

Statutory Declaration of compliance with requirements on application for registration of a company

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

For official use

Name of company

* SPECIAL OLYMPICS U.K.

* insert full
name of Company

1. ARTHUR MONTAGU SWINSON

of 10 NEW SQUARE, LINCOLN'S INN, LONDON WC2A 3QG.

† delete as appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†

[illegible]

~~Section 10(2)(a)~~ and that all the requirements of the above Act in respect of the registration of the above company and of matters precedent and incidental to it 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

Declared at 9 New Square
Lincoln Inn London WC2

Declarant to sign below

the 12th day of September

One thousand nine hundred and eighty eight
before me L. B. Smith

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Presenior's name address and
reference (if any):

PAYNE HICKS BEACH
10 NEW SQUARE
LINCOLN'S INN
LONDON WC2A 3QG

For official Use

New Companies Section

Post CONF

COMPANIES REGISTRATION

16 SEP 1988

OFFICE

COMPANIES FORM No. 30(5)(a)

Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

30 (5)(a)

Please do not
write in
this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

**Please complete
legibly, preferably
in black type, or
bold block lettering**

Note

**This declaration
should accompany
the application for
the registration of
the company**

*Insert full name
of company

For official use

Company number

Γ γ Υ γ Υ γ
 \vdots \vdots \vdots
 Γ γ Υ γ Υ γ

Name of company

* SPECIAL OLYMPICS U.K.

I, ARTHUR MONTAGU SWINSON

of 10 NEW SQUARE, LINCOLN'S INN, LONDON WC2A 3QG.

a [Solicitor engaged in the formation of the above-named company] [person named as director or

†Delete as appropriate

solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

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

Declared at 9 New Square

London W2

the 12th day of September

One thousand nine hundred and eighty eight

before me AB Anderson

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Declarant to sign below

Presentor's name, address and
reference (if any):

PAYNE HICKS BEACH
10 NEW SQUARE
LINCOLN'S INN
LONDON WC2A 3QG

For official use
Now Companies Section

Post room

COMPANIES REGISTRATION
16 SEP 1985
OFFICE



The Solicitors' Law Stationery Society plc, Gyeze House, 27 Crimscoth Street, London SE1 5TS

Companies G30(5)(a)1985 Edition
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**Statement of first directors
and secretary and intended
situation of registered office**

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

Please complete
legibly, preferably
in black type, or
bold black lettering

For official use

Name of company

* insert full name
of company

* SPECIAL OLYMPICS U.K.

The intended situation of the registered office of the company on incorporation is as stated below

SUFFOLK HOUSE	
GEORGE STREET	
CROYDON	
Postcode	CRO OYN

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

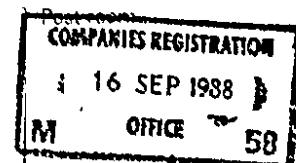
PAYNE HICKS BEACH	
10 NEW SQUARE	
LINCOLN'S INN	
LONDON	Postcode WC2A 3QG

Number of continuation sheets attached (see note 1)

Presentor's name address and
reference (if any):

PAYNE HICKS BEACH
10 NEW SQUARE
LINCOLN'S INN
LONDON WC2A 3QG

For official Use
General Section



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) NIGEL LAWRENCE COLNE		Business occupation	
Previous name(s) (note 3) NONE		Nationality	
Address (note 4) THE PALACE GATE HOUSE		BRITISH	
OLD RICHMOND PALACE, THE GREEN,		Date of birth (where applicable)	
RICHMOND, SURREY	Postcode	(note 6)	N/A
Other directorships † SEE ATTACHED LIST			
I consent to act as director of the company named on page 1			
Signature <i>Nigel Colne</i>		Date 12-9-88	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.


Name (note 3) RONALD HUGH JOHNSON		Business occupation	
Previous name(s) (note 3) NONE		Nationality	
Address (note 4) 59 WELLINGTON ROAD		BRITISH	
BUSH HILL PARK, ENFIELD, MIDDLESEX		Date of birth (where applicable)	
	Postcode EN1 2PH	(note 6)	N/A
Other directorships † SEE ATTACHED LIST			
I consent to act as director of the company named on page 1			
Signature <i>R. H. Johnson</i>		Date 12-9-88	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

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write in
this margin

Please complete
legibly, preferably
in black type, or
bold black lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7) ARTHUR MONTAGU SWINSON		
Previous name(s) (note 3) None		
Address (notes 4 & 7) 10 New Square, Lincoln's Inn, London		
Postcode		WC2A 3QG
I consent to act as secretary of the company named on page 1		
Signature		Date 12-9-88

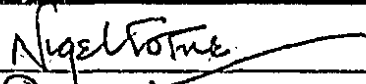
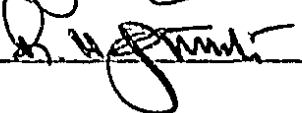
Name (notes 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
Postcode		
I consent to act as secretary of the company named on page 1		
Signature	Date	

delete if the form is
signed by the subscribers

Signature of agent on behalf of subscribers	Date
---	------

delete if the form is
signed by an agent on
behalf of the subscribers

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed 	Date 12-9-88
Signed 	Date 12-9-88
Signed	Date
Signed	Date
Signed	Date
Signed	Date

List of Mr. N.L. Colne's Directorships

Marks & Spencer Plc

Marks & Spencer Financial Services Limited

Non Executive Director of the London Board of the Halifax Building Society

9.9.88

List of Mr. R.H. Johnston's directorships:

E. & E. Kaye Ltd.

E. & E. Kaye Supplies Ltd.

Soro Products Ltd.

First Rung Ltd.

Enfield Enterprise Agency

THE COMPANIES ACT 1985

2301452

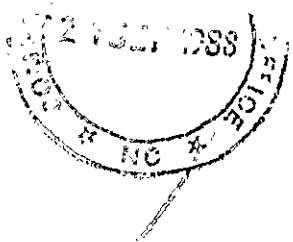


COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

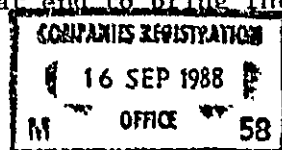
MEMORANDUM OF ASSOCIATION

- OF -

SPECIAL OLYMPICS UK



1. The name of the Company is SPECIAL OLYMPICS UK (hereinafter called "the Charity").
2. The registered office of the Charity will be situate in England.
3. The objects for which the Charity is established are :-
 - (1) To provide or assist in providing recreational facilities for mentally handicapped persons and in particular to organise, support and promote Olympic style games events and competitions for such persons who by reason of their infirmity have need of such facilities with the object of improving their conditions of life.
 - (2) To carry on the work and take over the assets and rights and assume the liabilities and responsibilities (if any) of an unincorporated association known as Special Olympics U.K. (formerly known as Special Opportunities for Leisure and Recreation).
 - (3) To involve volunteers of all ages and from all walks of life in promoting and organising Special Olympics at all levels.
 - (4) To promote participation of mentally handicapped people in ordinary, everyday recreational and sporting activities.
 - (5) To promote, enter into and organise co-operation with and between bodies and persons in the achievement of the above purposes or any of them, and to that end to bring into



C. Howe & Co
1000
002912

association and intercourse internationally, nationally and locally, any bodies and persons engaged in or about to engage in the furtherance of the above objects or any of them.

- (6) To promote the formation of any bodies or organisations and to assist, financially or otherwise, or enter into any arrangement with any bodies and persons in the furtherance of the above purposes or any of them, and particularly to render assistance either directly or indirectly or through other bodies or persons to government departments and public authorities and in the administration of statutes and orders relating to mental health and mental disorders and defects in such manner as such assistance may from time to time be requested by such government departments and authorities or as the Charity may deem advisable.
- (7) To improve and elevate the technical and general knowledge of the public or of any person or persons engaged in or about to engage in the furtherance of the above purposes or any of them, or in any employment in connection therewith and to this end, either alone or in conjunction with universities, schools or other educational establishments, to provide lectures, exhibitions, classes and conferences.
- (8) To carry on, assist or promote the establishment, support, provision and maintenance of clinics, schools, homes, hostels, places for observation or boarding out of patients, hospitals, institutions, workshops, training centres, employment centres, clubs, camps, libraries and other places in connection with the furtherance of the objects of the Charity or any of them and to provide services at or in connection with such places, either gratuitously or otherwise.
- (9) to procure and print, publish, issue and circulate, gratuitously or otherwise, reports or periodicals, books, pamphlets, leaflets, advertisements, appeals or other literature as are expedient in connection with the objects of the Charity or any of them.
- (10) To purchase, take on lease or in exchange, hire or otherwise acquire or deal with in any way whatsoever any real or personal property and any rights or privileges which the Charity may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the fulfilment of the objects of the Charity.
- (11) To furnish, add to, alter and equip, and subject to such consents as may be required by law, manage, develop, let, mortgage, or otherwise deal with all or any part of the property, rights and privileges of the Charity as may be

deemed expedient with a view to the furtherance of its objects.

- (12) To obtain, collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants or any other lawful method and to accept and to receive gifts of property of any description (whether subject to any special trusts or not) for or towards the objects of the Charity or any of them provided that the Charity shall not undertake any permanent trading activities in raising funds for the objects of the Charity.
- (13) To undertake or accept any obligations which may further the objects of the Charity, and to perform any services in connection with the objects of the Charity gratuitously or otherwise.
- (14) To invest the moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as the Charity shall decide.
- (15) Subject to such consents as may be required by law to borrow or raise money in such manner and upon such terms as the Charity shall think fit and to issue debentures or other securities, and for the purpose of securing any debt or other obligation of the Charity to mortgage or charge all or part of the property of the Charity.
- (16) To transfer or make over, with or without valuable consideration, any part of the property or assets of the Charity not required for the purposes for which it is formed to any charitable body.
- (17) To apply for, promote and obtain or join in applying for, promoting or obtaining any Act of Parliament, Provisional Order, Royal Charter or Licence of any authority necessary or desirable for the furtherance or realisation of any of the objects of the Charity and to take all such steps and proceedings and do all such acts and things, either alone or jointly with others, whether by opposing applications or proceedings or otherwise, as may seem necessary or expedient for that purpose.
- (18) To federate, amalgamate or affiliate with or subscribe to any charitable body whose objects are in general respects similar to the objects of the Charity, and to acquire and undertake all or any part of the assets, liabilities and engagements of any such other body.
- (19) To subscribe to any charities, and to grant donations for any public charitable purpose.

- (20) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other organisation, institution, society or body with which this Charity is authorised to amalgamate.
- (21) To do all or any of the above things as principals, agents, trustees or otherwise and by or through trustees, agents or otherwise and in any part of the world.
- (22) to do all such other lawful things as are necessary for the attainment of the above objects.
- (23) The above objects of the Charity shall extend to and include mentally handicapped adults as well as children so far as the inclusion of mentally handicapped adults shall further the better achievement of the Charity's objects.

And throughout this clause the word "body" includes where the context so admits any company, association, society, institution, public or private authority, Government Department, board or aggregate of persons whether incorporated and whether of a voluntary nature or otherwise.

Provided that :-

- (i) In case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Charity 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 Management or Governing Body of the Charity shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated.

4. The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in the 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 members of the Charity and no member of the Council shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity. Provided that nothing herein shall prevent any payment in good faith by the Charity :-

- (i) of reasonable and proper remuneration to any Member, officer or servant of the Charity not being a Member of the Council for any services rendered to the Charity;
- (ii) of reasonable and proper rent for premises demised or let by any Member of the Charity or Member of the Council;
- (iii) to any Member of the Council of reasonable and proper out-of-pocket expenses;
- (iv) of interest on money lent by any Member of the Charity (or of the Council) at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Midland Bank Limited, London, or 3 per cent whichever is the greater;
- (v) of fees, remuneration or other benefit in money or money's worth to a company of which a Member of the Council may be a Member holding not more than 1/100th part of the capital of that company;

5. The liability of the Members is limited.

6. Every Member of the Charity undertakes to contribute to the assets of the Charity, in the event of the same 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 Charity 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 (One Pound).

7. If upon the winding up or dissolution of the Charity 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 Charity but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Charity, and which shall prohibit the distribution of its or their income and property to an extent at least as great as

(6)

is imposed on the Charity under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the Members of the Charity at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

(7)

WE, the several persons whose respective 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

NIGEL LAWRENCE COLNE
THE PALACE GATE HOUSE
OLD RICHMOND PALACE
THE GREEN
RICHMOND
SURREY

Nigel Colne

RONALD HUGH JOHNSTON
59 WELLINGTON ROAD
BUSH HILL PARK
ENFIELD
MIDDLESEX

R. H. Johnston

DATED 12 day of September 1986.

WITNESS to the above Signatures -

Elaine Ferguson

62 WINDMILL AVE
ST. ALBANS, HERTS

SECRETARY.

Joan M. Lopez
57 Medcalf Road
Enfield Lock
Herts. EN3 6HT

Secretary

THE COMPANIES ACT, 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- OF -

SPECIAL OLYMPICS UK

GENERAL

1. (1) In these Articles -

"the Act" means the Companies Act, 1985 and every modification or amendment or re-enactment thereof.

"the Charity" means Special Olympics UK.

"the Council" means the Council for the time being of the Charity.

"the Office" means the Registered Office of the Charity.

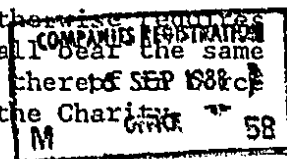
"the Secretary" means any person for the time being appointed by the Council to perform the duties of the Secretary of the Charity.

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

"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.

(2) Subject as aforesaid, unless the context otherwise requires words or expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modification thereof at the date at which these Articles become binding on the Charity.



(9)

2. The Charity may, subject to the provisions of its Memorandum of Association, make such charges for its services as the Charity shall from time to time determine.

OBJECTS

3. The Charity is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

4. The maximum number of persons (or partnerships) which it is contemplated shall be admitted initially to Membership is 3 but the Council shall have the discretion to increase or (without prejudice to rights of existing Members) to decrease that number.

5. (1) The subscribers to the memorandum of association and such other persons who are engaged or propose to assist or become engaged in the promotion of the Charity Objects as the Council shall admit to Membership shall be Members of the Charity.

(2) The Chairman for the time being of the Council shall be a Member of the Charity. As soon as possible after the election of a new Chairman of the Council the new Chairman shall sign an application in the form set out in Article 6(1) hereof. On delivery of such signed application to the Council the new Chairman shall forthwith be admitted to Membership of the Charity and the outgoing Chairman shall forthwith cease to be a Member of the Charity.

6. (1) Every application for Membership shall be in the following form, or in such other form as the Council shall from time to time prescribe :-

"To the Council of SPECIAL OLYMPICS UK

"I/We,

"of

"wishing to become a Member of SPECIAL OLYMPICS UK hereby
"apply to be admitted as a Member thereof, subject to the
"provisions of the Memorandum and Articles of Association
"thereof.

"Date

Signature".

(2) At the next meeting of the Council after the receipt of any application for Membership, such application shall be considered by the Council, who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Council give any reason for the rejection of an applicant. The Council shall have the power to refuse to renew a Membership without giving any reason therefor.

7. Any Member may resign from the Charity by giving notice in writing to the Council of his intention to resign and such resignation shall take effect automatically on the expiry of 3 months from the date on which such notice was received.

GENERAL MEETINGS

8. The Charity 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. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Charity and that of the next; provided that so long as the Charity 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. Each Annual General Meeting shall be held at such time and place as the Charity shall appoint.

9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

10. The Charity 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 the Act.

NOTICE OF GENERAL MEETINGS

11. An Annual General Meeting and a meeting called to pass a Special Resolution shall be called by 21 days' notice in writing at the least; any other General Meeting shall be called by 14 days' notice in writing at the least. The notice in every case 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 Charity in General Meeting, to such persons as are, under these Articles or under the Act,

(11)

entitled to receive such notices from the Charity;

Provided that a meeting of the Charity 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 95% of the total voting rights at that meeting of all the Members.

12. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. 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 the consideration of the accounts, balance sheets, and the reports of the Charity and of the Auditors, and the appointment, and the fixing of the remuneration, of the Auditors.

14. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, 2 Members or one-tenth of the membership, whichever shall be the greater, shall be a quorum.

15. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Charity 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.

16. The Chairman, if any, of the Council shall preside as Chairman at every General Meeting. If there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the meeting, or shall be unwilling to preside, the Members of the Council present shall elect one of their number to be Chairman of the meeting.

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

18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever 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.

19. 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 two Members present in person or by proxy, or (c) by Members present in person or by proxy 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 minute book of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

20. If a poll is duly demanded it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

23. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

24. 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 Charity duly convened and held.

VOTES OF MEMBERS AND PROXIES IN GENERAL MEETINGS

25. Every Member, shall be entitled to attend General Meetings and to have one vote each on all matters arising therefrom.

26. On a poll, votes may be given either personally or by proxy. A proxy need not be a Member of the Charity.

27. 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 in that behalf.

28. 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 Office not less than forty-eight hours before the time appointed for 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 twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

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 at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

30. An instrument appointing a proxy shall be in the following form or

as near thereto as circumstances admit :-

SPECIAL OLYMPICS UK

"I/We,
"of
"a Member of SPECIAL OLYMPICS UK
"hereby appoint
"of,
"and failing him,
"of,
"as my/our proxy to vote for me/us and on my/own behalf at
"the Annual, or Extraordinary, or Adjourned, (as the case
"may be) General Meeting of the Charity to be held on
"the
"and at every adjournment thereof.

"As witness my/our hand/seal this

19 ".

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

CORPORATIONS ACTING BY REPRESENTATIVES

31. Any corporation which is a Member of the Charity 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 Charity 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 Charity.

AFFILIATION

32. It is contemplated that there shall be a class of Affiliates of the Charity who shall not thereby be or become Members of the Charity for the purposes of the Companies Acts.

THE COUNCIL

33. The management of the Charity and its business shall be vested in a body of persons who shall be called the Council. The Members of the Council shall be regarded as Directors of the Charity, and shall be under no greater responsibility or subject to any stricter rules than Directors and Charity Trustees.

34. The number of Members of the Council shall be determined in writing by the Subscribers to the Memorandum of Association, The number shall be at least 2.

35. 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 additional Member of the Council, but so that the total number of Members of the Council shall not at any time exceed the maximum number fixed by or in accordance with these presents.

BORROWING POWERS

36. Subject to such consents as may be required by law the Council may exercise all the powers of the Charity 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 Charity or of any third party.

POWERS AND DUTIES OF THE COUNCIL

37. The affairs of the Charity shall be managed by the Council who may pay all expenses necessary for the promotion and registration of the Charity, and may exercise all such powers of the Charity, and do on behalf of the Charity all such acts, as are not by the Act or by these Articles required to be exercised or done by the Charity in General Meeting, subject nevertheless to the provisions of the Act and of these Articles and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Charity in General Meeting; but no regulation made by the Charity in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

38. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Charity, 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 resolve.

39. 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 Members of the Council present at each meeting of the Council;

- (c) of all resolutions and proceedings at all meetings of the Charity and of the Council;

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

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

40. The office of Council Member shall be vacated by any Council Member if he :-

- (a) dies or ceases to be a Member of the Charity;
- (b) has a receiving order made against him or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a Member of the Council by reason of any court order made under the Act; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Charity; or
- (f) is removed from office by a resolution duly passed under section 303 of the Act.

PROCEEDINGS OF THE COUNCIL

41. The Members of 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. Each Member of the Council shall have one vote. In the case of an equality of votes the Chairman shall have a second or casting vote.

42. 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 Council Member who is absent from the United Kingdom.

43. The quorum necessary for the transaction of the business of the Council shall be two or such higher number as may be fixed by the Council.

44. The Members of the Council may act notwithstanding any vacancy among them, but, if and so long as their number is reduced below the

number fixed by or pursuant to the articles of the Charity as the necessary quorum of the Council, the continuing Council may act for the purposes of increasing the number of Council Members to that number, of admitting persons to membership of the Charity and of summoning a General Meeting of the Charity, but for no other purpose.

45. The Council may from time to time 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 meeting, the Council Members present shall choose one of their number to be Chairman of the meeting.

46. The Council may appoint employees to administrative posts (who shall not be members of the Council) and such offices shall be held upon such terms and with such duties and at such remuneration (including superannuation) as the Council shall from time to time determine.

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

48. 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

49. Subject to the provisions of the Act the Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as (consistent with the provisions of clause 5 of the Memorandum of Association) the Council may think fit, and any Secretary so appointed may be removed by the Council. The Council may from time to time by resolution appoint an assistant or deputy Secretary, any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

50. The Council shall provide for the safe custody of the Seal, which

shall only be used by the authority of the Council 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

51. The Council shall cause accounting records to be kept in accordance with the Act.

52. The accounting books shall be kept at the Office, or subject to the provisions of the Act at such other place or places as the Council shall think fit, and shall always be open to the inspection of the Council.

53. 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 Charity or any of them shall be open to the inspection of Members not being a Member of the Council, and no Member (not being a Member of the Council) shall have any right to inspect any account or book or document of the Charity except as conferred by statute or authorised by the Council or by the Charity in General Meeting.

54. At the Annual General Meeting in every year the Council shall lay before the Charity a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Charity) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by the Act.

AUDIT

55. Once at least in every year the accounts of the Charity 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.

56. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

57. A notice may be given by the Charity or by the Secretary 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 Charity 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 48 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.

58. 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 Charity an address within the United Kingdom for the giving of notices to them;
- (b) every person being a Trustee in Bankruptcy of a Member where the Member but for his bankruptcy would be entitled to receive notice of meeting; and
- (c) the Auditor for the time being of the Charity.

No other person shall be entitled to receive notices of General Meetings.

59. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Charity shall have effect as if its provisions were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

NIGEL LAWRENCE COLNE
THE PALACE GATE HOUSE
OLD RICHMOND PALACE
THE GREEN
RICHMOND
SURREY

Nigel Colne

RONALD HUGH JOHNSTON
59 WELLINGTON ROAD
BUSH HILL PARK
ENFIELD
MIDDLESEX

R.H. Johnston

DATED 12 day of September 1988.

WITNESS to the above Signatures -

Jane Ferguson

62 WINDMILL AVE.
ST. ALBANS, HERTS

SECRETARY

Joan M. Lohr
57 Medcalf Road
Enfield Lock
Middlex. EN3 6HJ.

Secretary

FILE COPY



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

No. 2301452

I hereby certify that

SPECIAL OLYMPICS UK

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

Given under my hand at the Companies Registration Office,
Cardiff the 30 SEPTEMBER 1988

P. A. Rowley

MRS P. A. ROWLEY

an authorised officer

Company Number : 2301452

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

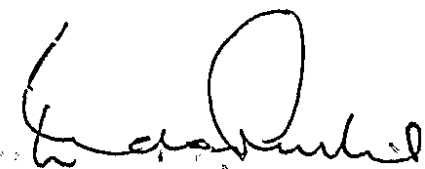
OF

SPECIAL OLYMPICS UK

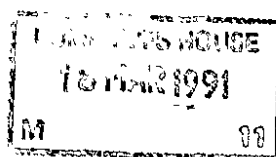
(Passed on the 29th day of September 1990)

At an Extraordinary General Meeting of the above-named Company ("the Charity") duly convened and held on the 29th day of September 1990 the following resolution was passed as a Special Resolution :-

THAT the regulations contained in the printed document submitted to the Meeting and for the purpose of identification initialled by the Chairman be and are hereby approved and adopted as the Articles of Association of the Charity in substitution for and to the exclusion of all existing Articles of Association.



.....
CHAIRMAN



MIN33D
SPE.2-3

No. of Company 2301452

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
and to which Section 30 Companies Act 1985
applies

MEMORANDUM AND NEW ARTICLES
OF ASSOCIATION OF

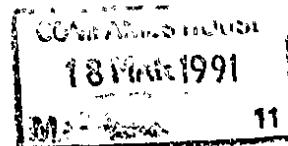
SPECIAL OLYMPICS UK

(Incorporated the 30th day of September 1988)

(Registered Charity No. 800329)

(Including all amendments at 29th September
1990)

PAYNE HICKS BEACH,
Solicitors,
10 New Square,
Lincoln's Inn,
London WC2A 3QG.



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- OF -

SPECIAL OLYMPICS UK

1. The name of the Company is SPECIAL OLYMPICS UK (hereinafter called "the Charity").
2. The registered office of the Charity will be situate in England.
3. The objects for which the Charity is established are :-
 - (1) To provide or assist in providing recreational facilities for mentally handicapped persons and in particular to organise, support and promote Olympic style games events and competitions for such persons who by reason of their infirmity have need of such facilities with the object of improving their conditions of life.
 - (2) To carry on the work and take over the assets and rights and assume the liabilities and responsibilities (if any) of an unincorporated association known as Special Olympics U.K. (formerly known as Special Opportunities for Leisure and Recreation).
 - (3) To involve volunteers of all ages and from all walks of life in promoting and organising Special Olympics at all levels.
 - (4) To promote participation of mentally handicapped people in ordinary, everyday recreational and sporting activities.
 - (5) To promote, enter into and organise co-operation with and between bodies and persons in the achievement of the above purposes or any of them, and to that end to bring into

deemed expedient with a view to the furtherance of its objects.

- (12) To obtain, collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants or any other lawful method and to accept and to receive gifts of property of any description (whether subject to any special trusts or not) for or towards the objects of the Charity or any of them provided that the Charity shall not undertake any permanent trading activities in raising funds for the objects of the Charity.
- (13) To undertake or accept any obligations which may further the objects of the Charity, and to perform any services in connection with the objects of the Charity gratuitously or otherwise.
- (14) To invest the moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as the Charity shall decide.
- (15) Subject to such consents as may be required by law to borrow or raise money in such manner and upon such terms as the Charity shall think fit and to issue debentures or other securities, and for the purpose of securing any debt or other obligation of the Charity to mortgage or charge all or part of the property of the Charity.
- (16) To transfer or make over, with or without valuable consideration, any part of the property or assets of the Charity not required for the purposes for which it is formed to any charitable body.
- (17) To apply for, promote and obtain or join in applying for, promoting or obtaining any Act of Parliament, Provisional Order, Royal Charter or Licence of any authority necessary or desirable for the furtherance or realisation of any of the objects of the Charity and to take all such steps and proceedings and do all such acts and things, either alone or jointly with others, whether by opposing applications or proceedings or otherwise, as may seem necessary or expedient for that purpose.
- (18) To federate, amalgamate or affiliate with or subscribe to any charitable body whose objects are in general respects similar to the objects of the Charity, and to acquire and undertake all or any part of the assets, liabilities and engagements of any such other body.
- (19) To subscribe to any charities, and to grant donations for any public charitable purpose.

4. The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in the 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 members of the Charity and no member of the Council shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity. Provided that nothing herein shall prevent any payment in good faith by the Charity :-

- (i) of reasonable and proper remuneration to any Member, officer or servant of the Charity not being a Member of the Council for any services rendered to the Charity;
- (ii) of reasonable and proper rent for premises demised or let by any Member of the Charity or Member of the Council;
- (iii) to any Member of the Council of reasonable and proper out-of-pocket expenses;
- (iv) of interest on money lent by any Member of the Charity (or of the Council) at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Midland Bank Limited, London, or 3 per cent whichever is the greater;
- (v) of fees, remuneration or other benefit in money or money's worth to a company of which a Member of the Council may be a Member holding not more than 1/100th part of the capital of that company;

5. The liability of the Members is limited.

6. Every Member of the Charity undertakes to contribute to the assets of the Charity, in the event of the same 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 Charity 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 (One Pound).

7. If upon the winding up or dissolution of the Charity 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 Charity but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Charity, and which shall prohibit the distribution of its or their income and property to an extent at least as great as

(7)

WE, the several persons whose respective 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
<p>NIGEL LAWRENCE COLNE</p> <p>The Palace Gate House Old Richmond Palace The Green Richmond Surrey</p> <p>RONALD HUGH JOHNSTON</p> <p>59 Wellington Road Bush Hill Park Enfield Middlesex</p>

DATED 1st day of September 1988.

WITNESS to the above Signatures -

ELAINE FERGUSON

62 Windmill Avenue
St. Albans,
Herts.

Secretary

JOAN M. LOBE

57 Medcalf Road
Enfield Lock
Middx. EN3 6HJ.

Secretary

No. of Company 2301452

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
and to which Section 30 Companies Act 1985
applies

MEMORANDUM AND NEW ARTICLES
OF ASSOCIATION OF

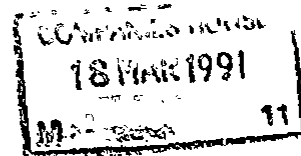
SPECIAL OLYMPICS UK

(Incorporated the 30th day of September 1988)

(Registered Charity No. 800329)

(Including all amendments at 29th September
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PAYNE HICKS BEACH,
Solicitors,
10 New Square,
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THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- OF -

SPECIAL OLYMPICS UK

1. The name of the Company is SPECIAL OLYMPICS UK (hereinafter called "the Charity").
2. The registered office of the Charity will be situate in England.
3. The objects for which the Charity is established are :-
 - (1) To provide or assist in providing recreational facilities for mentally handicapped persons and in particular to organise, support and promote Olympic style games events and competitions for such persons who by reason of their infirmity have need of such facilities with the object of improving their conditions of life.
 - (2) To carry on the work and take over the assets and rights and assume the liabilities and responsibilities (if any) of an unincorporated association known as Special Olympics U.K. (formerly known as Special Opportunities for Leisure and Recreation).
 - (3) To involve volunteers of all ages and from all walks of life in promoting and organising Special Olympics at all levels.
 - (4) To promote participation of mentally handicapped people in ordinary, everyday recreational and sporting activities.
 - (5) To promote, enter into and organise co-operation with and between bodies and persons in the achievement of the above purposes or any of them, and to that end to bring into

association and intercourse internationally, nationally and locally, any bodies and persons engaged in or about to engage in the furtherance of the above objects or any of them.

- (6) To promote the formation of any bodies or organisations and to assist, financially or otherwise, or enter into any arrangement with any bodies and persons in the furtherance of the above purposes or any of them, and particularly to render assistance either directly or indirectly or through other bodies or persons to government departments and public authorities and in the administration of statutes and orders relating to mental health and mental disorders and defects in such manner as such assistance may from time to time be requested by such government departments and authorities or as the Charity may deem advisable.
- (7) To improve and elevate the technical and general knowledge of the public or of any person or persons engaged in or about to engage in the furtherance of the above purposes or any of them, or in any employment in connection therewith and to this end, either alone or in conjunction with universities, schools or other educational establishments, to provide lectures, exhibitions, classes and conferences.
- (8) To carry on, assist or promote the establishment, support, provision and maintenance of clinics, schools, homes, hostels, places for observation or boarding out of patients, hospitals, institutions, workshops, training centres, employment centres, clubs, camps, libraries and other places in connection with the furtherance of the objects of the Charity or any of them and to provide services at or in connection with such places, either gratuitously or otherwise.
- (9) to procure and print, publish, issue and circulate, gratuitously or otherwise, reports or periodicals, books, pamphlets, leaflets, advertisements, appeals or other literature as are expedient in connection with the objects of the Charity or any of them.
- (10) To purchase, take on lease or in exchange, hire or otherwise acquire or deal with in any way whatsoever any real or personal property and any rights or privileges which the Charity may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the fulfilment of the objects of the Charity.
- (11) To furnish, add to, alter and equip, and subject to such consents as may be required by law, manage, develop, let, mortgage, or otherwise deal with all or any part of the property, rights and privileges of the Charity as may be

deemed expedient with a view to the furtherance of its objects.

- (12) To obtain, collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants or any other lawful method and to accept and to receive gifts of property of any description (whether subject to any special trusts or not) for or towards the objects of the Charity or any of them provided that the Charity shall not undertake any permanent trading activities in raising funds for the objects of the Charity.
- (13) To undertake or accept any obligations which may further the objects of the Charity, and to perform any services in connection with the objects of the Charity gratuitously or otherwise.
- (14) To invest the moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as the Charity shall decide.
- (15) Subject to such consents as may be required by law to borrow or raise money in such manner and upon such terms as the Charity shall think fit and to issue debentures or other securities, and for the purpose of securing any debt or other obligation of the Charity to mortgage or charge all or part of the property of the Charity.
- (16) To transfer or make over, with or without valuable consideration, any part of the property or assets of the Charity not required for the purposes for which it is formed to any charitable body.
- (17) To apply for, promote and obtain or join in applying for, promoting or obtaining any Act of Parliament, Provisional Order, Royal Charter or Licence of any authority necessary or desirable for the furtherance or realisation of any of the objects of the Charity and to take all such steps and proceedings and do all such acts and things, either alone or jointly with others, whether by opposing applications or proceedings or otherwise, as may seem necessary or expedient for that purpose.
- (18) To federate, amalgamate or affiliate with or subscribe to any charitable body whose objects are in general respects similar to the objects of the Charity, and to acquire and undertake all or any part of the assets, liabilities and engagements of any such other body.
- (19) To subscribe to any charities, and to grant donations for any public charitable purpose.

- (20) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other organisation, institution, society or body with which this Charity is authorised to amalgamate.
- (21) To do all or any of the above things as principals, agents, trustees or otherwise and by or through trustees, agents or otherwise and in any part of the world.
- (22) to do all such other lawful things as are necessary for the attainment of the above objects.
- (23) The above objects of the Charity shall extend to and include mentally handicapped adults as well as children so far as the inclusion of mentally handicapped adults shall further the better achievement of the Charity's objects.

And throughout this clause the word "body" includes where the context so admits any company, association, society, institution, public or private authority, Government Department, board or aggregate of persons whether incorporated and whether of a voluntary nature or otherwise.

Provided that :-

- (i) In case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Charity 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 Management or Governing Body of the Charity shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated.

4. The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in the 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 members of the Charity and no member of the Council shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity. Provided that nothing herein shall prevent any payment in good faith by the Charity :-

- (i) of reasonable and proper remuneration to any Member, officer or servant of the Charity not being a Member of the Council for any services rendered to the Charity;
- (ii) of reasonable and proper rent for premises demised or let by any Member of the Charity or Member of the Council;
- (iii) to any Member of the Council of reasonable and proper out-of-pocket expenses;
- (iv) of interest on money lent by any Member of the Charity (or of the Council) at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Midland Bank Limited, London, or 3 per cent whichever is the greater;
- (v) of fees, remuneration or other benefit in money or money's worth to a company of which a Member of the Council may be a Member holding not more than 1/100th part of the capital of that company;

5. The liability of the Members is limited.

6. Every Member of the Charity undertakes to contribute to the assets of the Charity, in the event of the same 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 Charity 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 (One Pound).

7. If upon the winding up or dissolution of the Charity 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 Charity but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Charity, and which shall prohibit the distribution of its or their income and property to an extent at least as great as

(6)

is imposed on the Charity under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the Members of the Charity at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

(7)

WE, the several persons whose respective 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
<p>NIGEL LAWRENCE COLNE</p> <p>The Palace Gate House Old Richmond Palace The Green Richmond Surrey</p> <p>RONALD HUGH JOHNSTON</p> <p>59 Wellington Road Bush Hill Park Enfield Middlesex</p>

DATED 1st day of September 1988.

WITNESS to the above Signatures -

ELAINI FERGUSON

62 Windmill Avenue
St. Albans,
Herts.

Secretary

JOAN M. LOBE

57 Medcalf Road
Enfield Lock
Middx. EN3 6HJ.

Secretary

THE COMPANIES ACTS, 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

N E W

ARTICLES OF ASSOCIATION

- OF -

SPECIAL OLYMPICS UK

(Adopted by Special Resolution passed on 29th September 1990)

GENERAL

1. (1) In these Articles -

"the Act" means the Companies Act, 1985 and every modification or amendment or re-enactment thereof.

"the Auditors" means the auditors for the time being of the Charity appointed in accordance with the provisions of the Act.

"the Charity" means Special Olympics UK.

"the Board" means the Board of Directors for the time being of the Charity.

"Group" means a body of persons, based in any part of the United Kingdom, the Channel Islands or the Isle of Man, who together provide all year physical training facilities for mentally handicapped individuals and who agree to abide by such rules and regulations as the NEC may from time to time prescribe in respect of such bodies of persons.

"Member" means a member for the time being of the Charity.

"the NEC" means the National Executive Committee of the Charity as constituted under Article 8.

"the Office" means the Registered Office of the Charity.

"Region" means each of the geographical regions of Great Britain as designated by the Sports Council of Great Britain and/or such regions as the NEC may from time to time prescribe.

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

"the Secretary" means any person for the time being appointed by the Board to perform the duties of the Secretary of the Charity.

"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.

(2) Subject as aforesaid, unless the context otherwise requires words or expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Charity.

(3) The Charity may, subject to the provisions of its Memorandum of Association, make such charges for its services as the Charity shall from time to time determine.

(4) The Charity is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

2. (1) There shall be no maximum number of persons who may be admitted to membership of the Charity.

(2) The Members shall comprise :

(a) individual representatives of each Group which shall be entitled to nominate and nominate replacements for Members on the following basis

Up to 50 persons in Group	- 1 Member
51 to 100 person in Group	- 2 Members
101 or more persons in Group	- 3 Members

(b) each member of the Board and

(c) each honorary officer of the Charity appointed in accordance with Article 5.

(10)

(3) If a person shall be a Member of the Charity in more than one capacity under Article 2(2) he shall nevertheless be deemed to be a single Member for the purposes of voting and otherwise.

(4) Every application for Membership shall be made in accordance with such regulations as the NEC may from time to time prescribe.

(5) At the next meeting of the NEC after the receipt of any application for Membership, such application shall be considered by the NEC, which shall thereupon determine upon the admission or rejection of the applicant. In no case shall the NEC be obliged to give any reason for the rejection of an applicant.

(6) A list of all Members shall be retained at the Office.

(7) Any Member may resign from the Charity by giving notice in writing to the Secretary at the Office of his intention to resign and such resignation shall take effect automatically on the expiry of three months from the date on which such notice was received or on such earlier date as may be agreed between the Secretary and the retiring Member.

(8) Each Group nominating one or more Members in accordance with Article 2(2)(a) shall as a condition of such Membership pay to the Charity such annual subscription as the NEC may from time to time prescribe and if none shall be prescribed in any year, the subscription payable in the previous year shall apply. Such subscriptions shall be payable on 1st April in each year and in the event of any Group failing to make payment by 30th June of that year, the Membership of the persons nominated by such Group shall lapse.

GENERAL MEETINGS

3. A. GENERAL

(1) The Charity shall in each year hold a General Meeting as its Annual General Meeting ("AGM") in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one AGM of the Charity and that of the next. Each AGM shall be held at such time and place as the Board after consultation with the NEC shall appoint.

(2) All General Meetings other than AGMs shall be called Extraordinary General Meetings ("EGM").

(3) The Board after consultation with the NEC may, whenever it

thinks fit, convene an EGM, and EGMs shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as is provided by the Act.

(4) An AGM and a meeting called to pass a Special Resolution shall be called by 21 days' notice in writing at the least; any other General Meeting shall be called by 14 days' notice in writing at the least. Notices of meetings shall be forwarded to each Member at his last known address. The notice in every case 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 Charity in General Meeting to such persons as are, under these Articles or under the Act, entitled to receive such notice from the Charity;

Provided that a meeting of the Charity 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 AGM, 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 95% of the total voting rights at that meeting of all the Members.

(5) The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate the proceedings at that meeting.

B. PROCEEDINGS

(1) All business shall be deemed special that is transacted at an EGM, and also all that is transacted at an AGM with the exception of the consideration of the accounts, balance sheets, and the reports of the Charity and of the Auditors, and the appointment, and the fixing of the remuneration, of the Auditors.

(2) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. A quorum shall be one tenth in number of the Members.

(3) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the

Charity 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.

(4) The Chairman, if any, of the Board shall preside as Chairman at every General Meeting. If there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the meeting, or shall be unwilling to preside, the Members of the Board present shall elect one of their number to be Chairman of the meeting.

(5) If at any meeting no member of the Board is willing to act as Chairman or, if no such member is present within fifteen minutes after the time appointed for the meeting, the Members present shall choose one of their number to be Chairman of the meeting.

(6) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever 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.

(7) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of voting cards held by Members present in person or by proxy 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 Members present in person or by proxy representing not less than one half of the total voting rights of all the Members. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of voting cards been carried, or carried unanimously or by a particular majority, or lost and an entry to that effect in the minute book of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

(8) If a poll is duly demanded it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

(9) No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

(10) In the case of an equality of votes, whether on a show of voting cards or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

(13)

(11) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

(12) The Chairman of a General Meeting shall have absolute control over the proceedings of the meeting and his decision on any procedural matter relating to the meeting shall be final.

(13) 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 Charity duly convened and held.

(14) General Meetings of the Charity shall be conducted in accordance with such standing orders as the NEC may prescribe from time to time save that in the event of any inconsistency between such standing orders and these Articles the latter shall prevail.

C. VOTES OF MEMBERS AND PROXIES

(1) Every Member shall be entitled to attend General Meetings and to have one vote each on all matters arising therefrom.

(2) On a show of voting cards and on a poll, votes may be given either personally or by proxy. A proxy need not be a Member of the Charity.

(3) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.

(4) An instrument appointing a proxy shall be in the following form or as near thereto as circumstances admit :-

SPECIAL OLYMPICS UK

"I
"of
"a Member of SPECIAL OLYMPICS UK
"hereby appoint
"of,
"and failing him,
"of,
"as my proxy to vote for me and on my behalf at
"the Annual, or Extraordinary, or Adjourned, (as the case
"may be) General Meeting of the Charity to be held on
"the
"and at every adjournment thereof.

"As witness my hand this

19 ".

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

(5) A proxy for a Member nominated by a Group shall be appointed from the Region in which the Group is located.

(6) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited at the Office not less than forty-eight hours before the time appointed for the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

(7) 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 at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

AFFILIATION

4. The Board may arrange for a class of Affiliates of the Charity who shall not thereby be or become Members of the Charity for the purposes of the Act. These arrangements shall be subject to approval at a General Meeting of the Charity.

HONORARY OFFICERS

5. (1) The Members in General Meeting shall have the right to nominate from time to time one person to act as President of the Charity and one or more persons to act as Vice President(s) of the Charity to hold office for such period and on such terms and to have such powers and duties as the Members in General Meeting shall from time to time prescribe.

(2) The Board shall have the right to nominate from time to time one person to act as Treasurer of the Charity to hold office for such period and on such terms and to have such powers and duties as the Board shall from time to time prescribe.

(3) The President, Vice President(s) and Treasurer shall be known as honorary officers of the Charity.

THE BOARD

6. A. MEMBERSHIP

(1) The conduct of the affairs of the Charity and its business shall be vested in a body of persons who shall be called the Board. The Members of the Board shall be regarded as Directors of the Charity, and shall be under no greater responsibility nor subject to any stricter rules than Directors and Charity Trustees.

(2) The number of members of the Board shall be at least two.

(3) The Board shall consist of

(a) the honorary officers appointed under Article 5

(b) not more than four persons elected from and by the NEC

(c) one person who shall be a parent of a mentally handicapped individual and shall be nominated by the NEC

(d) such additional persons as may be appointed by the Members by Ordinary Resolution from time to time and

(e) such other persons as may be appointed by the Board pursuant to Article 6(A)(5).

(4) Of the four elected NEC members of the Board two shall represent Regions in England, one a Region in Scotland and one a Region in Wales.

(5) The Board shall have power at any time and from time to time to appoint any person to be a member of the Board either to fill a casual vacancy or as an additional member of the Board. A member so appointed shall hold office only until the next following AGM and shall not be taken into account in determining the members who are to retire by rotation at the meeting. If not reappointed at such AGM, he shall vacate office at the conclusion thereof.

(6) At the first AGM and at every subsequent AGM one-third of the members who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one member who is subject to retirement by rotation, he shall retire.

(7) Subject to the provisions of the Act, the members of the Board to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(8) If the Charity, at the meeting at which a member retires by rotation, does not fill the vacancy the retiring member shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the member is put to the meeting and lost.

(9) Subject as aforesaid, the Members may by Ordinary Resolution from time to time appoint a person who is willing to act to be a member of the Board either to fill a vacancy or as an additional member and may also determine the rotation in which any additional members are to retire.

(10) Subject as aforesaid, a member who retires at an AGM may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or it does not do so, until the end of the meeting.

B. FINANCE

(1) Subject to such consents as may be required by law the Board may exercise all the powers of the Charity 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 Charity or of any third party.

(2) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Charity, 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 resolve.

C. POWERS AND DUTIES

(1) The affairs of the Charity shall be overseen by the Board who itself or through the NEC may pay all expenses necessary for the promotion and registration of the Charity, and may exercise all such powers of the Charity, and do on behalf of the Charity all such acts, as are not by the Act or by these Articles required to be exercised or done by the Charity in General Meeting, subject nevertheless to the provisions of the Act and of these Articles and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Charity in General Meeting;

(2) The Board shall cause minutes to be made in books provided for the purpose :-

(a) of all appointments of executive and other officers made by the Board;

- (b) of the names of Members of the Board present at each meeting of the Board; and
 - (c) of all resolutions and proceedings at all meetings of the Charity and of the Board;
- (3) Minutes of any meeting of the Board shall be tabled at the next meeting for approval.
- (4) The Board shall have the authority to delegate duties and responsibilities for the day to day business of the Charity to the NEC.
- (5) All acts bona fide done by any meeting of the Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of the Board member, or that any members of the Board were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board member.
- (6) A resolution in writing, signed by all the members of the Board 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.
- (7) The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board and every instrument to which the Seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed to the Board for the purpose.

D. DISQUALIFICATION OF MEMBERS

The office of Board member shall be vacated by any Board member if he :-

- (a) dies or ceases to be a member of the Charity; or
- (b) has a receiving order made against him or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a member of the Board by reason of any court order made under the Act; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Charity; or
- (f) is removed from office by a resolution duly passed under section 303 of the Act.

E. PROCEEDINGS

(1) The members of the Board 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. Each member of the Board shall have one vote. In the case of an equality of votes the Chairman shall have a second or casting vote.

(2) A member of the Board may, and the Secretary on the requisition of a Member of the Board shall, in an emergency (after consultation with the Chairman of the Board), summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Board member who is absent from the United Kingdom.

(3) The members of the Board may act notwithstanding any vacancy among them, but, if and so long as their number is reduced below the number fixed pursuant to the Articles of the Charity as the necessary quorum of the Board, the continuing Board may act for the purposes of increasing the number of Board members to that number, of admitting persons to Membership of the Charity and of summoning a General Meeting of the Charity, but for no other purpose.

(4) Meetings of the Board shall be conducted in accordance with such standing orders as the Board may prescribe from time to time save that in the event of any inconsistency between such standing orders and these Articles the latter shall prevail.

F. APPOINTMENTS

(1) The Board shall elect one of their members as Chairman of their meetings and determine the period for which he is to hold office. 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 meeting, the Board members present shall choose one of their number to be Chairman of the meeting.

(2) The Board may appoint a Chief Executive Officer ("the Chief Executive Officer") and such other employees as it may determine to administrative posts (who shall not be members of the Board) and such offices shall be held upon such terms and with such duties and at such remuneration (including superannuation) as the Board shall from time to time determine.

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

(4) Subject to the provisions of the Act a Secretary shall be appointed by the Board for such time, at such remuneration and upon

such conditions as (consistent with the provisions of Clause 5 of the Memorandum of Association) the Board may think fit, and the Secretary so appointed may be removed by the Board. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

ACCOUNTS

7. (1) The Board shall cause accounting records to be kept in accordance with the Act.

(2) The accounting books shall be kept at the Office, or subject to the provisions of the Act at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Board.

(3) 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 Charity or any of them shall be open to the inspection of Members not being a member of the Board, and no Member (not being a member of the Board) shall have any right to inspect any account or book or document of the Charity except as conferred by statute or authorised by the Board or by the Charity in General Meeting.

(4) At the AGM in every year the Board shall lay before the Charity a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Charity) made up to a date not more than ten months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by the Act.

THE NATIONAL EXECUTIVE COMMITTEE

8. (1) A National Executive Committee shall be appointed to act by the Board and shall be comprised solely of representative members from

each of the Regions together with the Chief Executive Officer who shall act as its non-voting Chairman.

(2) The NEC shall be responsible for the day to day operation of the Charity, its powers being delegated from the Board and itself having the power to delegate such powers to sub-committees where appropriate within the restrictions imposed by the Charity Commissioners, the Act or Special Olympics International (for so long as the Charity is affiliated to that body).

(3) The representatives to the NEC shall be appointed and removed as follows :-

- (a) one representative from each of the ten Regions in England;
- (b) one representative from each of the three Regions in Scotland;
- (c) one representative from each of the three Regions in Wales.

Each Region shall hold a meeting of its members to elect its regional representative on such basis as it may from time to time determine.

(4) In the event of a representative for any Region being unable to attend a meeting of the NEC, that Region may appoint a deputy who shall have all the rights of the representative at that meeting.

(5) Meetings of the NEC shall be conducted in accordance with such standing orders as the NEC may prescribe from time to time save that in the event of any inconsistency between such standing orders and these Articles the latter shall prevail.

(6) In the event that there shall not for any reason be an NEC in existence at any time all the powers and duties reserved to the NEC under these Articles shall revert to the Board.

MISCELLANEOUS

9. (1) A notice may be given by the Charity or by the Secretary 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 Charity 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 48 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.

(21)

(2) 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 Charity an address within the United Kingdom for the giving of notices to them;
- (b) every person being a trustee in bankruptcy of a Member where the Member but for his bankruptcy would be entitled to receive notice of the meeting; and
- (c) the Auditors.

No other person shall be entitled to receive notices of General Meetings.

(3) Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Charity shall have effect as if its provisions were repeated in these Articles.