thinks fit one or more assistant Secretaries or deputy Secretaries, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. The Secretary (notwithstanding that he is not a Director or Member) may attend meetings of the Board and committees of the Board and any general meeting of the Company. No Director or Member may occupy the salaried position of Secretary.

Minutes

68. The Board shall cause minutes to be made for the purpose:
- (a) of all appointments of officers made by the Board;
 - (b) of the names of the Members and Directors present at each meeting of the Members and Board and of any committee of the Members or Board;
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Board and of committees of the Board.
69. The Board shall cause a register of Directors and Members to be retained at the registered office.

The Seal

70. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board and every instrument to which the Seal shall be so affixed shall be signed by a Director and countersigned by the Secretary or a second Director or by some other person authorised by the Board for the purpose. In favour of any purchaser or person bona fide dealing with the Company such signatories shall be conclusive evidence of the fact that the Seal has been properly affixed.

Accounts

71. The Board shall cause accounting records to be kept in accordance with the requirements of The Acts.
72. The accounting records shall be kept at the Office or, subject to the provisions of The Acts, at such other place or places as the Board shall determine, and shall be open to inspection by Members.

73. No member (not being a Director) shall have any right of inspecting any accounting records or other book or documents of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting.

Annual Report

74. The Directors shall comply with their obligations under the Companies Act 1985 and the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to Companies House and the Commissioners.

Annual Return

75. The Directors shall comply with their obligations under the Companies Act 1985 and the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to Companies House and the Commissioners.

Notices

76. Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Board or a committee of the Board need not be in writing.
77. The Company may give any notice to a Member either personally or by sending it through the post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by fax to a fax number notified by the Member in writing or by electronic mail to an address notified by the Member in writing or by a website the address of which shall be notified to the Member in writing. A Member whose registered address is not within the United Kingdom and who gives the Company an address within the United Kingdom at which notices may be served upon 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 Company.
78. A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where, requisite, of the purposes for which it was called.
79. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice sent by first class post shall be deemed to be given on the day following that on which the envelope containing it was posted. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that a notice was given. If a notice or document is sent by fax or electronic mail it is treated as being delivered at the time it was sent. If a notice or document is sent by a website it is treated as being delivered when the material was first made available on the website or if later when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

Indemnity

80. Subject to the provisions of The Acts but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement 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.

Signatures, Names and Addresses of Subscribers

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Name of subscriber

Dated this 30th day of July 1996