Number of Company } 673070

Form No. 41

THE COMPANIES ACT, 1948

20 OCT 1960

A 5s. Companies Registration Fee Stamp must be *impressed* here.

DECLARATION of Compliance with the requirements of the Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the Name of the Company.

ATLANTIC COLLEGE (UNITED KINGDOM)

LIMITED

Presented by

ALLEN & OVERY,

9-12, Cheapside,

London, E.C.2.

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

F7024.19-4-60 Companies 6c [P.T.O.

24 OCT 1960

I, Angus Davidson Hewat

of 9-12, Cheapside in the City of London

(a) Here insert: "A Solicitor of the "Supreme Court" (or in Scotland "a Solicitor") "engaged "in the formation" or "A person named "in the Articles of "Association as a "Director or "Secretary".

Do solemnly and sincerely declare that I am (a) a Solicitor of the Supreme Court engaged in the formation

of ATLANTIC COLLEGE (UNITED KINGDOM) Limited,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Note.—This margin is reserved for binding and must not be written across.

Declared at 118-119 Cheapside in the City of London

the 14 day of October

one thousand nine hundred and sixty

Angus Davidson Hewat

Before me,

A Commissioner for Oaths [or Notary Public or]

No.

(COAT OF ARMS)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY, that

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is LIMITED.

Given under my hand at London, this day of One Thousand Nine Hundred and Sixty.

Registrar of Companies.

673076/2

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

REGISTERED 20 OCT 1960

1. The name of the Company (hereinafter called "the Company") is "ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED".

2. The Registered Office of the Company will be situate in England.

3. (a) The object for which the Company is established is the advancement of education and learning and in particular the education of youth in leadership, loyalty, responsibility and respect for and understanding of human dignity life and rights and for that purpose to own and operate educational establishments and facilities.

(b) Without prejudice to the generality of the foregoing, the Company may in carrying out the said objects:-

(i) Purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and construct, maintain and alter any building or erections.

(ii) Pay or provide for scholarships prizes and other awards.

(iii) Borrow or raise money upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Company or by mortgage or charge of all or any part of the property of the Company.

(iv) Invest any moneys of the Company, not immediately required in such manner or on such security as may from time to time be determined.

(v) Prepare, edit, print, publish, issue, acquire and circulate or distribute books, papers, periodicals and other literary materials and films and mechanical and other models and equipment and establish, form and maintain exhibitions, libraries, museums and collections and displays of literature, statistics, exhibits and information relating to education in all its branches but only for pursuing the educational and charitable work of the Company.

(vi) Grant pensions or gratuities to any person or persons who may be or have been officers or servants in any capacity of the Company or the

relations, connections or dependants of any such persons, and make payments towards insurance in respect of such persons or their relations, connections or dependants, and subscribe or guarantee money for charitable objects.

(vii) Establish, maintain, control and manage branches of the Company in the United Kingdom and elsewhere as may seem expedient, and from time to time determine the constitution, rights, privileges, obligations and duties of such branches, and when thought fit, dissolve and modify the same.

(viii) Sell, let, manage, lease, dispose of, or turn to account all or any of the property or assets of the Company.

(ix) Pay all expenses, preliminary or incidental to the formation of the Company and its registration.

(x) Do all such other lawful and charitable things for the purposes of attaining the above objects or any of them. Provided that the Company shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Company would make it a Trade Union. Provided also that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, 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 Council of the Company shall be chargeable for such property as 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 as such Council 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, the Charity Commissioners or the Minister of Education over such Council, 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. In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 the members of the Company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company, in return for any service actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding 6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no member of the Council of the Company shall be appointed to any salaried office of the Company, or any office of the Company paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the Company to any member of such Council except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised, or let to the Company, provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company 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, such amount as may be required not exceeding £1.

7. 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 institution or institutions, having educational objects and which shall prohibit the distribution of its or their income and property amongst its or their members 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 if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that

may be imposed in accordance with the regulations of the Company for the time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.
Ronald Hugh Grierson, 9/13 King William St. London E.C.4 Merchant Banker
Rudolf Hahn Leaden House Middleton Cheney Company Director
Desmond John Sloane. Shepherds Well Frognal Way London N.W.3. Rear Admiral Royal Navy.
Michael McDermott. Admiral [Ret] Chelsea S.W.3 4 Mulberry Mews 19 The Vale Company Chairman.
Lawrence Darwell. Little Bounds Sevenoaks Kent. retd. R.A.F. Africa
Hugh Hahn retd Headmaster Brown's Hotel W.1.
J. Lane Major-General (retired) 35 Ovington Street London S.W.3.

DATED the 13th day of October, 1960.

WITNESS to the above Signatures:-

J. P. Rudder
9/12 Bleapside
London Eob 2.
Managing Clerk with Messrs
Allen & Overy
Solicitors

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

673076/3

ARTICLES OF ASSOCIATION

- of -

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

REGISTERED
20 OCT 1960

INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act, 1948.

"the seal" means the common seal of the Company.

"secretary" means any person appointed to perform the duties of the secretary of the Company.

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Company.

MEMBERS.

2. The number of members with which the Company proposes to be registered is unlimited.

3. The subscribers to the memorandum of association and such other persons as the Council shall admit to membership shall be members of the Company.

GENERAL MEETINGS.

4. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual

general meeting shall be held at such time and place as the Council shall appoint.

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.

6. The Council may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

NOTICE OF GENERAL MEETINGS.

7. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company, shall notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed -

(a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

8. 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.

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and

the reports of the Council and auditors, the election of members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.

11. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon 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 to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

12. The chairman, if any, of the Council shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Council present shall elect one of their number to be chairman of the meeting.

13. If at any meeting no member of the Council is willing to act as chairman or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

14. 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 the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

(a) by the chairman; or

(b) by at least three members present in person or by proxy; or

(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

16. Except as provided in article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote

18. A poll demanded on the election of a chaiman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

19. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS.

20. Every member shall have one vote.

21. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

22. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid.

23. On a poll votes may be given either personally or by proxy.

24. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

25. The instrument appointing a proxy and the power

of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, 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, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED.

I/WE
of
in the county of , being a member/members
of the above named Company, hereby appoint
. of
or failing him of
. as my/our proxy to
vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Company to be held on the day of 19 , and at any adjournment thereof.

Signed this day of 19 ."

27. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED.

I/WE,
of
in the county of , being a member/members
of the above named Company, hereby appoint
. of
or failing him of
. as my/our proxy to
vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Company to be held on the day of 19 , and at any adjournment thereof.

Signed this day of 19

This form is to be used *in favour of / against the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired"

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

29. 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 such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

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

COUNCIL.

31. The number of members of the Council shall not exceed 40 and the names of the first members of the Council shall be determined in writing by the subscribers of the memorandum of association or a majority of them.

32. The members of the Council shall be entitled to be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or any committee of the Council or general meetings of the Company or in connection with the business of the Company but shall not be entitled to any remuneration for their services as members of the Council.

BORROWING POWERS.

33. The Council 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 COUNCIL.

34. The business of the Company shall be managed by the Council who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

35. The Council may from time to time and at any

time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Council, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

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

37. The Council shall cause minutes to be made in books provided for the purpose -

(a) of all appointments of officers made by the Council;

(b) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council;

(c) of all resolutions and proceedings at all meetings of the Company, and of the Council, and of committees of the Council;

and every member of the Council present at any meeting of the Council or committee of the Council shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF COUNCIL.

38. The office of a member of the Council shall be vacated if he:

(a) without the consent of the Company in general meeting holds any office of profit under the Company; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes prohibited from being a director of any company by reason of any order made under section 188 of the Act; or

(d) becomes of unsound mind; or

(e) resigns his office by notice in writing to the Company; or

(f) ceases to be capable of being appointed a director of any company by virtue of section 185 of the Act;

(g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 199 of the Act.

A member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ROTATION OF COUNCIL

39. At the first annual general meeting of the Company all the members of the Council shall retire from office, and at the annual general meeting in every subsequent year one-third of the members of the Council for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

40. The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

41. A retiring member of the Council shall be eligible for re-election.

42. The Company at the meeting at which a member of the Council retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

43. No person other than a member of the Council retiring at the meeting shall unless recommended by the Council be eligible for election to the office of a member of the Council at any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

44. The Company may from time to time by ordinary resolution increase or reduce the number of members of the Council, and may also determine in what rotation the increased or reduced number is to go out of office.

45. The Council shall have power at any time, and from time to time, to appoint any person to be a member of the Council either to fill a casual vacancy or as an addition to the existing Council, but so that the total number of members shall not at any time exceed the number fixed in accordance with these articles. Any member of the Council so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of the Council who are to retire by rotation at such meeting.

46. The Company may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such member of the Council. Such removal shall be without prejudice to any claim such member of the Council may have for damages for breach of any contract of service between him and the Company.

47. The Company may by ordinary resolution appoint another person in place of a member of the Council removed from office under the immediately preceding article. Without prejudice to the powers of the Council under article 45 the Company in general meeting may appoint any person to be a member of the Council either to fill a casual vacancy or as an additional member of the Council. The person appointed to fill such vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member of the Council in whose place he is appointed was last elected a member.

PROCEEDINGS OF COUNCIL.

48. The Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any 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. A member of the Council may, and the secretary on the requisition of a member of the Council, shall at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member of the Council for the time being absent from the United Kingdom.

49. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be two.

50. The continuing members of the Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Company as the necessary quorum of members, the continuing members or members of the Council may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the Company, but for no other purpose.

51. The Council may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members of the Council present may choose one of their number to be chairman of the meeting.

52. The Council may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.

53. A committee may elect a chairman of its meetings;

if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

54. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

55. All acts done by any meeting of the Council or of a committee of the Council, or by any person acting as a member of the Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

56. A resolution in writing, signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

SECRETARY.

57. The secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

58. A provision of the Act or these articles requiring or authorising a thing to be done by or to a member of the Council and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Council and as, or in place of, the secretary.

THE SEAL.

59. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or of a committee of the members of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

ACCOUNTS.

60. The Council shall cause proper books of account to be kept with respect to -

(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

(b) all sales and purchases of goods by the Company; and

(c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

61. The books of account shall be kept at the registered office of the Company, or, subject to section 147(3) of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection of the members of the Council.

62. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Council or by the Company in general meeting.

63. The Council shall from time to time in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

64. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT.

65. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.

NOTICES.

66. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

67. Notice of every general meeting shall be given in any manner hereinbefore authorised to -

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

(b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Ronald [illegible] Gibson, 9/13 King William St. London E.C.4, Merchant Banker

Rudolf [illegible] Leeken Hume Middleton-Chang Company Director

Desmond John Shore. Shepherds Well. Frognal Way. London N.W.3. Rear Admiral Royal Navy.

Michael McDonnay. Admiral [Ret] 4 Mulberry House 19 The Cale Chelsea S.W.3 Company Chairman.

Laurence Darwall. Secretary Little Bolands Ltd. R.H.F. Office.

[illegible] Hahn Retd Headmaster Brown's Hotel. W.1.

James Francis Hare Major-General (retired) 35 Ovington Street London SW.3.

DATED the 13th day of October, 1960.

WITNESS to the above Signatures:-

J.P. [illegible] 9/12 Cheapside London EC2. Managing Clerk with Messrs [illegible]

[illegible]

No. C. 173

DUPLICATE FOR THE FILE

No. 673076

Certificate of Incorporation

I Hereby Certify, that

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Twentieth day of October One Thousand Nine Hundred and Sixty

A. J. Mann

Assistant Registrar of Companies.

Certificate received by } B. Collins

Date 20/10/60

(Q798) 66172/1061 20M 5/60 ATGS. 746.

13

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
WITHOUT A SHARE CAPITAL

COMPANIES REGISTRATION FIVE SHILLINGS

SPECIAL RESOLUTION

- of -

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

Passed 11th January, 1962

At the First Annual General Meeting of the Members of the above-named Company duly convened and held at Denmark House, 71/72 Piccadilly, London, W.1. on Thursday, 11th January, 1962 the following Resolution was duly passed as a SPECIAL RESOLUTION :-

RESOLUTION

That the Articles of Association of the Company be altered by deleting therefrom Article 52 and substituting therefor the following new Article:-

"52. The Council may from time to time appoint committees consisting of such member or members of their body or otherwise as they think fit, and may delegate any of their powers to any such committee, and from time to time revoke any such delegation and discharge any such committee wholly or in part. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Council."

Secretary.

REGISTERED 13 JAN 1962

297

23 JAN 1962

Mr. Dwyer, Cole & Cole

LAZ

No. 673076 | 19.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
WITHOUT A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

Passed 11th April 1962.

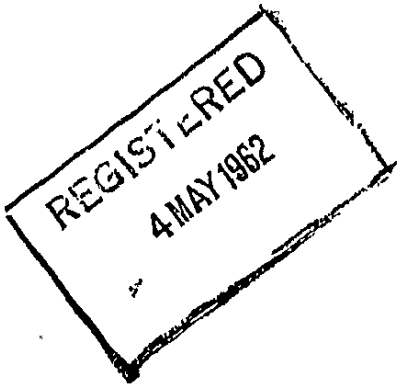
AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at Denmark House, 71/72 Piccadilly, London, W.1. on Wednesday, 11th April, 1962 the following Resolution was duly passed as a SPECIAL RESOLUTION :-

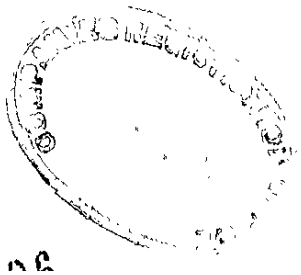
RESOLUTION

That the Articles of Association of the Company be altered by deleting therefrom Article 31 and substituting therefor the following new Article:-

"31. The number of members of the Council shall not exceed 50".

Secretary.





No. 673076

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
WITHOUT A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

Passed 24th May, 1966

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at the Great Western Royal Hotel, Paddington, London W.2. on Tuesday, 24th May 1966 the following Resolution was duly passed as a SPECIAL RESOLUTION :-

RESOLUTION

That the Articles of Association of the Company be altered by deleting therefrom Article 31 and substituting therefor the following new Article:-

"31. The number of Members of the Council shall not exceed 60."

Secretary.

REGISTERED
3 JUN 1966

NO : 673076.

167

THE COMPANIES ACTS, 1948 to 1967

Company limited by guarantee
and not having a share capital

SPECIAL RESOLUTION

of

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

Passed the 12th March, 1969

At the Eighth Annual General Meeting of the above-named Company duly convened and held at 36 Queen Anne's Gate, London, S.W.1. on Wednesday 12th March, 1969, the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company :-

"That the Memorandum and Articles of Association of the Company be altered by deleting therefrom the word 'Council' wherever the same shall occur and by substituting therefor the word 'Commission'."

Secretary.

COMPANIES REGISTRATION

COMPANIES ACTS 1948, 1958 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

(As altered by Special Resolution passed on 12th March 1969)

- of -

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

1. The name of the Company (hereinafter called "the Company") is "ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED".

2. The Registered Office of the Company will be situate in England.

3. (a) The object for which the Company is established is the advancement of education and learning and in particular the education of youth in leadership, loyalty, responsibility and respect for and understanding of human dignity life and rights and for that purpose to own and operate educational establishments and facilities.

(b) Without prejudice to the generality of the foregoing, the Company may in carrying out the said objects :-

(i) Purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and construct, maintain and alter any building or erections.

(ii) Pay or provide for scholarships prizes and other awards.

(iii) Borrow or raise money upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Company or by mortgage or charge of all or any part of the property of the Company.

(iv) Invest any moneys of the Company, not immediately required in such manner or on such security as may from time to time be determined.

(v) Prepare, edit, print, publish, issue, acquire and circulate or distribute books, papers, periodicals and other literary materials and films and mechanical and other models and equipment and establish, form and maintain exhibitions, libraries, museums and collections and displays of literature, statistics, exhibits and information relating to education in all its branches but only for pursuing the educational and charitable work of the Company.

(vi) Grant pensions or gratuities to any person or persons who may be or have been [illegible] or servants in any capacity of the Company [illegible] the

REGISTRATION 17 [illegible] 1969

ALLEN & OVERY
42 Cheapside London E.C.2

relations, connections or dependants of any such persons, and make payment towards insurance in respect of such persons or their relations, connections or dependants, and subscribe or guarantee money for charitable objects.

(vii) Establish, maintain, control and manage branches of the Company in the United Kingdom and elsewhere as may seem expedient, and from time to time determine the constitution, rights, privileges, obligations and duties of such branches, and when thought fit, dissolve and modify the same.

(viii) Sell, let, manage, lease, dispose of, or turn to account all or any of the property or assets of the Company.

(ix) Pay all expenses, preliminary or incidental to the formation of the Company and its registration.

(x) Do all such other lawful and charitable things for the purposes of attaining the above objects or any of them. Provided that the Company shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Company would make it a Trade Union. Provided also that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, 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 Commission of the Company shall be chargeable for such property as 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 as such Commission 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, the Charity Commissioners or the Minister of Education over such Commission, 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. In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 the members of the Company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any

officer or servant of the Company or to any member of the Company, in return for any service actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding 6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no member of the Commission of the Company shall be appointed to any salaried office of the Company, or any office of the Company paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the Company to any member of such Commission except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised, or let to the Company, provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company 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, such amount as may be required not exceeding £1.

7. 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 institution or institutions, having educational objects and which shall prohibit the distribution of its or their income and property amongst its or their members 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 if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.
RONALD HUGH GRIERSON, 9-13 King William Street, London, E.C.4. Merchant Banker.
RUDOLF HAHN, Lexten House, Middleton Cheney. Company Director.
DESMOND JOHN HOARE, Shepherds Well, Frognal Way, London, N.W.3. Rear Admiral - Royal Navy.
MICHAEL M. DENNY, Admiral (Ret'd)., 4 Mulberry House, 19 The Vale, Chelsea, London, S.W.3. Company Chairman.
LAWRENCE DARVELL, Little Bounds, Sevenoaks, Kent. Ret'd R.A.F. Officer.
KURT HAHN, Brown's Hotel, London, W.1. Ret'd Headmaster.
J. F. HARE, 35 Ovington Street, London, S.W.3. Major-General (Ret'd).

DATED the 13th day of October, 1960.

WITNESS to the above Signatures :-

J. V. Rutter,
9 Cheapside,
London, E.C.2.

Managing Clerk with Messrs. Allen & Overy, Solicitors.

I hereby certify this to be a true copy of the Memorandum of Association of the Company as altered by a Special Resolution passed on 12th March, 1969.

.....
Secretary

No: 673026

COMPANIES REGISTRATION OFFICE
2 V 69

FEE PAID
£ 10·00
COMPANIES ACTS, 1948 TO 1967

THE COMPANIES ACTS, 1948 TO 1967

Company limited by guarantee
and not having a share capital

SPECIAL RESOLUTION

of

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

Passed the 16th April, 1969

At the Extraordinary General Meeting of the above Company called for 9.30 A.M. on Wednesday 16th April, 1969, at St. Donat's Castle, Llantwit Major, the following Resolution was duly passed as a Special Resolution of the Company:-

"That the name of the Company be changed to The United World Colleges (U.K.) Limited."

Secretary.

COMPANIES REGISTRATION OFFICE
2 MAY 1969

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 673076 /72

Whereas

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

was incorporated as a limited company under the COMPANIES ACT, 1948,

on the 20TH OCTOBER, 1960

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

THE UNITED WORLD COLLEGES (U.K.) LIMITED

Given under my hand at London the 9TH MAY, 1969.

F. L. Knight

(F. L. KNIGHT)

Assistant Registrar of Companies

C.172

673076/91

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
WITHOUT A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

UNITED WORLD COLLEGES (UNITED KINGDOM) LIMITED

Passed 24th May, 1972.

At the Eleventh Annual General Meeting of the Members of the above-named Company duly convened and held at Great Western Royal Hotel, Paddington, London, on Wednesday 24th May, 1972 the following Resolution was duly passed as a SPECIAL RESOLUTION :-

RESOLUTION

That the Articles of Association of the Company be altered by :-

(a) deleting the existing sub-paragraph (f) of Article 38 and re-lettering sub-paragraph (g) as sub-paragraph (f); and

(b) adding the following new paragraph at the end of Article 38 :-

"Section 185 of the Act shall not apply to the Company and, accordingly, no person shall be debarred from being a Member of the Commission, or be required to vacate his office as such a Member, by reason of his age."

J. M. Swanson
Secretary

REGISTRY 14 JUN 1972

673076 673076/100

COMPANIES REGISTRATION OFFICE 27 I 75

PAID £40·00 COMPANIES REGISTRATION

£40

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS

- of -

THE UNITED WORLD COLLEGES (U.K.) LIMITED

Passed the first day of November, 1974.

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 36 Queen Anne's Gate, London S.W.1. on 1st November, 1974 the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company:-

RESOLUTIONS

1. "That the Memorandum and Articles of Association of the Company be altered by deleting therefrom wherever the same shall occur the expressions "Commission" and "member of the Commission" and by substituting therefor the expressions "Board of Governors" and "Governor" respectively."

2. "That the name of the Company bechanged to UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED."

Chairman

Secretary

COMPANIES REGISTRATION OFFICE 24 JAN 1975 33

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 673076/105

I hereby certify that

THE UNITED WORLD COLLEGES (U.K.) LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED

Given under my hand at London the **20th February 1975**

N. Taylor

N. TAYLOR

Assistant Registrar of Companies

C.172

No. 673076 / 107.

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Same; Objects
Public.
Guar. N/S/C.

M E M O R A N D U M

- and -

ARTICLES OF ASSOCIATION

(Incorporating all amendments up to the First day of November, 1974)

- of -

UNITED WORLD COLLEGE OF THE ATLANTIC
LIMITED

INCORPORATED the Twentieth day of October, 1960

Allen & Overy,
9 Cheapside,
London EC2V 6AD

No. 673076

(COAT OF ARMS)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY, that ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED is this day Incorporated under the Companies Act, 1948, and that the Company is LIMITED.

Given under my hand at London, this Twentieth day of October One Thousand Nine Hundred and Sixty.

A.J.C. MANN

Assistant Registrar of Companies.

(COAT OF ARMS)

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 673076

Whereas ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED was incorporated as a limited company under the Companies Act, 1948, on the 20th October, 1960

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company incorporated under the name of THE UNITED WORLD COLLEGES (U.K.) LIMITED

Given under my hand at London the 9th May, 1969.

F.L. KNIGHT

Assistant Registrar of Companies

(COAT OF ARMS)

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 673076

I hereby certify that THE UNITED WORLD COLLEGES (U.K.) LIMITED having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED

Given under my hand at London the 20th February 1975

N. TAYLOR

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

Same Objects.

UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED

---

1. The name of the Company (hereinafter called "the Company") is "UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED"*.

2. The Registered Office of the Company will be situate in England.

3. (a) The object for which the Company is established is the advancement of education and learning and in particular the education of youth in leadership, loyalty, responsibility and respect for and understanding of human dignity life and rights and for that purpose to own and operate educational establishments and facilities.

(b) Without prejudice to the generality of the foregoing, the Company may in carrying out the said objects:-

(i) Purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and construct, maintain and alter any building or erections.

(ii) Pay or provide for scholarships prizes and other awards.

(iii) Borrow or raise money upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Company or by mortgage or charge of all or any part of the property of the Company.

(iv) Invest any moneys of the Company, not immediately required in such manner or on such security as may from time to time be determined.

*NOTE: The Company was incorporated with the name "Atlantic College (United Kingdom) Limited" The present name was adopted by special resolution on the 1st. November, 1974.

(v) Prepare, edit, print, publish, issue, acquire and circulate or distribute books, papers, periodicals and other literary materials and films and mechanical and other models and equipment and establish, form and maintain exhibitions, libraries, museums and collections and displays of literature, statistics, exhibits and information relating to education in all its branches but only for pursuing the educational and charitable work of the Company.

(vi) Grant pensions or gratuities to any person or persons who may be or have been officers or servants in any capacity of the Company or the relations, connections or dependants of any such persons, and make payments towards insurance in respect of such persons or their relations, connections or dependants, and subscribe or guarantee money for charitable objects.

(vii) Establish, maintain, control and manage branches of the Company in the United Kingdom and elsewhere as may seem expedient, and from time to time determine the constitution, rights, privileges, obligations and duties of such branches, and when thought fit, dissolve and modify the same.

(viii) Sell, let, manage, lease, dispose of, or turn to account all or any of the property or assets of the Company.

(ix) Pay all expenses, preliminary or incidental to the formation of the Company and its registration.

(x) Do all such other lawful and charitable things for the purposes of attaining the above objects or any of them. Provided that the Company shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Company would make it a Trade Union. Provided also that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, 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 Governors of the Company shall be chargeable for such property as 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 as

such Board of Governors 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, the Charity Commissioners or the Minister of Education over such Board of Governors, 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 In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 the members of the Company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company, in return for any service actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding 6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no Governor of the Company shall be appointed to any salaried office of the Company, or any office of the Company paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the Company to any Governor except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised, or let to the Company, provided that the provision last aforesaid shall not apply to any payment to any company of which a Governor may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such Governor shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company 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, such amount as may be required not exceeding £1.

7. 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 institution or institutions, having educational objects and which shall prohibit the distribution of its or their income and property amongst its or their members 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 if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

RONALD HUGH GRIERSON,
9/13, King William Street,
London, E.C.4.
Merchant Banker.

RUDOLF HAHN,
Lexten House,
Middleton Cheney.
Company Director.

DESMOND JOHN HOARE,
Shepherds Well,
Frognal Way,
London, N.W.3.
Rear Admiral - Royal Navy.

MICHAEL M. DENNY, Admiral (Ret'd),
4, Mulberry House,
19 The Vale,
Chelsea, S.W.3.
Company Chairman.

LAWRENCE DARVELL,
Little Bounds,
Sevenoaks, Kent.
Ret'd R.A.F. Officer

KURT HAHN,
Brown's Hotel, W.1.
Ret'd Headmaster

J.F. HARE,
35, Ovington Street,
London S.W.3.
Major-General (Ret'd).

DATED the 13th day of October, 1960.

WITNESS to the above Signatures:-

J.V. RUTTER,
9-12 Cheapside,
London, E.C.2.

Managing Clerk with Messrs. Allen & Overy,
Solicitors.

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

Public.

- of -

UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED

INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act, 1948.

"the Seal" means the common seal of the Company.

"secretary" means any person appointed to perform the duties of the secretary of the Company.

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Company.

MEMBERS

2. The number of members with which the Company proposes to be registered is unlimited.

3. The subscribers to the memorandum of association and such other persons as the Board of Governers shall admit to membership shall be members of the Company.

GENERAL MEETINGS

4. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following

year. The annual general meeting shall be held at such time and place as the Board of Governors shall appoint.

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.

6. The Board of Governors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient Governors capable of acting to form a quorum, any Governor or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board of Governors.

NOTICE OF GENERAL MEETINGS

7. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company, shall notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed -

(a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

8. 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

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Board of Governors and auditors, the election of Governors in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.

11. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon 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 to such other day and at such other time and place as the Board of Governors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

12. The chairman, if any, of the Board of Governors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Governors present shall elect one of their number to be chairman of the meeting.

13. If at any meeting no Governor is willing to act as chairman or if no Governor is present within fiteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

14. 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 the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

(a) by the chairman; or

(b) by at least three members present in person or by proxy; or

(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

16. Except as provided in article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

19. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

20. Every member shall have one vote.

21. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

22. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid.

23. On a poll votes may be given either personally or by proxy.

24. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, 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, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED.

"I/WE
"of
"in the county of , being a member/members
"of the above named Company, hereby appoint
" of
"or failing him of
" as my/our proxy
"to vote for me/us on my/our behalf at the [annual or
"extraordinary, as the case may be] general meeting of
"the Company to be held on the day of
"19 , and at any adjournment thereof.

"Signed this day of 19 ."

27. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED.

"I/WE,
"of
"in the county of , being a member/members
"of the above named Company, hereby appoint
" of
"or failing him of
" as my/our proxy
"to vote for me/us on my/our behalf at the [annual or
"extraordinary, as the case may be] general meeting of
"the Company to be held on the day of
"19 , and at any adjournment thereof.

"Signed this day of 19 .

"This form is to be used *in favour of / against the resolution.

"Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired."

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

29. 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 such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

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

BOARD OF GOVERNORS

31. The number of Governors shall not exceed 60.

32. The Governors shall be entitled to be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Governors or any committee of the Board of Governors or general meetings of the Company or in connection with the business of the Company but shall not be entitled to any remuneration for their services as Governors.

BORROWING POWERS

33. The Board of Governors 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 OF GOVERNORS

34. The business of the Company shall be managed by the Board of Governors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Board of Governors which would have been valid if that regulation had not been made.

35. The Board of Governors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board of Governors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board of Governors under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board of Governors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

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

37. The Board of Governors shall cause minutes to be made in books provided for the purpose -

(a) of all appointments of officers made by the Board of Governors;

(b) of the names of the Governors present at each meeting of the Board of Governors and of any committee of the Board of Governors;

(c) of all resolutions and proceedings at all meetings of the Company, and of the Board of Governors and of committees of the Board of Governors;

and every Governor present at any meeting of the Board of Governors or committee of the Board of Governors shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF GOVERNORS

38. The office of a Governor shall be vacated if he:

(a) without the consent of the Company in general meeting holds any office of profit under the Company; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes prohibited from being a director of any company by reason of any order made under section 188 of the Act; or

(d) becomes of unsound mind; or

(e) resigns his office by notice in writing to the Company; or

(f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 199 of the Act.

A Governor shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

Section 185 of the Act shall not apply to the Company and, accordingly no person shall be a Governor, or be required to vacate his office as a Governor, by reason of his age.

ROTATION OF GOVERNORS

39. At the first annual general meeting of the Company all the Governors shall retire from office, and at the annual general meeting in every subsequent year one-third of the Governors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

40. The Governors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Governors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

41. A retiring Governor shall be eligible for re-election.

42. The Company at the meeting at which a Governor retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Governor shall have been put to the meeting and lost.

43. No person other than a Governor retiring at the meeting shall unless recommended by the Board of Governors be eligible for election to the office of a Governor at any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

44. The Company may from time to time by ordinary resolution increase or reduce the number of Governors, and may also determine in what rotation the increased or reduced number is to go out of office.

45. The Board of Governors shall have power at any time, and from time to time, to appoint any person to be a Governor either to fill a casual vacancy or as an addition to the existing Board of Governors, but so that the total number of Governors shall not at any time exceed the number fixed in accordance with these articles. Any Governor so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Governors who are to retire by rotation at such meeting.

46. The Company may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Governor before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such Governor. Such removal shall be without prejudice to any claim such Governor may have for damages for breach of any contract of service between him and the Company.

47. The Company may by ordinary resolution appoint another person in place of a Governor removed from office under the immediately preceding article. Without prejudice to the powers of the Board of Governors under article 45 the Company in general meeting may appoint any person to be a Governor either to fill a casual vacancy or as an additional Governor. The person appointed to fill such vacancy shall be subject to retirement at the same time as if he had become a Governor on the day on which the Governor in whose place he is appointed was last elected a Governor.

PROCEEDINGS OF BOARD OF GOVERNORS

48. The Governors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any 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. A Governor may, and the secretary on the requisition of a Governor shall at any time summon a meeting of the Board of Governors. It shall not be necessary to give notice of a meeting of the Board of Governors to any Governor for the time being absent from the United Kingdom.

49. The quorum necessary for the transaction of the business of the Board of Governors may be fixed by the Governors, and unless so fixed shall be two.

50. The continuing Governors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Company as the necessary quorum of Governors, the continuing Governor or Governors may act for the purpose of increasing the number of Governors to that number, or of summoning a general meeting of the Company, but for no other purpose.

51. The Governors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Governors present may choose one of their number to be chairman of the meeting.

52. The Governors may from time to time appoint committees consisting of such member or members of their body or otherwise as they think fit, and may delegate any of their powers to any such committee, and from time to time revoke any such delegation and discharge any such committee wholly or in part. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Board of Governors.

53. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

54. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

55. All acts done by any meeting of the Board of Governors or of a committee of the Board of Governors, or by any person acting as a Governor shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Governor or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Governor.

56. A resolution in writing, signed by all the Governors for the time being entitled to receive notice of a meeting of the Board of Governors, shall be as valid and effectual as if it had been passed at a meeting of the Board of Governors duly convened and held.

SECRETARY

57. The secretary shall be appointed by the Board of Governors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

58. A provision of the Act or these articles requiring or authorising a thing to be done by or to a Governor and the secretary shall not be satisfied by its being done by or to the same person acting both as Governor and as, or in place of, the secretary.

THE SEAL

59. The Board of Governors shall provide for the safe custody of the seal, which shall only be used by the authority of the Governors or of a committee of the Board of Governors authorised by the Governors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Governor and shall be countersigned by the secretary or by a second Governor or by some other person appointed by the Board of Governors for the purpose.

ACCOUNTS

60. The Board of Governors shall cause proper books of account to be kept with respect to -

(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

(b) all sales and purchases of goods by the Company; and

(c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

61. The books of account shall be kept at the registered office of the Company, or, subject to section 147(3) of the Act, at such other place or places as the Board of Governors thinks fit, and shall always be open to the inspection of the Governors.

62. The Board of Governors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Governors, and no member (not being a Governor) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board of Governors or by the Company in general meeting.

63. The Board of Governors shall from time to time in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

64. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of,

and every holder of debentures of, the Company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

65. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.

NOTICES

66. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

67. Notice of every general meeting shall be given in any manner hereinbefore authorised to -

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

(b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

RONALD HUGH GRIERSON,
9/13 King William Street,
London, E.C.4.
Merchant Banker.

RUDOLF HAHN,
Lexten House,
Middleton Cheney.
Company Director.

DESMOND JOHN HOARE,
Shepherds Well,
Frognal Way,
London, N.W.3.
Rear Admiral - Royal Navy.

MICHAEL M. DENNY, Admiral (Ret'd),
4 Mulberry House,
19 The Vale,
Chelsea, S.W.3.
Company Chairman.

LAWRENCE DARVELL,
Little Bounds,
Sevenoaks, Kent.
Ret'd R.A.F. Officer.

KURT HAHN,
Brown's Hotel, W.1.
Ret'd Headmaster.

JAMES FRANCIS HARE,
35 Ovingtom Street,
London, S.W.3.
Major-General Ret'd.

DATED the 13th day of October, 1960.

WITNESS to the above Signatures:-

J.V. RUTTER,
9-12 Cheapside,
London, E.C.2.
Managing Clerk with Messrs. Allen & Overy,
Solicitors.

No. 673076

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
WITHOUT A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

Passed 11th January, 1962

At the First Annual General Meeting of the Members of the above-named Company duly convened and held at Denmark House, 71/72 Piccadilly, London, W.1. on Thursday, 11th January, 1962 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the Articles of Association of the Company be altered by deleting therefrom Article 52 and substituting therefor the following new Article:-

"52. The Council may from time to time appoint committees consisting of such member or members of their body or otherwise as they think fit, and may delegate any of their powers to any such committee, and from time to time revoke any such delegation and discharge any such committee wholly or in part. Any committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Council."

J.F. HARE

Secretary

No. 673076

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
WITHOUT A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

Passed 11th April 1962

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at Denmark House, 71/72 Piccadilly, London W.1. on Wednesday, 11th April, 1962 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the Articles of Association of the Company be altered by deleting therefrom Article 31 and substituting therefor the following new Article:-

"31. The number of members of the Council shall not exceed 50".

J.F. HARE

Secretary.

No. 673076

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
WITHOUT A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

Passed 24th May, 1966

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at the Great Western Royal Hotel, Paddington, London W.2. on Tuesday, 24th May 1966 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the Articles of Association of the Company be altered by deleting therefrom Article 31 and substituting therefor the following new Article:-

"31. The number of Members of the Council shall not exceed 60."

J.M. SWAINSON

Secretary

No. 673076

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

Passed the 12th March, 1969

At the Eighth Annual General Meeting of the above-named Company duly convened and held at 36 Queen Anne's Gate, London S.W.1. on Wednesday 12th March, 1969, the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

"That the Memorandum and Articles of Association of the Company be altered by deleting therefrom the word 'Council' wherever the same shall occur and by substituting therefor the word 'Commission'."

J.M. SWAINSON

Secretary

No. 673076

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

Passed the 16th April, 1969

At the Extraordinary General Meeting of the above Company called for 9.30 a.m. on Wednesday 16th April, 1969, at St. Donat's Castle, Llantwit Major, the following Resolution was duly passed as a Special Resolution of the Company:-

"that the name of the Company be changed to The United World Colleges (U.K.) Limited".

J.M. SWAINSON

Secretary

No. 673076

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
WITHOUT A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

THE UNITED WORLD COLLEGES (U.K.) LIMITED

Passed 24th May, 1972

At the Eleventh Annual General Meeting of the Members of the above-named Company duly convened and held at Great Western Royal Hotel, Paddington, London, on Wednesday 24th May, 1972 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the Articles of Association of the Company be altered by:-

(a) deleting the existing sub-paragraph (f) of Article 38 and re-lettering sub-paragraph (g) as sub-paragraph (f); and

(b) adding the following new paragraph at the end of Article 38:-

"Section 185 of the Act shall not apply to the Company and, accordingly, no person shall be debarred from being a Member of the Commission, or be required to vacate his office as such a Member, by reason of his age."

J.M. Swainson

Secretary

No. 673076

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS

- of -

THE UNITED WORLD COLLEGES (U.K.) LIMITED

Passed the first day of November, 1974

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 36 Queen Anne's Gate, London S.W.1. on 1st November, 1974 the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company:-

RESOLUTIONS

1. "That the Memorandum and Articles of Association of the Company be altered by deleting therefrom wherever the same shall occur the expressions "Commission" and "member of the Commission" and by substituting therefor the expressions "Board of Governors" and "Governor" respectively."

2. "That the name of the Company be changed to UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED."

R. Cornelius
Secretary

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

M E M O R A N D U M

- and -

ARTICLES OF ASSOCIATION

(Incorporating all amendments up to the First day of November, 1974).

- of -

UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED

INCORPORATED the Twentieth day of October, 1960.

Allen & Overy,
9 Cheapside,
London, EC2V 6AD.

No.673076 1167

THE COMPANIES ACTS 1948 - 1976

COMPANY LIMITED BY GUARANTEE WITHOUT A SHARE CAPITAL

SPECIAL RESOLUTIONS

- of -

UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED

Passed 20th March 1980

At the Nineteenth Annual General Meeting of the members of the above named Company duly convened and held at Imperial House, 1, Grosvenor Place, London, SW1X 7HB on Thursday 20th March, 1980, the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company:-

RESOLUTIONS

(a) That the Memorandum of Association of the Company be altered by deleting therefrom wherever the same shall occur the expressions "Board of Governors" and "Governor" and by substituting therefor the expressions "Council of Management" and "Council Member" respectively and by deleting therefrom wherever the same shall occur the expression "member" and by substituting therefor the expression "Governor".

(b) That the regulations contained in the printed document submitted to this Meeting and for the purpose of identification subscribed by the Chairman hereof be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof.

22 APR 1980
12 MAY 1980
SS OFFICE COPY

(c) That consequent upon the adoption of the new Articles of Association of the Company all existing Council Members (including those re-elected at this Meeting) shall cease to hold that office but shall remain as Governors of the Company as defined therein.

(d) That a motion be made for the appointment of:-

Mr. F.J. Adams
Dr. D.V. Atterton
Mr. D.G. Badham
Mr. S.N. Barker
Sir Eric Berthoud
Miss Anne Dreydel
The Rt. Rev. W.L.S. Fleming
Mrs. Lola Hahn
Mrs. S.R. Hailey
Mr. S.G. Holliman
Mr. J.L. Lipscomb
Mr. E.R. Nixon
Sir John Partridge
Mr. M.C. Webb
Sir James Whitaker

as members of the Council of Management of the Company by a single resolution.

(e) That

Mr. F.J. Adams
Dr. D.V. Atterton
Mr. D.G. Badham
Mr. S.N. Barker
Sir Eric Bethoud
Miss Anne Dreydel
The Rt. Rev. W.L.S. Fleming
Mrs. Lola Hahn
Mr. S.R. Hailey
Mr. S.G. Holliman
Mr. J.L. Lipscomb
Mr. E.R. Nixon
Sir John Partridge
Mr. M.C. Webb
Sir James Whitaker

be hereby appointed members of the Council of Management of the Company.

Hon. Secretary.

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED

INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act, 1948.

"the Seal" means the common seal of the Company.

"Governors" means the members for the time being of the Company for the purposes of the Act.

"the Council Members" means the members for the time being of the Council of Management of the Company.

"the Council" means the Council of Management of the Company as a body or quorum of the Council Members at a meeting of the Council.

"secretary" means any person appointed to perform the duties of the secretary of the Company.

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Company.

REGISTRATION OFFICE 12 MAY 1980

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED

INTERPRETATION

1. In these Articles:-

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"secretary" means any person appointed to perform the duties of the secretary of the Company.

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REGISTRAR 12 MAY 1980 OFFICE

GOVERNORS

2. The number of Governors with which the Company proposes to be registered is unlimited.

3. The subscribers to the memorandum of association and such other persons as the Council shall admit to membership shall be Governors of the Company.

GENERAL MEETINGS

4. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Council shall appoint.

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.

6. The Council may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Council Members capable of acting to form a quorum, any Council Member or any two Governors of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

NOTICE OF GENERAL MEETINGS

7. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of

the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company, shall notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:-

(a) in the case of a meeting called as the annual general meeting, by all the Governors entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the Governors having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the Governors.

8. 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

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Council and auditors, the election of Council Members in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

10. No business shall be transacted at any general meeting unless a quorum of Governors is present at the time when the meeting proceeds to business; save as herein otherwise provided, three Governors present in person shall be a quorum.

11. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of Governors, 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 to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Governors present shall be a quorum.

12. The chairman, if any, of the Council shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Council Members present shall elect one of their number to be chairman of the meeting.

13. If at any meeting no Council Member is willing to act as chairman or if no Council Member is present within fifteen minutes after the time appointed for holding the meeting, the Governors present shall choose one of their number to be chairman of the meeting.

14. 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 the business left unfinished at the meeting from which the adjournment took place.

    When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

    (a) by the chairman; or

(b) by at least three Governors present in person or by proxy; or

(c) by any Governor or Governors present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Governors having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

16. Except as provided in article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

19. Subject to the provisions of the Act a resolution in writing signed by all the Governors for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF GOVERNORS

20. Every Governor shall have one vote.

21. A Governor of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

22. No Governor shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid.

23. On a poll votes may be given either personally or by proxy.

24. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Governor of the Company.

25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the Unied Kingdom as is specified for that purpose in the notice convening the meeting, 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, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument or proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED.

"I/WE
"of

"in the county of , being a Governor/
"Governors of the above named Company, hereby appoint
" of
"or failing him of
" as my/our proxy
"to vote for me/us on my/our behalf at the [annual or
"extraordinary, as the case may be] general meeting of
"the Company to be held on the day of
"19 , and at any adjournment thereof.

"Signed this day of 19 ."

27. Where it is desired to afford Governors an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED.

"I/WE
"of
"in the county of , being a Governor/Governors
"of the above named Company, hereby appoint
" of
"or failing him of
" as my/our
proxy
"to vote for me/us on my/our behalf at the [annual or
"extraordinary, as the case may be] general meeting of
"the Company to be held on the day of
"19 , and at any adjournment thereof.

"Signed this day of 19 .

"This form is to be used *in favour of / against the resolution.

"Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired."

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

29. 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 such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

30. Any corporation which is a Governor of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representive at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Governor of the Company.

COUNCIL OF MANAGEMENT

31. The Council Members shall be appointed from amongst the Governors. The number of Council Members shall not exceed fifteen nor be less than five.

32. The Council Members shall be entitled to be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or any committee of the Council of Management or general meetings of the Company or in connection with the business of the Company but shall not be entitled to any remuneration for their services as Council Members.

BORROWING POWERS

33. The Council 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 COUNCIL OF MANAGEMENT

34. The business of the Company shall be managed by the Council who may pay all expenses incurred in promoting

and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

35. The Council may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Council, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

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

37. The Council shall cause minutes to be made in books provided for the purpose:-

(a) of all appointments of officers made by the Council;

(b) of the names of the Council Members present at each meeting of the Council and of any committee of the Council;

(c) of all resolutions and proceedings at all meetings of the Company, and of the Council and of committees of the Council.

and every Council Member present at any meeting of the Council or committee of the Council shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF COUNCIL MEMBERS

38. The office of a Council Member shall be vacated if he:-

(a) without the consent of the Company in general meeting holds any office of profit under the Company; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes prohibited from being a director of any company by reason of any order made under Section 188 of the Act; or

(d) becomes of unsound mind; or

(e) resigns his office by notice in writing to the Company; or

(f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 199 of the Act.

A Council Member shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

Section 185 of the Act shall not apply to the Company and, accordingly no person shall be a Council Member or be required to vacate his office as a Council Member, by reason of his age.

ROTATION OF COUNCIL MEMBERS

39. At the first annual general meeting of the Company all the Council Members shall retire from office, and at the annual general meeting in every subsequent year one-third of the Council Members for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

40. the Council Members to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Council Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

41. A retiring Council Member shall be eligible for re-election.

42. The Company at the meeting at which a Council Member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Governor shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Council Member shall have been put to the meeting and lost.

43. No person other than a Council Member retiring at the meeting shall unless recommended by the Council be eligible for election to the office of a Council Member at any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a Governor duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

44. The Company may from time to time by ordinary resolution increase or reduce the number of Council Members, and may also determine in what rotation the increased or reduced number is to go out of office.

45. The Council shall have power at any time, and from time to time, to appoint any person to be a Council Member either to fill a casual vacancy or as an addition to the existing Council, but so that the total number of Council Members shall not at any time exceed the number fixed in accordance with these Articles. Any Council Member so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Council Members who are to retire by rotation at such meeting.

46. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any Council Member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Council Member. Such removal shall be without prejudice to any claim such Council Member may have for damages for breach of any contract of service between him and the Company.

47. the Company may by ordinary resolution appoint another person in place of a Council Member removed from office under the immediately preceding article. Without prejudice to the powers of the Council under Article 45 the Company in general meeting may appoint any person to be a Council Member either to fill a casual vacancy or as an additional Council Member. The person appointed to fill such vacancy shall be subject to retirement at the same time as if he had become a Council Member on the day on which the Council Member in whose place he is appointed was last elected a Council Member.

PROCEEDINGS OF COUNCIL OF MANAGEMENT

48. The Council Members may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any 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. A Council Member may, and the secretary on the requisition of a Council Member shall at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any Council Member for the time being absent from the United Kingdom.

49. The quorum necessary for the transaction of the business of the Council may be fixed by the Council Members and unless so fixed shall be two.

50. The continuing Council Members may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Company as the necessary quorum of Council Members the continuing Council Member or Council Members may act for the purpose of increasing the number of Council Members to that number, or of

summoning a general meeting of the Company, but for no other purpose.

51. The Council Members may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Council Members present may choose one of their number to be chairman of the meeting.

52. The Council Members may from time to time appoint committees consisting of such persons (whether Council Members or otherwise) as they think fit, and may delegate any of their powers to any such committee, and from time to time revoke any such delegation and discharge any such committee wholly or in part. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Council.

53. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Council Members present may choose one of their number to be chairman of the meeting.

54. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Council Members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

55. All acts done by any meeting of the Council or of a committee of the Council or by any person acting as a Council Member shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Council Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Council Member.

56. A resolution in writing, signed by all the Council Members for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

SECRETARY

57. The secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as it may think fit; and any secretary so appointed may be removed by it.

58. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Council Member and the secretary shall not be satisfied by its being done by or to the same person acting both as Council Member and as, or in place of, the secretary.

THE SEAL

59. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council Members or of a committee of the Council authorised by the Council Members in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Council Member and shall be countersigned by the secretary or by a second Council Member or by some other person appointed by the Council for the purpose.

ACCOUNTS

60. The Council shall cause proper books of account to be kept with respect to:-

    (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

    (b) all sales and purchases of goods by the Company; and

    (c) the assets and liabilities of the Company.

    Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

61. The books of account shall be kept at the registered office of the Company, or, subject to Section 147(3) of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection of the Council Members.

62. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Council Members. and no Member (not being a Council Member) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Council or by the Company in general meeting.

63. The Council shall from time to time in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

64. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every Governor of, and every holder of debentures of, the Company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

65. Auditors shall be appointed and their duties regulated in accordance with Section 159 to 162 of the Act.

NOTICES

66. A notice may be given by the Company to any Governor either personally or by sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

67. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(a) every Governor except those Governors who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them;

(b) every person being a legal personal representative or a trustee in bankruptcy of a Governor where the Governor but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

RONALD HUGH GRIERSON,
9/13 King William Street,
London, E.C.4.

Merchant Banker.

DESMOND JOHN HOARE,
Shepherds Well,
Frognal Way,
London, N.W.3.

Rear Admiral - Royal Navy.

LAWRENCE DARVELL,
Little Bounds,
Sevenoaks, Kent.

Ret'd R.A.F. Officer.

JAMES FRANCIS HARE,
35 Ovington Street,
London, S.W.3.

Major-General Ret'd.

RUDOLF HAHN,
Lexten House,
Middleton Cheney.

Company Director.

MICHAEL M. DENNY,
Admiral (Ret'd)
4 Mulberry House,
19 The Vale,
Chelsea, S.W.3.

Company Chairman.

KURT HAHN,
Brown's Hotel, W.1.

Ret'd Headmaster.

DATED the 13th day of October, 1960.

WITNESS to the above Signatures:-

J.V. RUTTER,
9-12 Cheapside,
London, E.C.2.

Managing Clerk with Messrs. Allen & Overy,
Solicitors.

No. 673076

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
WITHOUT A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

Passed 11th January, 1962

At the First Annual General Meeting of the Members of the above-named Company duly convened and held at Denmark House, 71/72 Piccadilly, London, W.1. on Thursday, 11th January, 1962 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the Articles of Association of the Company be altered by deleting therefrom Article 52 and substituting therefor the following new Article:-

"52. The Council may from time to time appoint committees consisting of such member or members of their body or otherwise as they think fit, and may delegate any of their powers to any such committee, and from time to time revoke any such delegation and discharge any such committee wholly or in part.

Any committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Council."

J.F. HARE

Secretary

No. 673076

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
WITHOUT A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

Passed 11th April 1962

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at Denmark House, 71/72 Piccadilly, London W.1. on Wednesday, 11th April, 1962 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the Articles of Association of the Company be altered by deleting therefrom Article 31 and substituting therefor the following new Article:-

"31. The number of members of the Council shall not exceed 50".

J.F. HARE

Secretary

No. 673076

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
WITHOUT A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

Passed 24th May, 1966

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at the Great Western Royal Hotel, Paddington, London W.2. on Tuesday, 24th May 1966 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the Articles of Association of the Company be altered by deleting therefrom Article 31 and substituting therefor the following new Article:-

"31. The number of members of the Council shall not exceed 60".

J.M. SWAINSON

Secretary

No. 673076

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

Passed the 12th March, 1969

At the Eighth Annual General Meeting of the above-named Company duly convened and held at 36 Queen Anne's Gate, London S.W.1. on Wednesday 12th March, 1969, the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

"That the Memorandum and Articles of Association of the Company be altered by deleting therefrom the word 'Council' wherever the same shall occur and by substituting therefor the word 'Commission'."

J.M. SWAINSON

Secretary

No. 673076

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

ATLANTIC COLLEGE (UNITED KINGDOM) LIMITED

Passed the 16th April, 1969

At the Extraordinary General Meeting of the above Company called for 9.30 a.m. on Wednesday 16th April, 1969, at St. Donat's Castle, Llantwit Major, the following Resolution was duly passed as a Special Resolution of the Company:-

"That the name of the Company be changed to The United World Colleges (U.K.) Limited".

J.M. SWAINSON

Secretary

No. 673076

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
WITHOUT A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

THE UNITED WORLD COLLEGES (U.K.) LIMITED

Passed 24th May, 1972

At the Eleventh Annual General Meeting of the Members of the above-named Company duly convened and held at Great Western Royal Hotel, Paddington, London on Wednesday 24th May, 1972 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the Articles of Association of the Company be altered by:-

(a) deleting the existing sub-paragraph (f) of Article 38 and re-lettering sub-paragraph (g) as sub-paragraph (f); and

(b) adding the following new paragraph at the end of Article 38:-

"Section 185 of the Act shall not apply to the Company and, accordingly, no person shall be debarred from being a Member of the Commission, or be required to vacate his office as such a Member, by reason of his age."

J.M. SWAINSON

Secretary

No. 673076

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS

- of -

THE UNITED WORLD COLLEGES (U.K.) LIMITED

Passed the first day of November, 1974

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 36 Queen Anne's Gate, London S.W.1. on 1st November, 1974 the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company:-

RESOLUTIONS

1. "That the Memorandum and Articles of Association of the Company be altered by deleting therefrom wherever the same shall occur the expressions "Commission" and "member of the Commission" and by substituting therefor the expressions "Board of Governors" and "Governor" respectively."

2. "That the name of the Company be changed to UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED."

R. CORNELIUS

Secretary

No. 673076

THE COMPANIES ACTS, 1948 - 1976

COMPANY LIMITED BY GUARANTEE
WITHOUT A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED

Passed 20th March 1980

At the Nineteenth Annual General Meeting of the members of the above named Company duly convened and held at Imperial House, 1, Grosvenor Place, London SW1X 7HB on Thursday 20th March, 1980, the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company:-

RESOLUTIONS

(a) That the Memorandum of Association of the Company be altered by deleting therefrom wherever the same shall occur the expression "Board of Governors" and "Governor" and by substituting therefor the expressions "Council of Management" and "Council Member" respectively and by deleting therefrom wherever the same shall occur the expression "member" and by substituting therefor the expression "Governor".

(b) That the regulations contained in the printed document submitted to this Meeting and for the purpose of identification subscribed by the Chairman hereof be and

the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof.

(c) That consequent upon the adoption of the new Articles of Association of the Company all existing Council Members (including those re-elected at this Meeting) shall cease to hold that office but shall remain as Governors of the Company as defined therein.

(d) That a motion be made for the appointment of:-

Mr. F.J. Adams
Dr. D.V. Atterton
Mr. D.G. Badham
Mr. S.N. Barker
Sir Eric Berthoud
Miss Anne Dreydel
The Rt. Rev. W.L.S. Fleming
Mrs. Lola Hahn
Mrs. S.R. Hailey
Mr. S.G. Holliman
Mr. J.L. Lipscomb
Mr. E.R. Nixon
Sir John Partridge
Mr. M.C. Webb
Sir James Whitaker

as members of the Council of Management of the Company by a single resolution.

(e) That

Mr. F.J. Adams
Dr. D.V. Atterton
Mr. D.G. Badham
Mr. S.N. Barker
Sir Eric Bethoud
Miss Anne Dreydel
The Rt. Rev. W.L.S. Fleming
Mrs. Lola Hahn
Mr. S.R. Hailey
Mr. S.G. Holliman
Mr. J.L. Lipscomb
Mr. E.R. Nixon

Sir John Partridge
Mr. M.C. Webb
Sir James Whitaker

be hereby appointed members of the Council of Management of the Company.

R. Cornelius

SECRETARY

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

M E M O R A N D U M

- and -

ARTICLES OF ASSOCIATION

(Incorporating all amendments up to the twentieth day of March, 1980)

- of -

UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED

Incorporated the twentieth day of October, 1960

Allen & Overy,
9, Cheapside,
London,
EC2V 6AD

No. 673076

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

of

UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED

(passed on 26th February 1990)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Over-Seas House, Park Place, St. James Street, London SW1A 1LR on 26th February 1990 the following Resolutions were duly passed as Special Resolutions of the Company :-

RESOLUTIONS

1. That the Memorandum of Association of the Company be altered by deleting therefrom wherever the same shall occur the expressions "Council of Management" and "Council Member" and by substituting therefor the expressions "Governing Body" and "Governor" respectively and by deleting therefrom wherever the same shall occur the expressions "Governor" and "Governors" and by substituting therefor the expressions "Member" and "Members" respectively.

2. That the regulations contained in the printed document submitted to the Meeting and for the purposes of identification subscribed by the Chairman thereof are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of the Company.

COMPANIES HOUSE
RECEIVED
LONDON
16 MAR 1990
CARDIFF
19 MAR 1990

M.C. Webb
Chairman

4

No. 673076

THE COMPANIES ACTS 1948 TO 1985

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

(Incorporating all amendments up to the twenty-sixth day of February, 1990)

OF

UNITED WORLD COLLEGE OF THE ATLANTIC

Incorporated the Twentieth day of October, 1960

COMPANIES HOUSE
RECEIVED
LONDON
16 MAR 1990
CARDIFF
19 MAR 1990

ALLEN & OVERY
9 Cheapside,
London, EC2V 6AD.

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THE COMPANIES ACTS 1948 TO 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED

1. The name of the Company (hereinafter called "the Company") is "UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED"*.

2. The Registered Office of the Company will be situate in England.

3. (a) The object for which the Company is established is the advancement of education and learning and in particular the education of youth in leadership, loyalty, responsibility and respect for and understanding of human dignity life and rights and for that purpose to own and operate educational establishments and facilities.

(b) Without prejudice to the generality of the foregoing, the Company may in carrying out the said objects:-

(i) Purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and construct, maintain and alter any building or erections.

(ii) Pay or provide for scholarships prizes and other awards.

(iii) Borrow or raise money upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Company or by mortgage or charge on all or any part of the property of the Company.

*NOTE: The Company was incorporated with the name "Atlantic College (United Kingdom) Limited". The present name was adopted by special resolution on the 1st November, 1974.

COMPANIES HOUSE
RECEIVED
19 MAR 1990

funds any object or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction or condition which if an object of the Company would make it a Trade Union. Provided also that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, 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 Governing Body of the Company shall be chargeable for such property as 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 as such Governing Body 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, the Charity Commissioners or the Minister of Education over such Governing Body, 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. In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 the Members of the Company.

8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force, shall be open to the inspection of the Members. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

RONALD HUGH GRIERSON,
9/13, King William Street,
London, E.C.4.

Merchant Banker.

DESMOND JOHN HOARE,
Shepherds Well,
Frognal Way,
London, N.W.3.

Rear Admiral - Royal Navy

LAWRENCE DARVELL,
Little Bounds,
Sevenoaks, Kent.

Ret'd R.A.F. Officer.

RUDOLF HAHN,
Lexten House,
Middleton Cheney,

Company Director.

MICHAEL M. DENNY,
(Admiral (Ret'd)
4, Mulberry House,
19, The Vale,
Chelsea, SW3

Company Chairman

KURT HAHN,
Brown's Hotel, W.1.

Ret'd Headmaster.

THE COMPANIES ACTS 1948 TO 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED

INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act, 1985.

"the Seal" means the common seal of the Company.

"Members" means the Members of the General Council, being members for the time being of the Company for the purposes of the Act.

"the Governors" means the members for the time being of the Governing Body of the Company.

"the Governing Body" means the Governing Body of the Company as a body or quorum of the Governors at a meeting of the Governing Body.

"secretary" means any person appointed to perform the duties of the secretary of the Company.

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Company.

COMPANIES HOUSE
RECEIVED
LONDON GAZETTE
19 MAR 1990
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THE COMPANIES ACTS 1948 TO 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED

1. The name of the Company (hereinafter called "the Company") is "UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED"*.

2. The Registered Office of the Company will be situate in England.

3. (a) The object for which the Company is established is the advancement of education and learning and in particular the education of youth in leadership, loyalty, responsibility and respect for and understanding of human dignity life and rights and for that purpose to own and operate educational establishments and facilities.

(b) Without prejudice to the generality of the foregoing, the Company may in carrying out the said objects:-

(i) Purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and construct, maintain and alter any building or erections.

(ii) Pay or provide for scholarships prizes and other awards.

(iii) Borrow or raise money upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Company or by mortgage or charge of all or any part of the property of the Company.

*NOTE: The Company was incorporated with the name "Atlantic College (United Kingdom) Limited". The present name was adopted by special resolution on the 1st November, 1974.

COMPANIES HOUSE
RECEIVED
19 MAR 1990

(iv) Invest any moneys of the Company, not immediately required in such manner or on such security as may from time to time be determined.

(v) Prepare, edit, print, publish, issue, acquire and circulate or distribute books, papers, periodicals and other literary materials and films and mechanical and other models and equipment and establish, form and maintain exhibitions, libraries, museums and collections and displays of literature, statistics, exhibits and information relating to education in all its branches but only for pursuing the educational and charitable work of the Company.

(vi) Grant pensions or gratuities to any person or persons who may be or have been officers or servants in any capacity of the Company or the relations, connections or dependants of any such persons, and make payments towards insurance in respect of such persons or their relations, connections or dependants, and subscribe or guarantee money for charitable objects.

(vii) Establish, maintain, control and manage branches of the Company in the United Kingdom and elsewhere as may seem expedient, and from time to time determine the constitution, rights, privileges, obligations and duties of such branches, and when thought fit, dissolve and modify the same.

(viii) Sell, let, manage, lease, dispose of, or turn to account all or any of the property or assets of the Company.

(ix) Pay all expenses, preliminary or incidental to the formation of the Company and its registration.

(x) Do all such other lawful and charitable things for the purposes of attaining the above objects or any of them. Provided that the Company shall not support with its

funds any object or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction or condition which if an object of the Company would make it a Trade Union. Provided also that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, 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 Governing Body of the Company shall be chargeable for such property as 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 as such Governing Body 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, the Charity Commissioners or the Minister of Education over such Governing Body, 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. In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 the Members of the Company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company or to any Member of the Company, in return for any service actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding 6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Company; but so that no Governor of the Company shall be appointed to any salaried office of the Company, or any office of the Company paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the Company to any Governor except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised, or let to the Company, provided that the provision last aforesaid shall not apply to any payment to any company of which a Governor may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such Governor shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the Members is limited.

6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Company 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, such amount as may be required not exceeding £1.

7. 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 institution or institutions, having educational objects and which shall prohibit the distribution of its or their income and property amongst its or their members 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 if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force, shall be open to the inspection of the Members. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

RONALD HUGH GRIERSON,
9/13, King William Street,
London, E.C.4.

Merchant Banker.

DESMOND JOHN HOARE,
Shepherds Well,
Frognal Way,
London, N.W.3.

Rear Admiral - Royal Navy

LAWRENCE DARVELL,
Little Bounds,
Sevenoaks, Kent.

Ret'd R.A.F. Officer.

RUDOLF HAHN,
Lexten House,
Middleton Cheney,

Company Director.

MICHAEL M. DENNY,
(Admiral (Ret'd)
4, Mulberry House,
19, The Vale,
Chelsea, SW3

Company Chairman

KURT HAHN,
Brown's Hotel, W.1.

Ret'd Headmaster.

J.F. HARE,
35, Ovington Street,
London, S.W.3.

Major-General (Ret'd)

DATED the 13th day of October, 1960.

WITNESS to the above Signatures:-

J.V. RUTTER,
9-12, Cheapside,
London, E.C.2.

Managing Clerk with Messrs. Allen & Overy,
Solicitors.

THE COMPANIES ACTS 1948 TO 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED

INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act, 1985.

"the Seal" means the common seal of the Company.

"Members" means the Members of the General Council, being members for the time being of the Company for the purposes of the Act.

"the Governors" means the members for the time being of the Governing Body of the Company.

"the Governing Body" means the Governing Body of the Company as a body or quorum of the Governors at a meeting of the Governing Body.

"secretary" means any person appointed to perform the duties of the secretary of the Company.

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Company.

COMPANIES HOUSE
RECEIVED
LONDON CENTRE
19 MAR 1990
4

MEMBERS OF THE GENERAL COUNCIL

2. The number of Members with which the Company proposes to be registered is unlimited.

3. The subscribers to the memorandum of association and such other persons as the Governing Body shall admit to membership shall be Members of the Company.

GENERAL MEETINGS

4. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Governing Body shall appoint.

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.

6. The Governing Body may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Governors capable of acting to form a quorum, any Governor or any two Members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governing Body.

NOTICE OF GENERAL MEETINGS

7. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of

the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company, shall notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:-

(a) in the case of a meeting called as the annual general meeting, by all the Members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the Members.

8. 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

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Governing Body and auditors, the election of Governors in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

10. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three Members present in person shall be a quorum.

11. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon 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 to such other day and at such other time and place as the Governing Body may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

12. The chairman, if any, of the Governing Body shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Governors present shall elect one of their number to be chairman of the meeting.

13. If at any meeting no Governor is willing to act as chairman or if no Governor is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chairman of the meeting.

14. 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 the business left unfinished at the meeting from which the adjournment took place.

    When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

    (a) by the chairman; or

    (b) by at least three Members present in person or by proxy; or

(c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

16. Except as provided in article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

19. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

20. Every Member shall have one vote.

21. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

22. No Member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid.

23. On a poll votes may be given either personally or by proxy.

24. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Company.

25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, 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, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument or proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED.

"I/WE
"of
"in the county of
"Members of the above named Company, being a Member/
"of
"or failing him
"of
"to vote for me/us on my/our behalf at the [annual or
"extraordinary, as the case may be] general meeting of
as my/our proxy

"the Company to be held on the day of
"19 , and at any adjournment thereof.

"Signed this day of 19 ."

27. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED.

"I/WE
"of
"in the county of , being a Member/
"Members of the above named Company, hereby appoint
" of
"or failing him of
"as my/our proxy to vote for me/us on my/our behalf at
"the [annual or extraordinary, as the case may be]
"general meeting of the Company to be held on the
"day of 19 and at any adjournment thereof.

"Signed this day of 19 .

"This form is to be used *in favour of / against the resolution.

"Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired."

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

29. 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 such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

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

GOVERNING BODY

31. The Governors shall be appointed from amongst the Members. The number of Governors shall not exceed twenty nor be less than five.

32. The Governors shall be entitled to be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Governing Body or any committee of the Governing Body or general meetings of the Company or in connection with the business of the Company but shall not be entitled to any remuneration for their services as Governors.

BORROWING POWERS

33. The Governing Body 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 GOVERNING BODY

34. The business of the Company shall be managed by the Governing Body who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company

in general meeting shall invalidate any prior act of the Governing Body which would have been valid if that regulation had not been made.

35. The Governing Body may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Governing Body, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Governing Body under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Governing Body may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

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

37. The Governing Body shall cause minutes to be made in books provided for the purpose:-

(a) of all appointments of officers made by the Governing Body;

(b) of the names of the Governors present at each meeting of the Governing Body and of any committee of the Governing Body;

(c) of all resolutions and proceedings at all meetings of the Company, and of the Governing Body and of committees of the Governing Body,

and every Governor present at any meeting of the Governing Body or committee of the Governing Body shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF GOVERNORS

38. The office of a Governor shall be vacated if he:-
(a) without the consent of the Company in general

meeting holds any office of profit under the Company; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes prohibited from being a director of any company by reason of any order made under any section of the Company Directors Disqualification Act 1986; or

(d) becomes of unsound mind; or

(e) resigns his office by notice in writing to the Company; or

(f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 199 of the Act.

A Governor shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

Section 185 of the Act shall not apply to the Company and, accordingly no person shall be a Governor or be required to vacate his office as a Governor, by reason of his age.

ROTATION OF GOVERNORS

39. At the first annual general meeting of the Company all the Governors shall retire from office, and at the annual general meeting in every subsequent year one-fifth of the Governors for the time being, or, if their number is not five or a multiple of five, then the number nearest one-fifth, shall retire from office.

40. The Governors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Governors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

41. A retiring Governor shall be eligible for re-election.

42. The Company at the meeting at which a Governor retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring

Governor shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Governor shall have been put to the meeting and lost.

43. No person other than a Governor retiring at the meeting shall unless recommended by the Governing Body be eligible for election to the office of a Governor at any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

44. The Company may from time to time by ordinary resolution increase or reduce the number of Governors, and may also determine in what rotation the increased or reduced number is to go out of office.

45. The Governing Body shall have power at any time, and from time to time, to appoint any person to be a Governor either to fill a casual vacancy or as an addition to the existing Governing Body, but so that the total number of Governors shall not at any time exceed the number fixed in accordance with these Articles. Any Governor so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Governors who are to retire by rotation at such meeting.

46. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any Governor before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Governor. Such removal shall be without prejudice to any claim such Governor may have for damages for breach of any contract of service between him and the Company.

47. The Company may by ordinary resolution appoint another person in place of a Governor removed from office under the immediately preceding article. Without prejudice to the powers of the Governing Body under Article 45 the Company in general meeting may appoint any person to be a Governor either to fill a casual vacancy or as an additional Governor. The person appointed to fill such vacancy shall be subject to retirement at the same time as if he had become a Governor on the day on which the Governor in whose place he is appointed was last elected a Governor.

PROCEEDINGS OF GOVERNING BODY

48. The Governors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any 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. A Governor may, and the secretary on the requisition of a Governor shall at any time summon a meeting of the Governing Body. It shall not be necessary to give notice of a meeting of the Governing Body to any Governor for the time being absent from the United Kingdom.

49. The quorum necessary for the transaction of the business of the Governing Body may be fixed by the Governors and unless so fixed shall be two.

50. The continuing Governors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Company as the necessary quorum of Governors the continuing Governor or Governors may act for the purpose of increasing the number of Governors to that number, or of summoning a general meeting of the Company, but for no other purpose.

51. The Governors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Governors present may choose one of their number to be chairman of the meeting.

52. The Governors may from time to time appoint committees consisting of such persons (whether Governors or otherwise) as they think fit, and may delegate any of their powers to any such committee, and from time to time revoke any such delegation and discharge any such committee wholly or in part. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Governing Body.

53. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Governors present may choose one of their number to be chairman of the meeting.

54. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Governors present, and in the case of an equality of votes the chairman shall have a second or casting vote.

55. All acts done by any meeting of the Governing Body or of a committee of the Governing Body or by any person acting as a Governor shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Governor or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Governor.

56. A resolution in writing, signed by all the Governors for the time being entitled to receive notice of a meeting of the Governing Body, shall be as valid and effectual as if it had been passed at a meeting of the Governing Body duly convened and held.

SECRETARY

57. The secretary shall be appointed by the Governing Body for such term, at such remuneration and upon such conditions as it may think fit; and any secretary so appointed may be removed by it.

58. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Governor and the secretary shall not be satisfied by its being done by or to the same person acting both as Governor and as, or in place of, the secretary.

THE SEAL

59. The Governing Body shall provide for the safe custody of the seal, which shall only be used by the authority of the Governors or of a committee of the Governing Body authorised by the Governors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Governor and shall be countersigned by the secretary or by a second Governor or by some other person appointed by the Governing Body for the purpose.

ACCOUNTS

60. The Governing Body shall cause proper books of account to be kept with respect to:-

    (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

    (b) all sales and purchases of goods by the Company; and

    (c) the assets and liabilities of the Company.

    Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

61. The books of account shall be kept at the registered office of the Company, or at such other place or places as the Governing Body thinks fit, and shall always be open to the inspection of the Governors.

62. The Governing Body shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Governors, and no Member (not being a Governor) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Governing Body or by the Company in general meeting.

63. The Governing Body shall from time to time in accordance with Sections 229, 235, 239, 245, 261(2) and 736 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

64. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every Member of, and every holder of debentures of, the Company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

65. Auditors shall be appointed and their duties regulated in accordance with Section 389 of the Act.

NOTICES

66. A notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

67. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

    (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them;

(b) every person being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

RONALD HUGH GRIERSON,
9/13 King William Street,
London, E.C.4.

Merchant Banker.

DESMOND JOHN HOARE,
Shepherds Well,
Frognal Way,
London, N.W.3.

Rear Admiral - Royal Navy.

LAWRENCE DARVELL,
Little Bounds,
Sevenoaks, Kent.

Ret'd R.A.F. Officer.

JAMES FRANCIS HARE,
35 Ovington Street,
London, S.W.3.

Major-General Ret'd.

RUDOLF HAHN,
Lexten House,
Middleton Cheney.

Company Director.

MICHAEL M. DENNY,
Admiral (Ret'd)
4 Mulberry House,
19 The Vale,
Chelsea, S.W.3.

Company Chairman.

KURT HAHN,
Brown's Hotel, W.1.

Ret'd Headmaster.

DATED the 13th day of October, 1960.

WITNESS to the above Signatures:-

J.V. RUTTER,.
9-12 Cheapside,
London, E.C.2.

Managing Clerk with Messrs. Allen & Overy, Solicitors.