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COMPANIES FORM No. 12

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

12Please 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

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2374570

Name of company

* OPEN LEARNING ASSOCIATION (UK)

* insert full
name of Company

I, TIVY BENJAMIN JOHN REYNOLDS

of 54 CLARENDON ROAD, WATFORD, HERTS. WD1 1LB

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[~~person named as director or secretary of the company in the statement delivered to the registrar~~
~~under section 10(2)~~]† 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 PICKWICKS
73 Clarendon Road.
Watford Herts

Declarant to sign below

the SIXTH day of April
One thousand nine hundred and eighty nine
before me I. TOTTMAN

T.B.J. Reynolds

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

I. TOTTMAN

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

T.B.J. REYNOLDS
54 CLARENDON ROAD
WATFORD, HERTS. WD1 1LB

For official Use
New Companies Section

Post room

7 APR 1989
M 67



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

4-88 BHAM

5017173

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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

delete as appropriate

For official use

Company number

For official use box

Company number box

Name of company

* OPEN LEARNING ASSOCIATION (UK)

I, TIVY BENJAMIN JOHN REYNOLDS

of 54 CLARENDON ROAD, WATFORD, HERTS. WD1 1LB

a [Solicitor engaged in the formation of the above-named company][~~person named as director or secretary of the above company in the statement delivered under section 10 of the above Act~~]† do 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 PICKWORTH
73 CLARENDON ROAD
WATFORD HERTS.

Declarant to sign below

the SIXTH day of APRIL
One thousand nine hundred and eighty nine
before me I. TOTTMAN

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

I. TOTTMAN.

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

T.B.J. REYNOLDS
54 CLARENDON ROAD
WATFORD
HERTS. WD1 1LB

For official Use

New Companies Section

Post room

7 APR 1989

**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

For official use

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

Name of company

* insert full name
of company

* - OPEN LEARNING ASSOCIATION (UK)

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

32a HIGH STREET	
HADLEIGH	
SUFFOLK	
Postcode	IP7 5AP

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

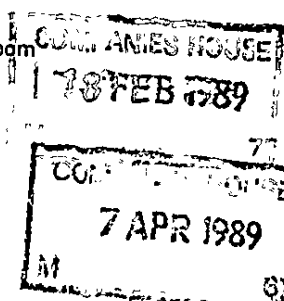
T.B.J. REYNOLDS, Solicitor	
54 CLARENDON ROAD	
WATFORD, HERTS	
Postcode	WD1 1LB

Number of continuation sheets attached (see note 1)

6

Presenter's name address and
reference (if any):T.B.J. REYNOLDS
54 CLARENDON ROAD
WATFORD
HERTS. WD1 1LBFor official Use
General Section

Post room



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) CHRISTOPHER WILLIAM GREENWOOD		Business occupation TRAINING PROVIDER	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 23 VICTORIA ROAD, TOPSHAM, EXETER, DEVON		Date of birth (where applicable) (note 6)	
Postcode		EX3 0EU	
Other directorships † TOTAL TRAINING LIMITED			
I consent to act as director of the company named on page 1			
Signature		Date 8/2/89	

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

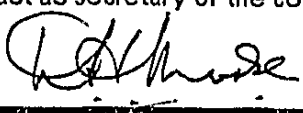
Name (note 3) ERLAND MAX HOWARD POLDEN		Business occupation TRAINING CONSULTANCY MANAGER	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 39 RICHMOND AVENUE, WASHINGTON, TYNE & WEAR		Date of birth (where applicable) (note 6)	
Postcode		NE38 7JQ	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date 8/2/89	

Name (note 3) DAVID HENRY MOORE		Business occupation PROJECT DIRECTOR	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 'MOUNTWOOD' IPSWICH ROAD, HOLBROOK, SUFFOLK		Date of birth (where applicable) (note 6)	
Postcode		IP9 2QT	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date 8/2/89	

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block 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)		DAVID HENRY MOORE	
Previous name(s) (note 3)			
Address (notes 4 & 7) 'MOUNTWOOD' IPSWICH ROAD, HOLBROOK, SUFFOLK			
		Postcode	IP9 2QT
I consent to act as secretary of the company named on page 1			
Signature		Date	
		8/2/89	

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
8/2/89

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
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

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COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

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

Continuation sheet No 1
to Form No. 10

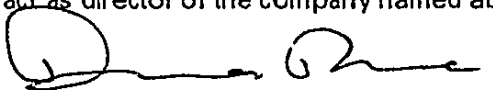
Company number

Name of company

* insert full name
of company

* .. , OPEN LEARNING ASSOCIATION (UK)

Particulars of other directors (continued)

Name (note 3) DAVID TREVOR PRICE		Business Occupation SENIOR EXECUTIVE
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) 59 CARLYLE ROAD, EDGBASTON, BIRMINGHAM		Date of birth (where applicable) (note 6)
	Postcode B16 9BH	
I consent to act as director of the company named above (notes 9 and 10)		
Signature 		Date 8/2/89

Particulars of other directorships

AMALAKE LIMITED

Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

Statement of first directors and
secretary and intended situation
of registered office (continuation)

Continuation sheet No 2.
to Form No. 10

Company number

Name of company

* insert full name
of company

* OPEN LEARNING ASSOCIATION (UK)

Particulars of other directors (continued)

Name (note 3)	KEITH ALLANSON	Business Occupation	DIRECTOR OF TECHNICAL TRAINING
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	18 RUSHFIELD ROAD, WESTMINSTER PARK, CHESTER	Date of birth (where applicable) (note 6)	
	Postcode	CH4 7RE	
I consent to act as director of the company named above (notes 9 and 10)			
Signature		Keith Allanson	
		Date 8/2/89	

Particulars of other directorships

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COMPANIES FORM No. 10 (cont.)

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

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No 3.
to Form No. 10

Company number

Name of company

Insert full name
of company

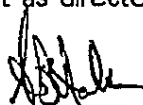
OPEN LEARNING ASSOCIATION (UK)

Particulars of other directors (continued)

Name (note 3) ANDREW BAIN HALDANE	Business Occupation HEAD OF COLLEGE DEPT.
Previous name(s) (note 3)	Nationality BRITISH
Address (note 4) 12 PETERBOROUGH CLOSE	Date of birth (where applicable) (note 6)
MACCLESFIELD, CHESHIRE	
Postcode SK10 3DT	

I consent to act as director of the company named above (notes 9 and 10)

Signature



Date

8/2/89

Particulars of other directorships

--

Delete if
inappropriate

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gibly, preferably
black type, or
old block lettering

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Continuation sheet No 4.
to Form No. 10

Company number

Name of company

Insert full name
of company

OPEN LEARNING ASSOCIATION (UK)

Particulars of other directors (continued)

Name (note 3) IAN OWEN MACKLIN		Business Occupation OPEN LEARNING COORDINATOR
Previous name(s) (note 3)		
Address (note 4) 3 RYELANDS STREET, HEREFORD		Nationality BRITISH
Date of birth (where applicable) (note 6)		
Postcode	HR4 OLA	

I consent to act as director of the company named above (notes 9 and 10)

Signature

I.O.M.

Date

8/2/89

Particulars of other directorships

Please do not
write in
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COMPANIES FORM No. 10 (cont.)

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

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No 5
to Form No. 10

Company number

Name of company

Insert full name
of company

OPEN LEARNING ASSOCIATION (UK)

Particulars of other directors (continued)

Name (note 3) GEORGE SIMPSON GRANDISON	Business Occupation PROJECT DIRECTOR
Previous name(s) (note 3)	Nationality BRITISH
Address (note 4) 'ROSSLYN' SCHOOL ROAD, CONON BRIDGE, DINGWALL, ROSS-SHIRE	Date of birth (where applicable) (note 6)
Postcode IV7 8AD	

I consent to act as director of the company named above (notes 9 and 10)

Signature *George S. Grandison.*

Date *8/2/89*

Particulars of other directorships

Highland Training and Development Limited.

Delete if
inappropriate

continued overleaf

Please do not
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COMPANIES FORM No. 10 (cont.)

Statement of first directors and secretary and intended situation of registered office (continuation)

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

Continuation sheet No 6
to Form No. 10

Company number

Name of company

*Insert full name
of company

OPEN LEARNING ASSOCIATION (UK)

Particulars of other directors (continued)

Name (note 3)	DAVID WILLETTTS	Business Occupation	Local Govt Officer
Previous name(s) (note 3)		Nationality	British
Address (note 4)	'WHITE COTTAGE' FORE STREET, WESTON, HERTS	Date of birth (where applicable) (note 6)	
	Postcode	SG4 7AR	

I consent to act as director of the company named above (notes 9 and 10)

Signature

David Willetts

Date 8/2/89

Particulars of other directorships

Director Flex Training Ltd

THE COMPANIES ACT 1985



COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

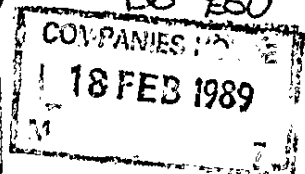
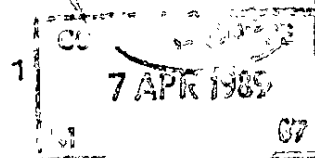
OF

OPEN LEARNING ASSOCIATION (UK)

1. The name of the Company is Open Learning Association (UK)
(hereinafter called "the Company").
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To promote and advance effective education and training of persons employed or intending to be employed in Industry and Commerce and to do this principally by encouraging the use of open learning material and open learning methods.
 - (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 provide open learning training centres, workshops, libraries or any other facilities for training and education.
- (D) To provide and support open learning training activities, other training courses and instruction and demonstrations of all sorts.
- (E) To co-operate with any person or organisation in the provision of industrial or commercial training or education.
- (F) To obtain funds from any source for the purposes of the Company and to advance the objects of the Company.
- (G) To provide assistance by grants or otherwise to individuals engaged or intending to be engaged in any activities mentioned in the foregoing objects to enable them to obtain training or education.



228852

- (H) To be a recognised authority on the principles and practices of Open Learning Systems, and to establish, maintain and promote a code of good practice in the provision of flexible training, to which all members subscribe.
- (I) To assist members in identifying areas of common interest and to ensure that such common interests are represented coherently and effectively in discussion, negotiation and other formal and informal contracts with third parties.
- (J) To liaise with validating bodies including BTEC, RSA, City & Guilds, NEBBS, NCVQ, in order to evolve a unified set of procedures throughout the United Kingdom for validation of Open Learning Delivery Centres and assessment of Open Learning Students.
- (K) To promote the economic benefits of training in concert with other national initiatives, to support client organisations in their search for identifiable training needs.
- (L) To provide services, support and training for members where needed to develop consultancy skills.
- (M) To provide a counselling and consultancy service to those agencies wishing to become involved in all or any aspects of Open Learning Provision.
- (N) 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 as may be thought fit.
- (O) Subject to such consents as may be required by law, to sell let mortgage dispose of or turn to account all or any of the property of the Company and to invest any moneys of the Company in any manner authorised by law for the investment of trust funds.
- (P) To employ and remunerate staff not being members of the Board, and to grant reasonable and necessary pensions and retirement benefits to or for employees or former employees of the Company and to the widows, children and other dependants of deceased employees who are in necessitous circumstances; and to pay or subscribe to funds or schemes for the provision of such pensions and retirement benefits for employees or former employees of the Company, their widows, children and other dependants.
- (Q) 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.

- (R) To act as trustee of any trusts in connection with the purposes of the Company.
- (S) To subscribe to and assist any charitable institution having objects similar to those of the Company.
- (T) To do all other lawful things necessary to the carrying out of its main 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 Governing Body 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 Governing Body have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Governing Body 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.
4. (i) The income and property of the Company wheresoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Company.
- (ii) Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest on money lent by any member of the Company at a rate per annum not exceeding two percent less than the average base rate prescribed for the time being by members of the Committee of London clearing banks or 3%

whichever is the greater or reasonable and proper rent for any premises demised or let by any members of the Company.

(iii) But so that no member of the Board or Governing Body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board or Governing Body except repayment of reasonable out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.

(iv) PROVIDED that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board or Governing Body may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of members is limited. ✓

6. Every member of the Company undertakes to contribute such amount as may be required, not exceeding £10.00, to the assets of the Company 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 debts and liabilities of the Company contracted before he ceases to be a member and of the costs charges and expenses of winding up and for adjustment of the rights of contributories among themselves. ✓

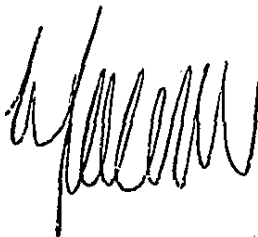
7. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to, or distributed among, the members of the Company but shall be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects 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 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.

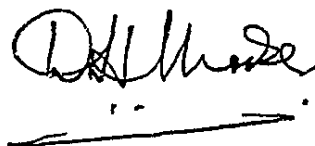
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

CHRISTOPHER WILLIAM GREENWOOD
23 Victoria Road
Topsham
Exeter
Devon
EX3 0EU

Training Provider

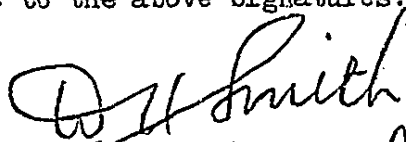


DAVID HENRY MOORE
"Mountwood"
Ipswich Road
Holbrook
Suffolk
IP9 2QT



Dated this 8th day of February 1989

Witness to the above Signatures:


54 Clarendon Road
Watford, Herts. WD1 1LB

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

OPEN LEARNING ASSOCIATION (UK)

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.

"the Company" means the above named Company.

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

"Industry" means the industry where training is required in the interest of that industry.

"Commerce" shall have the meaning normally attributed to it.

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

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.

2. MEMBERSHIP

(1) The number of members with which the Company proposes to be registered is unlimited.

- (2) There shall be two classes of members of the Company namely full members and ordinary members.
 - (3) Any person being an individual, any partnership or other unincorporated body or a body corporate who carries on business in Industry or Commerce may apply to be admitted to membership.
 - (4) Any member may by notice in writing to the Company nominate a person to be its representative. No such member shall be represented by more than one representative.
 - (5) A member which is represented by a representative may from time to time nominate in writing another person to be its representative and in that event the former representative shall cease to be that members representative and the new representative shall be admitted as of right in his place.
 - (6) A person shall become a member under the foregoing sub-clauses when
 - (a) He has submitted an application in writing for membership,
 - (b) He has made a written undertaking to abide by the code of good practice and this Constitution,
 - (c) The Board has approved his application for membership, and
 - (d) He has paid the first subscription (if any) required of a member.
 - (7) A change in the persons constituting a partnership or other unincorporated body shall not itself affect its representative but he shall be deemed to represent the body as for the time being constituted.
 - (8) A member of the Company shall enjoy the rights granted to him by these Articles. Neither he nor the body he represents shall be entitled by virtue of his membership to obtain any preference for persons in his employment in the allocation of places on any course carried out by the Company or to any share of any profits made by the Company or of its assets on winding up.
3. (1) A member may resign from membership by not less than one year's notice in writing given at any time.
- (2) Provided that with the approval of a resolution of the Company in General Meeting a member shall be entitled to resign membership at an earlier time or by shorter notice.
4. A signatory to the Memorandum of Association, if qualified to become a member under Article 2 on or within three months after the date of incorporation, shall on that date, or on his being so qualified, be entered in the books of the Company as a member of the class for which he is so qualified. If he is not and does not become so qualified he shall not be eligible to be a member on the expiry of the said three months.

GENERAL MEETINGS

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

PROVIDED that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board shall appoint.

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

7. 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 of the Company or 25 per centum of the members of the Company and all members shall be entitled to attend and speak at such meeting.

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

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

- (a) in the case of a meeting called as the Annual General Meeting, by all 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 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 members.
9. The accidental omission to give notice of meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. 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 Board and auditors, the election of a Chairman, Vice Chairman, Treasurer and Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

11. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided a quorum shall consist of six members being present in person.

12. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

13. (1) At every Annual General Meeting there shall be elected a Chairman, Vice Chairman and Treasurer of the Company, who shall enter on their offices at the expiry of that meeting and hold office until the expiry of the Annual General Meeting in the following year. If there should be any casual vacancy in any such offices or if an Annual General Meeting shall fail to fill any of such offices the Board may elect a person to the office to fill the vacancy until the expiry of the next Annual General Meeting. Any of such officers who retires shall be eligible for re-election.

(2) No person shall be elected to the office of Chairman or Vice Chairman unless at the time of his election he is either a member or a representative appointed under Article 2 (4), or a corporate member of the Company appointed under Article 17.

(3) No person shall hold office as Treasurer at any time when he holds any other office being an office of profit in the Company.

14. The Chairman of the Company, or, if he be not present, the Vice Chairman of the Company shall preside at every General Meeting of the Company; if neither is present, the members of the Company present shall elect one of their number to preside.

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

VOTES OF MEMBERS

16. Voting at a General Meeting shall be by a show of hands and every member present shall have one vote. If voting is equal the person presiding shall have a second or casting vote.

17. A corporation which is a member of the Company may from time to time by resolution of its directors notified in writing to the Company appoint such person as it thinks fit as its representative at any General Meeting of the Company, and the person so authorised shall be entitled to vote and to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. A corporate member whose representative under this Article is present at a meeting shall be deemed for the purpose of these Articles to be itself a member present at the meeting.

18. Any member other than a body corporate may from time to time by notice in writing to the Company nominate a person to be his deputy and such deputy may attend any General Meeting which the member himself does not attend and may then vote and exercise such powers on behalf of the member as the member himself could have exercised if he had attended the meeting. A member represented at a meeting by his deputy shall be deemed to be present at the meeting.

19. The Treasurer, if not a Director, may nevertheless attend and speak (but not vote) at any General Meeting although he is not otherwise qualified to attend the meeting.

20. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

21. In respect to voting by proxy Section 372 [with the exception of Section 372(2)(a)] of the Companies Act 1985 shall apply.

APPOINTMENT OF DIRECTORS

22. The Board of the Company shall consist of the following members:-

- (a) The Chairman and Vice Chairman for the time being of the Company who shall be members ex-officio; and
- (b) Seven members (or such other numbers of members as the Company, in general meeting, shall from time to time fix) appointed by the Company in General Meeting each of whom shall be chosen as representing one of the persons or bodies which are members of the Company.

Provided that the first Directors shall be appointed in writing by the subscribers to the Memorandum of Association and shall hold office until the first General Meeting of the Company at the expiry of which they shall retire unless re-elected.

23. If any casual vacancy shall occur among the Directors the Board may appoint a person to fill that vacancy. The Director so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. If not re-appointed at such Annual General Meeting, he shall vacate office at the conclusion thereof.

24. The Board may act notwithstanding any vacancy in its body provided that if the number of Directors shall fall below four then until there are at least four Directors the Board may only act for the purposes of filling vacancies in the Board, summoning a General Meeting or admitting persons to membership of the Company.

25. (1) The Treasurer of the Company if not otherwise a Director, shall be entitled to attend and speak at all meetings of the Board. If he is a Director (but not otherwise) he shall be entitled to vote in that capacity.

(2) 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.

26. Directors shall not be entitled to receive remuneration for acting as such, but may 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.

POWERS OF THE BOARD

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

28. 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.

29. The Board shall cause proper minutes to be kept of the proceedings of the Board or any committee thereof.

DISQUALIFICATION OF DIRECTORS

30. The office of Director shall be vacated if the Director:-

(a) holds any office of profit under the Company; or

(b) 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

- (c) becomes disqualified from being a Director by reason of any order made under Sections 1 to 9 of Company Directors Disqualification Act 1986; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Company; or
- (f) ceases to be Director by virtue of section 293 of the Act; or
- (g) ceases to be or to represent a member of the Company.

ROTATION OF DIRECTORS

- 31. At the first Annual General Meeting of the Company all the ordinary Directors shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.
- 32. The ordinary Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 33. A retiring Director shall be eligible for re-election.
- 34. The Company at the meeting at which an ordinary Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.

PROCEEDINGS OF THE BOARD

- 35. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director 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 Director for the time being absent from the United Kingdom.
- 36. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be five.
- 37. The Board may elect a Chairman of its meetings and determine the period for which he is to hold office; but, if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

38. The Board may delegate any of its powers to committees consisting of such Director or Directors as it thinks fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. All acts and proceedings of such committees should be reported back to the Board fully and promptly.

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

40. 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.

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

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

SECRETARY

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

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

THE SEAL

45. The Board 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 authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

ACCOUNTS

46. The Board shall cause accounting records to be kept in accordance with section 221 of the Act.

47. 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 place or places as the Board thinks fit, and shall always be open for inspection by any member of the Board or any member of the Company.

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

NOTICES

49. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four 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.

50. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them;
- (b) the auditor for the time being of the Company;
- (c) a representative of any body as the Board of Directors may from time to time so direct.

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

FEES AND SUBSCRIPTIONS

51. A member of the Company shall be liable to pay to the Company such entrance fee, annual subscription or other levy as shall from time to time be determined by the Board who may prescribe bye-laws or rules setting out the terms of membership and the conditions on which membership may be terminated. Membership shall be personal and shall not be capable of transfer or transmission.

DISSOLUTION

52. On dissolution of the Company any surplus assets shall be applied in accordance with the Memorandum of Association and not be distributed among members.

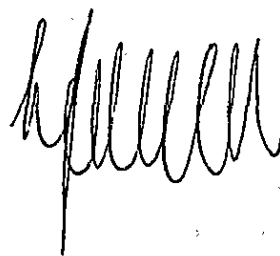
INDEMNITY

53. Subject to the provisions of, and so far as can be permitted by statute and by the Memorandum and Articles hereof, every Director, Auditor or other Officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharging of his duties or in relation thereof.

54. Unless varied herein, the provisions of The Companies (Table A to F) Regulations 1985 shall apply.


NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

CHRISTOPHER WILLIAM GREENWOOD
23 Victoria Road
Topsham
Exeter
Devon
EX3 OEU



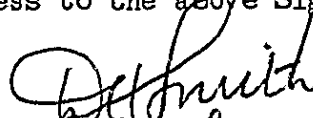
Training Provider

DAVID HENRY MOORE
"Mountwood"
Ipswich Road
Holbrook
Suffolk
IP9 2QT



Dated this 8th day of February 1989

Witness to the above Signatures:


54 Clarendon Road
Watford
Herts WD1 1LB

IN THE MATTER OF . . . OPEN LEARNING ASSOCIATION (UK) .

We, the undersigned Subscribers to the Memorandum and Articles of Association of the above Company, pursuant to our powers in Article 23 do hereby appoint the following to be the Chairman Vice Chairman and First Directors respectively of the Company:-

<u>NAME</u>	<u>STATUS</u>
CHRISTOPHER WILLIAM GREENWOOD 23 Victoria Road Topsham Exeter Devon EX3 0EU	Chairman
ERLAND MAX HOWARD POLDEN 39 Richmond Avenue Washington Tyne & Wear NE38 7JQ	Vice Chairman
DAVID HENRY MOORE "Mountwood" Ipswich Road Holbrook Suffolk IP9 2QT	Director/Secretary
KEITH ALLANSON 18 Rushfield Road Westminster Park Chester CH4 7RE	Director
DAVID TREVOR PRICE 59 Carlyle Road Edgbaston Birmingham B16 9BH	Director
ANDREW BAIN HALDANE 12 Peterborough Close Macclesfield Cheshire SK10 3DT	Director
IAN OWEN MACKLIN 3 Ryelands Street Hereford HR4 0LA	Director
GEORGE SIMPSON GRANDISON Rosslyn School Road Conen Bridge Dingwall Ross-shire	Director

NAME

STATUS

DAVID WILLETT
White Cottage
Fore Street
Weston
Herts SG4 7AR

Director

Dated this 8th day of February One thousand Nine hundred and
Eighty-nine

.....
Subscriber

.....
Subscriber

FILE COPY



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

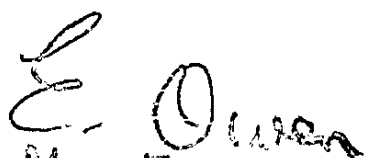
No. 2374570

I hereby certify that

OPEN LEARNING ASSOCIATION (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 20 APRIL 1989


MRS E. OWEN
an authorised officer