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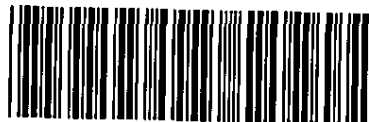
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18th December 2009

THURSDAY



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COMPANIES HOUSE

Dear Sirs

**Science, Engineering and Manufacturing Technologies Alliance (SEMTA)
the 'Company'
Special resolutions to alter articles or adopt new articles**

Please find new Memorandum and Articles, a special resolution of the following wording having been passed by our members on 8th December 2009.

THAT the Articles of Association of the company be altered in the following manner, namely;

(a) Article 21 (last paragraph)

No member of the Board shall hold office for a period exceeding six years continuously starting from the 2003 Annual General Meeting, except where recommended by resolution of the Appointing Committee under Article 23 or Article 24.

Proposal: - Replace the words 'Appointing Committee' with the words 'Remuneration and Nomination Committee'

(b) Article 23

For the purpose of Article 25 below and to fill any vacancy that may occur the Registered Members shall establish a Standing Committee under the chairmanship of the Chairman which shall be known as "the Appointing Committee". The Appointing Committee shall from time to time and at least one month before the Annual General Meeting by resolution select from the Roll and recommend for election at the Annual General Meeting persons to hold office on the Board. Retiring Board Members with six years' continuous service may be considered for re-election for a further year in exceptional circumstances, as determined by the Appointing Committee in its absolute discretion. The Appointing Committee shall be composed of at least **four and not more than six* persons who together shall be broadly representative of the Industry: including representation of major employer organizations, large and small companies.

Proposal:- To replace wording as follows:

For the purpose of Article 25 below and to fill any vacancy that may occur the Registered Members shall establish a Standing Committee which shall be known as "the Remuneration & Nomination Committee", the Terms of Reference for which shall be set by the board from time to time.

[a copy enclosed]

(c) Article 24

The Executive Committee of Confederation of Shipbuilding and Engineering Unions or its successor body will recommend nominees for the three Trade Union Board member posts to the Annual General Meeting, subject to Article 21.

Proposal:- To replace the word 'will' with 'can'. Delete the word 'three'. Delete 'Annual General Meeting' and replace with 'Roll' to read as follows:

'The Executive Committee of Confederation of Shipbuilding and Engineering Unions or its successor body can recommend nominees for the Trade Union Board member posts to the Roll, subject to Article 21'.

(d) Article 25

If any vacancy shall occur among the Board Membership the Board may appoint a person nominated by the Appointing Committee or the Executive Committee of Confederation of Shipbuilding and Engineering Unions from the Roll to fill that vacancy provided that such person shall occupy the vacancy per stirpes. The Board Member so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Board Members who are to retire by rotation at that meeting. If not re-appointed at such Annual General Meeting, he/shall vacate office at the conclusion thereof.

Proposal:- Replace the words 'Appointing Committee' with the words 'Remuneration and Nomination Committee'

(e) Article 29

Before the 2003 Annual General Meeting, the representation of the Board will be carefully reviewed by the Appointing Committee and a recommendation will be put to Registered members regarding its composition. Thereafter, at the first Annual General Meeting shall retire from office, at the third Annual General Meeting after incorporation the remaining one third of the Board Members shall retired from office and in every subsequent year one third of the Board Members for the time being, or if their number is not a multiple of three, then the number nearest one third, shall retire from office.

Proposal :- To replace wording as follows:

The representation of the Board will be carefully reviewed by the Remuneration & Nomination Committee and a recommendation will be put to

Registered members regarding its composition. At each Annual General Meeting one third of the Board Members shall retire from office by rotation, or if their number is not a multiple of three, then the number nearest one third, shall retire from office.

Yours sincerely

A handwritten signature in black ink, appearing to read 'C Kniveton'.

Claire Kniveton
Assistant Company Secretary

COMPANY NUMBER: 2324869

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION**

OF

SCIENCE, ENGINEERING AND MANUFACTURING TECHNOLOGIES ALLIANCE

**Incorporated the 5th day of December 1998
New Memorandum and Articles of Association adopted 8th December 2009**

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THE COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
OF
SCIENCE, ENGINEERING AND MANUFACTURING TECHNOLOGIES ALLIANCE**

1. The name of the Company is "Science, Engineering and Manufacturing Technologies Alliance" (hereinafter called "the Company").
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:
 - a) To promote and advance the education, training and skills development of persons employed or intending to be employed in Industry (as defined in the Articles of Association) and commerce.
 - b) Subject to the foregoing object, to extend such training to members of the public generally.

In furtherance of the above objects but not further or otherwise, the Company shall have the following powers:

- c) To develop and set standards for education and training, to validate, test and monitor the standards and to issue certificates.
- d) To provide facilities for education and training.
- e) To provide training courses, instruction and demonstrations of all sorts.
- f) To cooperate with any person or Organisation in the provision of industrial or commercial activity connected with education and training.
- g) To obtain grants from any source for the purposes of the Company and to carry out the terms of any such grants.
- h) To provide assistance by grants or otherwise to individuals and organisations engaged or intending to be engaged in any activities mentioned in the foregoing objects to enable them to obtain education and training.
- i) To seek information from employers in industry and commerce, analyse and publish it as may be necessary.

- j) To accept subscriptions, donations, devises and bequests of, and to acquire by purchase, lease, exchange, hire, hire purchase or otherwise any real or personal property and any rights to privileges necessary for the promotion of its objects and to construct maintain and alter any buildings as may be thought fit.
- k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company.
- l) To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise, provided the Company shall not undertake any permanent trading activities in pursuance of the principal objects of the Company herein set forth.
- m) Subject to such consents as may be required by law, to sell, let, mortgage, charge, dispose of or turn to account all or any of the property of the Company.
- n) To invest any moneys of the Company in any manner authorised for the investment of trust funds and to appoint professional advisers with discretionary powers to manage such funds to achieve agreed performance objectives.
- o) To employ and remunerate staff not being Board Members (as defined in Article 19 f the Articles of Association), and to grant reasonable and necessary pensions and retirements benefits to or for employees of the Company and to the widows, children and other dependents of deceased employees who are in necessitous circumstances; and to pay or subscribe to funds or schemes for the provision of such pensions and retirements benefits for employees or former employees of the Company, their widows, children and other dependents.
- p) Subject to such consents as may be required by law, to borrow money and to secure the repayment of any loans or other obligations of the Company by mortgage or charge of any assets of the Company.
- q) To encourage the involvement of individuals and organisations of all kinds in the activities of the Company.
- r) To establish and maintain close links with other national and international bodies concerned with the setting of training standards, the delivery of education and training and the provision of information about education and training.
- s) To carry out, promote and encourage research in education and training and related fields and to secure the dissemination of the results of that research.
- t) To carry out and promote the printing and publishing of papers, periodicals, books, leaflets, reports and training material of all kinds in any medium and to maintain bibliographies and libraries of such material.

- u) To acquire by purchase, lease, exchange, hire, hire purchase or otherwise any real or personal property and any rights or privileges necessary for the promotion of its objects and to construct, maintain and alter any buildings or erections as may be thought fit.
- v) To acquire all or any of the share or loan capital of any company, wherever incorporated, engaging or proposing to engage in any activity or interest which appears likely to be advantageous to the Company.
- w) To merge with any charitable association, institution or other bodies incorporated or unincorporated whose objects support or are otherwise similar to those of the Company.
- x) To establish, promote, co-operate with, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, or afford financial or other assistance to the work of any charitable associations or institutions and other bodies incorporated or not incorporated whose objects support or are otherwise similar to those of the Company.
- y) To carry out business overseas and to procure the Company to be registered or recognised in any country or place in any part of the world.
- z) To do all other lawful things necessary to the carrying out of its objects.

Provided always that:

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Company shall take or hold any property, subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the property without the authority approval or consent as may be required by law and as regards any such property the Board of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the extent as they would as such Board have been if now incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board but they shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated.

- (iv) In case the Company shall merge with another charitable or other organisation, the Company shall be satisfied that sufficient funds are made available to ensure a successful merger.
- 4(i) The income and property of the Company where-so-ever derived shall be applied solely towards the promotion of the objects of the Company and no distribution of income and/or property shall be made to the Sector Members or Registered Members of the Company (as such terms are defined in Article 2 of the Articles of Association) in case or otherwise;
- (ii) Provided that no Board Member shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any Board Member except repayment of reasonable out-of-pocket expenses or reasonable and proper rent for premises demised or let to the Company subject to sub-clause (iii) below;
- (iii) Provided that nothing herein shall prevent the Chairman (as defined in Article 12(1) of the Articles of Association) of the Company being remunerated as Chairman of the Company notwithstanding the fact that he is a Board Member.
5. The liability of members is limited.
6. Every Registered Member of the Company undertakes to contribute such amount as may be required, not exceeding £1.00, to the assets of the Company in the event of the same being wound up while he is a Registered Member or within one year after he ceases to be a Registered Member and of the cost charges and expenses of winding up and for adjustment of the rights of contributories among themselves.
7. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to, or distributed among, the Sector or Registered Members of the Company and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Company by Clause 4 hereof, such institution or institutions to be determined by the Registered Members of the Company 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 purpose.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

DERRICK HENRY SMITH
63 Lister Gardens
Edmonton
London
N18 1JA

LEGAL EXECUTIVE

Witness to the Signatures:

T B J REYNOLDS
54 Claredon Road
Watford
Herts, WD1 1LB

SOLICITOR

CHRISTINE ALICE HILL
208 Prestwick Road
Watford
Herts
WD1 6LH

LEGAL ASSISTANT

Dated this 16th day of November 1998

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
SCIENCE, ENGINEERING AND MANUFACTURING TECHNOLOGIES ALLIANCE

1 (1) In these articles:

"the Act" means the Companies Act, 1985 and every other act for the time being in force concerning Companies and affecting the Company as the context so admits.

"the Company" means the above named Company.

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

"Industry" means the science, technology and engineering industries and other industry where science, technology and engineering skills are required in the interest of that other industry and, to the extent that the same may not be included in the foregoing, manufacturing or process industries.

"the Board" means the Board or Board of Management for the time being of the Company.

"General Meeting" means an Annual General Meeting or Extraordinary General Meeting of the Company.

"Secretary" means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company including a joint, assistant or deputy secretary.

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

"Education" means an establishment providing education, or further education or higher education in the United Kingdom together with any body representing such establishments.

"Trade Union" means an Organisation which qualifies as a trade union under the Trade Union and Labour Relations (Consolidation) Act 1992.

"The Roll" means a list of nominees willing to serve as members of the Board.

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

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

MEMBERSHIP

- 2 (1) Every company, partnership or other business involved in the Industry, as are admitted under such rules as the Board may from time to time prescribe (in accordance with Articles 3(1) and 45, shall be members of the Company entitled to receive such support and assistance with education, training and skills development as the Company is able to offer. Such members shall be herein referred to as Sector Members.
- (2) Every Sector Member shall be entitled, subject to fulfilling and membership qualifications prescribed from time to time by the Board under rules made in accordance with Articles 3(1) and 45, to apply to be a Registered Member of the Company. Subject to paying the appropriate subscription (if any) and being accepted by the Board (or by a committee of the Board set up for such purpose), under rules prescribed by the Board from time to time in accordance with Articles 3(1), 3(2) and 45, each such Sector Member shall be a Registered Member. Registered Members shall be the only Sector Members entitled to receive notice, of, attend and vote at General Meetings of the Company. A Registered Member must be a Sector member or an organization which exists to provide skills development services to Registered Members.
- (3) Every current Board Member (as defined in Article 21) shall automatically be Registered Member subject to the relevant Board Member's consent.

DUTIES, RIGHTS AND PRIVILEGES OF REGISTERED MEMEBERS

- 3(1) Without prejudice to the general powers of the Board under Article 45 the Board may prescribe bye-laws or rules setting out the terms of membership and the conditions on which membership may be terminated.
- (2) A Registered Member shall be liable to pay to the Company such entrance fee or annual subscription as shall from time to time be determined by the Board. The Board shall decide the date on which any annual subscription is due for payment.
- (3) The membership and rights of every Registered Member shall be individual and shall not be transferable.
4. Every Registered Member shall be bound to further the objects of the Company and shall observe these Articles and such regulations as the Board shall issue from time to time.
5. A Registered Member shall cease to be a Registered Member if:
 - (a) Notice in writing of retirement from membership is received by the Company in accordance with Article 55; or

- (b) The appropriate subscription is unpaid three calendar months after the due date:
or
- (c) No education, training or skills development services have been taken up by the Registered Member for twelve months.

Any Registered Member who ceases to be Registered Member shall remain liable for all arrears of subscription or other payments due up to the date when membership ceases.

- 6. Every Registered Member, if an employer, shall provide annually to the Company, in such manner and detail as shall be decided by the Board details of its own employment and trainee numbers (Sector members) or of its members' employment numbers (Group Training Schemes)
- 7. No Registered Member who is in arrears of payment of subscription or other payment shall be entitled to enjoy the privilege and facilities offered by the Company, or to vote and attend at any meeting of the Company, or to nominate for office, or to requisition and extraordinary meeting of the Company.

GENERAL MEETINGS

- 8. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other General Meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

The Annual General Meeting shall be held at such time and place as the Board shall appoint.

- 9. All General Meetings other than Annual General Meeting's shall be called Extraordinary General Meetings.
- 10. The Board may whenever it thinks fit convene an Extraordinary General Meeting and shall summon such a meeting, if so requested, in writing by the Chairman (as defined in Article 16) or 30 per cent of the Registered Members (other than such Registered Members to whom Article 5 applies) and all Registered Members (or their duly authorized representatives) shall be entitled to attend, speak and vote at such meeting.

11. An Annual General Meeting and a General Meeting called for the passing of a special resolution shall be called by twenty-one day's notice in writing at the least and a meeting of the Company other than an Annual General Meeting or a General Meeting for the passing of a special resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting 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 the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meetings to such persons as are, under the Articles of the Association, entitled to receive such notices from the Company.

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

- (a) in the case of a meeting called as the Annual General Meeting, by all Registered Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Registered Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all Registered Members.
12. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at the 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, the reports of the Board and auditors, the receipt of the recommendations of the Appointing Committee and the consequential election of a Chairman and Board Members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Chairman and the auditors.
14. No business shall be transacted at any General Meetings unless a quorum of Registered Members is present at the time when the meeting proceeds to business, save as herein otherwise provided a quorum shall consist of six Registered Members.
15. If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting shall stand adjourned to such other day and at such other time and place as the Chairman may determine after consulting those present, 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 (1) Elections shall be held at the Annual General Meeting to elect a chairman of the Company ("Chairman") who shall enter on his office at the expiry of that meeting and hold office until the conclusion of the Annual General Meeting at which a successor Chairman is elected. A Chairman may be reelected for successive terms of office provided that that no one term of office shall exceed the conclusion of the third Annual General Meeting after the Chairman's most recent re-election. If there should be any vacancy in any such office the Board may elect a person to the office to fill the vacancy until the conclusion of the next Annual General Meeting.

16 (2) No person shall be elected to the office of Chairman unless at the time of his election he represents or is nominated by a Registered Member of the Company.

17 (1) The Chairman shall preside at every General Meeting of the Company, or if he is not present; the Registered Members of the Company present shall elect one of their number to preside.

17 (2) The Chairman shall be absent from any part of a General Meeting at which the question of his remuneration is discussed and shall not be entitled to vote on any resolution in relation thereto.

18. Any General Meeting may adjourn from time to time as the meeting thinks fit.

VOTES OF REGISTERED MEMEBERS

19. Any Organisation which is Registered Member of the Company may by resolution of its governing body authorize such person as it thinks fit to act as its representative at any General Meeting of the Company and the person so authorized shall be entitled to exercise the same powers on behalf of the Organisation which he represents as the Organisation could exercise if it were an individual Registered Member of the Company.

Voting at a General Meeting shall be by a show of hands and every Registered Member present in person or by proxy shall have one vote.

Either before, or on the declaration of the result of, such a vote a poll may be demanded by:

(1) the Chairman: or

(ii) two Registered Members having the right to vote at the meeting: or

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

20. In respect to voting by proxy Section 372 with the exception of Section 372 (2) of the Act 1985 shall apply.

BOARD MEMBERS

21. The Board shall consist of no more than twenty five individuals or such other number of individuals as the Company, in General Meetings, shall from time to time fix elected by the Company in General Meeting ("Board Members") and shall include the following individuals:-

- (a) The Chairman for the time being of the Company: and
- (b) Up to eighteen Board Members nominated by Registered Members and/or Sector Members and/or major employer organizations related to the Industry (as recognized by the Board for such purpose and including Sector Strategy Groups).
- (c) Up to three Board Members nominated by one or more Trade Unions: and
- (d) One Board Member with an education background
- (e) One Board Member who is the Director General of the EEF for the time being.
- (f) Up to two other Board Members nominated by other organizations concerned with education and training in the Industry (as recognized by the Board for such purpose).

No member of the Board shall hold office for a period exceeding six years continuously starting from the 2003 Annual General Meeting, except where recommended by resolution of the Remuneration & Nomination Committee under Article 23 or Article 24.

22. The Board shall maintain a Roll of nominees from organizations representing employers and educational interests in Industry and in areas manifesting science, engineering and technological skills and competencies where deployed. The Board shall annually review the Roll so as to reflect developments in employment in the Industry and accordingly invite further nominees to the Roll.

23. For the purpose of Article 25 below and to fill any vacancy that may occur the Registered Members shall establish a Standing Committee which shall be known as "the Remuneration & Nomination Committee", the Terms of Reference for which shall be set by the board from time to time.

24. The Executive Committee of Confederation of Shipbuilding and Engineering Unions or its successor body can recommend nominees for the Trade Union Board member posts to the Roll, subject to Article 21.

25. If any vacancy shall occur among the Board Membership the Board may appoint a person nominated by the Remuneration & Nomination Committee or the Executive Committee of Confederation of Shipbuilding and Engineering Unions from the Roll to fill that vacancy provided that such person shall occupy the vacancy per stirpes. The Board Member so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Board Members who are to retire by rotation at that meeting. If not re-appointed at such Annual General Meeting, he/shall vacate office at the conclusion thereof.

26. The Board may act notwithstanding any vacancy in its body provided that if the number of Board Members shall fall below four then until there are at least four members the Board may only act for the purposes of filling vacancies in the Board, summoning a General Meeting or admitting persons to registered membership of the Company.
27. The Board may also invite such other persons as it thinks fit to attend and speak (but not vote) at meetings of the Board either generally or on any specific occasion.
28. Board Members shall be entitled to be paid all reasonable expenses properly incurred by them in attending and returning from meetings of the Board or any committee thereof or otherwise in connection with the business of the Company.

ROTATION OF BOARD MEMBERS

29. The representation of the Board will be carefully reviewed by the Remuneration & Nomination Committee and a recommendation will be put to Registered members regarding its composition. At each Annual General Meeting one third of the Board Members shall retire from office by rotation, or if their number is not a multiple of three, then the number nearest one third, shall retire from office.
30. The Board Members to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Board Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
31. A retiring Board Member shall be eligible for re-nomination and re-election, subject to Articles 21, 23 and 24.
32. The Company at the Annual General Meeting at which a Board Member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Board Member shall, if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such a Board Member shall have been put to the meeting and lost.

POWERS OF BOARD

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

shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

34. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to or by the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
35. The Board shall cause proper minutes to be kept of the proceedings of the Board or any committee thereof.

DISQUALIFICATION OF BOARD MEMBERS

36. The office of Board Member shall vacate if the Board Member:
 - (a) holds any office of profit under the Company except in the case of such Board Member who is Chairman; or
 - (b) becomes disqualified from acting by virtue of section 72 of the Charities Act 1993; or
 - (c) becomes prohibited under Section 11 of the Company Directors Disqualification Act 1986 as an undischarged bankrupt or makes any arrangement or composition with his creditors generally; or
 - (d) becomes incapable of managing his affairs by reason of mental disorder, illness or injury; or
 - (e) resigns his office by notice in writing to the Company; or
 - (f) is absent without the permission of Board Members from all Board and Committee meetings held within a period of twelve months and Board Members resolve that his office is vacated; or
 - (g) ceases to be a Board Member by virtue of section 293 of the Act.

PROCEEDINGS OF THE BOARD

37. The Board Members may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Issues arising at any meeting on which consensus cannot be achieved shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. Notwithstanding the foregoing the Chairman shall be absent from any part of a meeting at which the question of his remuneration is discussed and shall not be entitled to vote on any resolution in relation thereto. A Board Member may, and the

Secretary on the requisition of a Registered Member shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Board Member for the time being absent from the United Kingdom.

38. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be six.

One or more Deputy Chairman may be appointed by the Board to deputise at meetings and events. Such appointment will not influence the election of a Chairman under Article 16(1).

39. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, a Deputy Chairman shall act as Chairman. Failing that, the Board members present may choose one of their number to be chairman of the meeting.
40. The Board may seek reports and recommendations from committees consisting of such persons as it thinks fits including persons co-opted to serve on committees who have the necessary skill and experience the committee needs. Any committee so formed shall in the exercise of their responsibilities conform to any terms of reference that may be imposed on it by the Board. All acts and proceedings of such committees should be reported back to the Board as soon as possible.
41. A committee Chairman will be elected by the Board. If not such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
42. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
43. All acts done by any meeting of the Board or of a committee of the Board or by any Board member, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Board Member acting as aforesaid, or threat they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board Member.
44. A resolution in writing, signed by all the Board Members for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and held. The signature of the Board Members need not be on a single document provided that each is on a document which accurately states the terms of the resolution and for this purpose facsimiles of signed resolution shall be valid and effectual. The provisions of this Article shall also apply to resolutions to be passed in committee meetings.

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

RULES

- 45 (1) The Board Members may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of any conditions or Company membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:-

The admission and classification of Sector and Registered Members of the Company and the rights and privileges of such Members, and the conditions of membership and the terms on which Registered Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

The conduct of Registered Members of the Company in relation to one another, and to the Company's other servants;

The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;

The procedure at meetings of the Board Members and committees of the Board in so far as such procedure is not regulated by the Articles;

Generally, all such matters as are commonly the subject matter of Company rules.

- (2) The Company in General Meeting shall have power to alter, add or repeal the rules or bye laws and the Board Members shall adopt such means as they think sufficient to bring to the notice of Registered Members of the Company all such rules or bye laws, which shall be binding on all Registered Members of the Company provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

SECRETARY

46. The Secretary shall be appointed by the Board for such term, as it may think fit. Any Secretary so appointed may be removed by it, provided no Board Member may occupy the salaried position of Secretary.
47. A provision of the Act or these Articles requiring or authorizing a thing to be done by or to a Board Member and the Secretary shall not be satisfied by its being done

by or to the same person acting both as Board Member and as, or in place of, the Secretary.

THE SEAL

48. The Secretary shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorized by the Board and every instrument to which the sea shall be affixed shall be signed by a Board Member and shall be countersigned by a second Board Member or by the Secretary or by some other person appointed by the Board for the purpose.

ACCOUNTS

49. The Board shall cause accounting records to be kept in accordance with section 221 of the Act.
50. The books of account shall be kept at the registered office of the Company, or, subject to section 222 of the Act, at such other places as the Board thinks fit, and shall always be open for inspection by any Board Member or any Registered Member.
51. Auditors shall be appointed and their duties regulated in accordance with the Act and all other relevant legislation.

ANNUAL REPORT AND RETURN

52. The Board Members shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual report and return and its transmission to the Commissioners.

REGISTERED OFFICE

53. The location of the registered office as at 1st April 2003 is:

14 Upton Road
Watford
Herts, WD18 0JT

The address of the registered office may be changed from time to time by action of the Board provided that the registered addresses must be maintained in England.

NOTICES

54. A notice may be given by the Company to any Registered Member either personally or by sending it by post to him or to his registered address, or (if he has not registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is delivered personally, service shall be served from the time of delivery and if 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 96 hours after the letter containing the same is posted.

55. Notice of every General Meeting shall be given in any manner hereinbefore authorized to:

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

(b) the auditor for the time being of the Company;

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

DISSOLUTION

56. On dissolution of the Company any surplus assets shall be applied in accordance with the Memorandum of Association and not be distributed among Sector or Registered Members.

INDEMNITY

57. Subject to the provisions of the Act but without prejudice to any indemnity to which a Board Member may otherwise be entitled, every Board Member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal in which judgment is given in his or her favor or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. The Company may purchase a trustee indemnity policy to insure against such risks, provided that it shall not extend to any claim arising from liability resulting from conduct which the directors know, or show have known was not in the interests of the Company, or which the directors did not care was in the interests of the Company or not, and provided also that any such insurance shall not extend to any claim arising from liability from the costs of unsuccessfully defending legal proceedings resulting from criminal prosecutions for offences arising out of the fraud of dishonesty or willful or reckless misconduct of the directors.

IN THE MATTER OF SCIENCE, ENGINEERING AND MANUFACTURING TECHNOLOGIES ALLIANCE

We, the undersigned Subscribers to the Memorandum and Articles of Association of the above Company, pursuant to our powers in Article 27 do hereby appoint the following to be the Chairman and First Board members respectively of the Company:-

NAME STATUS

DERRICK HENRY SMITH
63 Lister Gardens
Edmonton
London
N18 1JA

Directors

CHRISTINE ALICE HILL
208 Prestwick Road
Watford
Herts
WD1 6LH

Director/Secretary

Dated this 16th day of November One thousand nine hundred and Eighty-eight

D H SMITH

C A HILL

Subscriber

Subscriber