

Company No: 00673076

**The Companies Act 1985
COMPANY LIMITED BY GUARANTEE**

WRITTEN RESOLUTIONS

of

UNITED WORLD COLLEGE OF THE ATLANTIC LIMITED

("the Company")

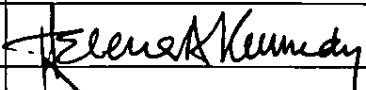

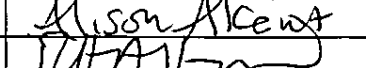
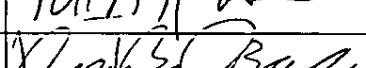

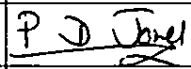

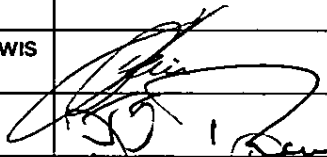

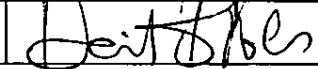
(Passed pursuant to section 381A of the Companies Act 1985)

WE, the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company, HEREBY RESOLVE as follows:

RESOLUTIONS

- 1 That, with effect from the passing of this resolution, the Articles of Association annexed hereto be adopted as the new Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company
- 2 That, with effect from the passing of this resolution, the Memorandum of Association annexed hereto be adopted as the new Memorandum of Association of the Company in substitution for and to the exclusion of the existing Memorandum of Association of the Company



Name of Member	Signature	Date of Signature
Baroness Helena Kennedy		12. vi. 2007
Miss Jill Longson		
Mrs Alison Akant		June 12, 2007
Mr Richard Alford		June 12 2007
Mr Hakeem Belo-Osagie		
Mr Paul Crane		
Mr Peter Jones		12/June/2007
Mr George Kitching		
Mr John Nickson		12.06.07
Mr David Ross		
Mrs Deborah Stewart-Lewis		12.6.07
Prof Jeffrey Thompson		12. vi. 07
Mr David Vokes		12/6/07

Attachments.

Memorandum of Association
Articles of Association

Name of Member	Signature	Date of Signature
Baroness Helena Kennedy		
Miss Jill Longson		
Mrs Alison Akant		
Mr Richard Alford		
Mr Hakeem Belo-Osagie		
Mr Paul Crane	<i>Paul Crane</i>	<i>15 June 2007</i>
Mr Peter Jones		
Mr George Kitching		
Mr John Nickson		
Mr David Ross		
Mrs Deborah Stewart-Lewis		
Prof Jeffrey Thompson		
Mr David Vokes		

Attachments

Memorandum of Association
Articles of Association

Name of Member	Signature	Date of Signature
Baroness Helena Kennedy		
Miss Jill Longson		
Mrs Alison Akant		
Mr Richard Alford		
Mr Hakeem Belo-Osagie		
Mr Paul Crane		
Mr Peter Jones		
Mr George Kitching	<i>George Kitching</i>	<i>July 1, 2007</i>
Mr John Nickson		
Mr David Ross		
Mrs Deborah Stewart-Lewis		
Prof Jeffrey Thompson		
Mr David Vokes		

Attachments

Memorandum of Association
Articles of Association

Name of Member	Signature	Date of Signature
Baroness Helena Kennedy		
Miss Jill Longson		
Mrs Alison Akant		
Mr Richard Alford		
Mr Hakeem Belo-Osagie		
Mr Paul Crane		
Mr Peter Jones		
Mr George Kitching		
Mr John Nickson		
Mr David Ross	<i>D Ross</i>	<i>Aug 3/07</i>
Mrs Deborah Stewart-Lewis		
Prof Jeffrey Thompson		
Mr David Vokes		

Attachments:

Memorandum of Association

Articles of Association

THE COMPANIES ACT 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. The objective includes the education of young people in environmental stewardship, service to others and global citizenship

(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

* 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

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 or successors, 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 Directors 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 Directors 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, 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 Director 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 Director 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 Director may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such Director 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 objects

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.

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 Advisory Council" means a consultative body set up in accordance with Article 70

"the Board" means the board of the Company as a body or quorum of the Directors at a meeting of the Board.

"the Chairman" means the Chairman of the Board of directors and of the Company until otherwise determined by the Board

"the Directors" means the members for the time being of the Board. The Directors are also Trustees of the Charity and Governors of the College

"the Initial Term" means the appointment of a Director for a term of 5 years.

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

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

"the 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 including by electronic means.

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 of which these articles become binding on the Company.

MEMBERS OF THE COMPANY

2. The number of Members with which the Company proposes to be registered shall be unlimited
3. The subscribers to the memorandum of association and such other persons as the Board 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 shall appoint.
- 5 All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meeting 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 Directors capable of acting to form a quorum, any Director 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.

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 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 and auditors, the election of Directors 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 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 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 Directors present shall elect one of their number to be chairman of the meeting

- 13 If at any meeting no Director is willing to act as chairman or if no Director 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 supported 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

"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.

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 -

"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.

* Strike out whichever is not desired."

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4 January 2007 pughpt

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

30. Any corporation which is a Member of the Company may by resolution of its directors or other Board 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

31. The number of Directors shall not exceed twenty nor be less than five.
32. The Directors 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 or any committee of the Board 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 Directors.

BORROWING POWERS

33. The Board 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

34. The business of the Company shall be managed by the Board who may pay all expenses incurred in promotion 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 which would have been valid if that regulation had not been made.
35. The Board 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, 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 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 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 shall from time to time by resolution determine.
37. The Board shall cause minutes to be made in books provided for the purpose -
- (a) of all appointments of officers made by the Board;
 - (b) of the names of the Directors present at each meeting of the Board and of any committee of the Board;
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Board and of committees of the Board.

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

DISQUALIFICATION OF DIRECTORS

38. The office of a Director 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 Director 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 DIRECTORS

39. Directors are appointed for the Initial Period with a possible re-election for a further 3 year period. Appointment for the Initial Period and subsequent extensions to the Initial Period are subject to review by the Nominations Committee, in conjunction with the Chairman, and ratification by the Board.
40. A Director who is elected either as Chairman, Vice Chairman or as a Committee Chairman will hold office for three years with an extension for a further three years (notwithstanding Article 41), subject to review by the Nominations Committee and ratification by the Board
41. Directors retiring at the end of their maximum term of office will be eligible for re-election after a period of one year.
42. The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director 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 Director shall have been put to the meeting and lost.
43. No person other than a Director retiring at the meeting shall unless recommended by the Board be eligible for election to the office of a Director 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 Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
45. The Board shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles Any Director 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 Directors 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 Director before the expiration of his period of office notwithstanding anything in these Articles or in

any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of services between him and the Company

47. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding article. Without prejudice to the powers of the Board under Article 45 the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.
48. Any Director may participate in a meeting of the Board by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

PROCEEDINGS OF BOARD

49. The Directors may meeting 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 Director may, and the secretary on the requisition of a Director shall at any time summon a meeting of the Board. Where a notice is sent by first class post, the notice shall be deemed to have been given at the expiration of 48 hours after the envelope containing the same is posted. Where a notice is sent by electronic communication, the notice shall be deemed to have been given at the expiration of 48 hours after the time of transmission. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from the United Kingdom
50. The quorum necessary for the transaction of the business of the Board may be fixed by the Directors and unless so fixed shall be three.
51. The continuing Directors 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 Directors the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose

52. The Directors 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 Directors present may chose one of their number to be chairman of the meeting
53. The Directors may from time to time appoint committees consisting of such persons (whether Directors 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.
54. 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 Directors present may choose one of their number to be chairman of the meeting
55. 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 Directors present, and in the case of an equality of votes the chairman shall have a second or casting vote.
56. All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director 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 Director.
57. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

SECRETARY

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

THE SEAL

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

ACCOUNTS

61. The Board 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.

62. The books of account shall be kept at the registered office of the Company, or at such other place or places as the Board thinks fit, and shall always be open to the inspection of the Directors.
63. The Board 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 Directors, and no Member (not being a Director) 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 or by the Company in general meeting.
64. The Board 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
65. 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 articles 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

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

NOTICES

67. 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. A notice communicated by immediate transmission (including by electronic communication) shall be deemed to have been given at the time it is transmitted to the person to whom it is addressed.
- 68 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

THE ADVISORY COUNCIL

69. The Board shall from time to time establish an Advisory Council (on such terms as they think fit) which shall consist of individuals and organisations identified and selected by the Board
- 69.1 The Board shall consult with the Advisory Council from time to time in respect of the activities of the Company
- 69.2 A member of the Advisory Council shall not have a right to vote at any meeting of the Company unless he/she is also a member of the Company.

69 3 The number of members of the Advisory Council shall be unlimited