

**THE COMPANIES ACT 1985 AND 1989
A COMPANY LIMITED BY GUARANTEE**

**SPECIAL RESOLUTIONS OF
THE BRITISH LEARNING ASSOCIATION
("the Company")**

At the Annual General Meeting ("the meeting") of the Company held at Oxford Aviation Training Ltd, Oxford Airport, Kidlington, Oxford, OX5 1RA on 8th June 2005 the following special resolutions were passed:

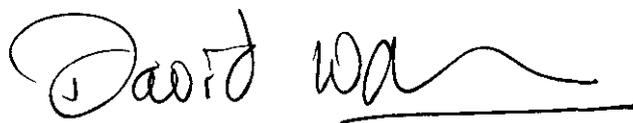
SPECIAL RESOLUTION – CHANGE OF MEMORANDUM OF ASSOCIATION

IT WAS RESOLVED THAT the Memorandum of Association of the Company be amended by the adoption of a new Clause [3] and in substitution for and to the exclusion of the existing Clause [3].

SPECIAL RESOLUTION – ADOPTION OF NEW ARTICLES OF ASSOCIATION

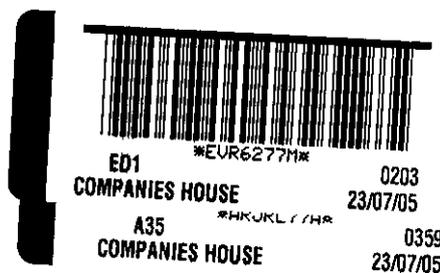
IT WAS FURTHER RESOLVED THAT the regulations produced to the Meeting and initialled by the Chairman for the purposed of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

Signed



David Wolfson
Chairman

17th June 2005



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

THE BRITISH LEARNING ASSOCIATION
REGISTRATION NUMBER 02374570

INCORPORATED THE 20TH DAY OF APRIL 1989

The British Learning Association was originally incorporated on 20th April 1989 as The Open Learning Association. The name was changed on 20th June 1990 to The British Association for Open Learning. Following its merger with the Forum for Technology in Training in October 2003 the organisation's name changed to The British Learning Association.

- 1 The name of the Company is 'The British Learning Association' (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 appropriate forms of learning materials, techniques, technologies and methods.
 - (b) To establish for those engaged in the provision and delivery of learning materials, techniques, technologies, methods and services a nationally recognised Association.
 - (c) To provide a central contact point for the sharing and dissemination of information on development marketing and practice.
 - (d) 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:

- (e) To provide learning centres, workshops, libraries or any other facilities for training and education.
- (f) To provide and support learning, training and development activities, other training courses and instruction and demonstrations of all sorts.
- (g) To co-operate with any person or organisation in the provision of industrial or commercial training or education.
- (h) To obtain funds from any source for the purposes of the Company and to advance the objects of the Company.
- (i) 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.
- (j) To be a recognised authority on the principles and practices of Learning Systems and to establish, maintain and promote a code of good practice in the provision of flexible learning to which all members subscribe.
- (k) 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.
- (l) To liaise with all validating bodies and other bodies concerned with establishing and maintaining standards in education and training in order to evolve a unified set of procedures throughout the United Kingdom for validation of learning centres, learning processes and methodologies, and assessment of students.
- (m) To promote the economic benefits of training in concert with other national initiatives, to support client organisations in their search for identifiable training needs.
- (n) To provide services, support and training for members where needed to develop consultancy skills.
- (o) To provide a counselling and consultancy service to those agencies wishing to become involved in all or any aspects of learning provision.
- (p) To develop marketing and promotional activities at home and abroad to enhance the activities of Association members.
- (q) Procure to be written, and to print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets or other documents.
- (r) 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.

- (s) 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.
- (t) To employ and remunerate staff not being members of the Board, and to grant *reasonable and necessary pensions and retirement benefits to our 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.*
- (u) 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.
- (v) To act as trustee of any trusts in connection with the purposes of the Company.
- (w) To subscribe to and assist any charitable institution having objects similar to those of the Company.
- (x) 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 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 regard 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 or 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, 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 person 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:

D H Smith
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 THE BRITISH LEARNING ASSOCIATION
REGISTRATION NUMBER 02374570

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 learning, education, training and development are 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 various classes of members of the Company determined from time to time by the Board.

(3) Any person being an individual, any partnership or other unincorporated body of 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/she has submitted an application in writing for membership,
- (b) He/she has made a written undertaking to abide by the code of good practice, the Customer Charter, the Rules of Membership and this Constitution,
- (c) The Board has approved his/her application for membership and
- (d) He/she 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 meetings 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 so 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 twenty five per cent of the total membership being present in person, or 25 members, whichever is fewer.

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 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 a director of the company.

(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 Every eligible member shall have one vote.

17 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded:

- (a) by the Chairman, or
- (b) by at least two voting members present in person.

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

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

19 A corporation which is a voting 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 voting member of the Company., A corporate voting member whose representative under this Article is present at a meeting shall be deemed for the purpose of these Articles to be itself a voting member present at the meeting.

20 Any voting 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 voting member himself does not attend and may then vote and exercise such powers on behalf of the voting member as the voting member himself could have exercised if he had attended the meeting. A voting member represented at a meeting by his deputy shall be deemed to be present at the meeting.

21 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.

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

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

APPOINTMENT OF DIRECTORS

24 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) Ten 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 of the Company at the expiry of which they shall retire unless re-elected.

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.

25 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.

26 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.

27

(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 person as it thinks fit to attend and speak (but not vote) at meetings of the Board either generally or on any specific occasion.

28 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

29 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 provision, 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.

30 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.

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

DISQUALIFICATION OF DIRECTORS

32 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 of 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; or
- (h) is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by section 317 of the Act; or
- (i) shall have been absent without permission of the Directors or just cause from three consecutive meetings of the Directors

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

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

ROTATION OF DIRECTORS

34 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.

34a The Chairman and Vice-Chairman of the Company shall be elected from among the Directors for a period of one year and may stand for re-election. The Chairman and Vice-Chairman, at the end of their term of office, or having resigned

from office, may be re-elected to the Board as if it were their first election to the Board.

35 The ordinary Directors retire after a period of three years from the Annual General meeting of their election to the Board.

36 A retiring Director shall be eligible for re-election for a maximum of three terms of office.

37 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 resolution for the re-election of such Director shall have been put to the meeting and lost.

PROCEEDINGS OF THE BOARD

38 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 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

39 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.

40 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.

41 The Board may delegate any of its powers to committee 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 resolutions 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.

42 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.

43 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.

44 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.

45 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

46 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.

47 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

48 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

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 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.

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

NOTICES

52 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

53 Notice of every General Meeting shall be given in any manner herein before 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

54 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

55 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

56 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.

57 Unless varied herein, the provisions of The Companies (Table A to F) Regulations 1985 and any amendment thereto shall apply.

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:

D H Smith
54 Clarendon Road
Watford
Herts WD1 1LB

MEMORANDUM OF ASSOCIATION

ARTICLES OF ASSOCIATION -

Definitions
Membership
General Meetings
Proceedings at General Meetings
Votes of Members
Appointment of Directors
Powers of the Board
Disqualification of Directors
Rotation of Directors
Proceedings of the Board
Secretary
The Seal
Accounts
Notices
Fees and Subscriptions
Dissolution
Indemnity
List of Subscribers