

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 571637

The Registrar of Companies for England and Wales hereby certifies that  
FORUM HOUSES LIMITED

having by special resolution changed its name, is now incorporated  
under the name of

PUSHKIN HOUSE TRUST

Given at Companies House, London, the 28th October 2005



\*C00571637R\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

131992

**FORUM HOUSES LIMITED**

A Company Limited By Guarantee  
No. 571637

**SPECIAL RESOLUTION**

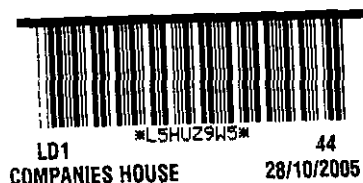
At an Extraordinary General Meeting of the above company held at 4 pm on Friday 15<sup>th</sup> July 2005 at Visiting Arts 74-77 Great Russell Street London WC1 the following resolutions were passed as special resolutions of the company:-

1. That the name of the Company be changed to Pushkin House Trust.
2. To replace the present article 1 of the company's articles of association with a new article 1 as follows:

**"Meaning of Words**

- 1.1 In these Articles and the Memorandum the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.2 Words	Meanings
Articles or Presents	These Articles of Association
Board	The Board of Trustees of the Company whose members are the directors of the Company and are charity trustees
Chairman	The Chair of the Board
Charity Commission	The Charity Commission of England and Wales
Company	The Charity governed by these Articles.
Indemnity Insurance	insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach



	of trust or breach of duty
Month	Calendar month
Office	The registered office of the Company
Regulations	Any rules, standing orders or regulations made in accordance with these Articles
Seal	The common seal of the Company
Signed	Shall include faxes of signatures
Statutes	The Companies Acts 1985 and 1989 and as amended by subsequent acts
Taxable Trading	Carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profit of which are subject to corporation tax
United Kingdom	Great Britain and Northern Ireland
In Writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail or fax

1.3 Words in the singular form include the plural and vice versa.

1.4 The words "person" or "people" include corporations.

Apart from the words defined above, any words or expression defined in the Act or any change to the Act in force when these Articles become binding on the Company will have the same meanings in these Articles, provided they are consistent with the subject or context."

3. To delete the current article 2 of the company's articles of association;
4. To replace the current article 3 of the company's articles of association with the following:

“ The members of the Company shall be the Trustees for the time being and:

- (a) Any individuals aged 18 or over whom the Trustees decide to admit to membership.
- (b) Any organisations which the Trustees decide to admit to membership.
- (c) A member which is an organisation must, if asked, give a copy of its constitution to the Company.
- (d) Each member which is an organisation has the right to appoint one representative. At any time by giving notice to the Company, that member can cancel the appointment of its representative and appoint another instead. The member must confirm the name of its representative at the Company's request. The representative has the right to attend and to vote at general meetings of the Company and any vote given shall be valid unless prior to the vote the Company receives written notice ending the representative's authority.
- (e) Members which are organisations stop being members in the same way as individual members stop being members.
- (f) The Trustees may delegate the power to admit members.
- (g) None of the rights of any member of the Company may be transferred or transmitted to any other person.
- (h) A member stops being a member of the Company if:
  - (i) he is removed from office as a Trustee;
  - (ii) he resigns or retires as a Trustee and the Trustees resolve that his membership should cease;
  - (iii) the member resigns from membership by giving notice in writing to the Company;
  - (iv) membership is ended under Article 2 (h) (vi);
  - (v) the member's subscription (if any) remains unpaid six months after it is due and the Trustees resolve to end that member's membership; or
  - (vi) the member fails to respond in writing within 60 days of being sent a notice in writing requesting confirmation that they wish to remain a member and the Trustees resolve to end membership. The notice must contain a warning that membership may be ended.
- (i) The Trustees may suspend the rights of any member by giving the member notice in writing of the suspension.
- (j) Within 28 days of receiving the notice referred to in the above article 2 (i ) the member can appeal in writing to the Company against the suspension. If no appeal is received within the time limit, the member

automatically stops being a member. If an appeal is received within the time limit, the suspension must be considered by the Trustees or a committee appointed by the Trustees. The member has the right to be heard at the meeting or may make written representations. The meeting must either confirm the suspension, in which case membership ends, or lift the suspension.

5. To delete the current articles 4, 5, 6, and 7 of the company's articles of association (and to renumber subsequent articles accordingly);
6. To delete the current article 11 of the company's articles of association (and to renumber subsequent articles accordingly) and replace it with the following:

"An annual general meeting and a meeting called for the passing of a special resolution must be called by giving at least 21 Clear Days' notice in Writing. Other general meetings must be called by giving at least 14 Clear Days' notice in Writing. Notice of the meeting must be given to everyone entitled by these Articles to receive it."
7. To delete the present article 15 of the company's articles of association (and to renumber subsequent articles accordingly);
8. To delete the words " FORUM HOUSES LIMITED" from article 30 of the company's articles of association.
9. To replace the figures "19" with the figures "20" in article 30 of the company's articles of association.
10. To replace the current article 32 of the company's articles of association with the following:

"The Trustees when complete consist of at least three and not more than twelve individuals, all of whom must be members. If not currently a member an individual taking office as trustee automatically becomes a member."
11. To add a new article after the present article 33 as follows:

"Trustees are appointed by resolution of the Trustees for a term of office set by the Trustees. A retiring Trustee may be reappointed, subject to a maximum consecutive term of 9 years."
12. To delete the present article 33 (and to renumber subsequent articles accordingly).
13. To replace the present article 34 of the company's articles of association with the following:

"A Trustee's term of office automatically terminates if he or she:

is disqualified under the Charities Act from acting as a charity trustee;

is incapable, whether mentally or physically, of managing his or her own affairs;

is absent from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign;

ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM);

resigns by written notice to the Trustees (but only if at least two Trustees will remain in office);

is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views"

14. To delete the present articles 35 and 36.
15. To delete the present article 43 of the company's articles of association.
16. To amend article 51 by replacing the word "members" in the second line with "Trustees" .
17. To amend article 52 of the company's articles of association by deleting the words " "or that they or any of them were disqualified or had vacated office" .
18. To insert a new article after the present article 52 (and to renumber subsequent articles accordingly) as follows:

"Trustee meetings may be held in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all other participants."
19. To delete the current articles 61 and 62 of the company's articles of association and to replace them with the following article

"The Trustees must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not Trustees. A member who is not a Trustee may only inspect a book of account or document of the company if the right is given by law or authorised by the Trustees or a general meeting."
20. To replace the present articles 63, 64, 65, 66 with (inserting the article number as

appropriate):

“ [number] The Company may give notice to any member either personally or by delivering it or sending it by ordinary post, by fax or by email to the member's registered address. If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Company for that purpose.

[number] If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by fax or email it will be treated as properly sent if the Company receives no indication that it has not been properly sent.

[number] The notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice will be treated as having been received 24 hours after having been successfully sent.

[number] Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other reason. This does not invalidate the proceedings of that meeting.”

21. In any remaining article to amend references to numbered articles in accordance with the amendments passed.

A handwritten signature in dark ink, appearing to be 'S.M.', written over a dotted line.

Chairman, Director, Secretary or Officer of the Company



Companies House

— for the record —

30(5)(c)

Change of name omitting "limited" or "cyfyngedig"

Please complete in typescript,  
or in bold black capitals.

CHFP000

Company Number

571 637

Company Name in full

Forum HOUSES Limited

I. PROFESSOR SIMON FRANKLIN

of 39 Saint Barnabas Road, Cambridge, Cambridgeshire CB1 2BX

Please delete as appropriate.

Sgt

[a director][the secretary] of the company do solemnly and sincerely  
declare that the company complies with the requirements of section 30(3) of  
the Companies Act 1985.And I make this solemn Declaration conscientiously believing the same to  
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

39 Parkside Cambridge CB1 1PN

Day Month Year

on

27 10 2005

Please print name.

before me

J. PAYNE (SARAH TAMARIN PAYNE)

Signed

Date

27.10.05

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.

CLARE BOOTH

2 Putney Hill, Putney, London SW15 6AB

Tel 020839 46498

DX number

DX exchange

LD1  
COMPANIES HOUSE  
28/10/200543  
28/10/2005

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When you have completed and signed the form please send it to the  
Registrar of Companies at:Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Walesor  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh