

QUALITEC (ST HELENS) LIMITED

Company No. 2453212

Company Limited by Guarantee

SPECIAL RESOLUTION

Passed 21 December 1995

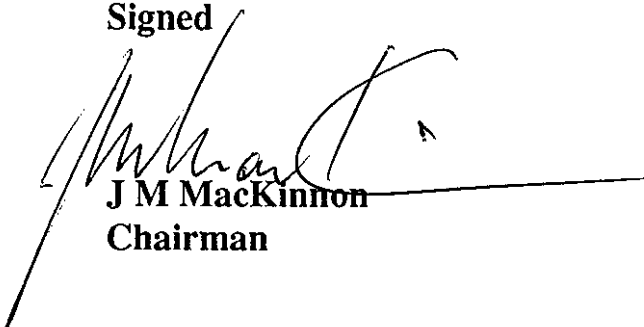
At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Business Link, Technology Campus, St Helens on 21 December 1995, the subjoined SPECIAL RESOLUTIONS were duly passed, viz:-

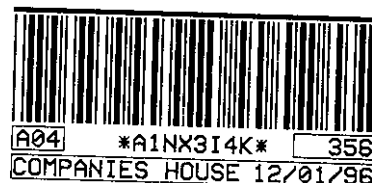
Resolution

- 1. that the name of the Company be changed to St Helens Chamber of Commerce, Training and Enterprise Limited**
- 2. that the Company adopt a new Memorandum and new Articles of Association in accordance with the draft attached hereto and signed by the Chairman for the purpose of identification.**

Signed

Date 5 January 1996


J M MacKinnon
Chairman



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION¹

of

ST. HELENS CHAMBER OF COMMERCE
TRAINING AND ENTERPRISE LIMITED**

*adopted by Special Resolution 21 December 1995

**Name Changed by Special Resolution dated 21 December 1995 from

QUALITEC (ST. HELENS) LIMITED

1. In this Memorandum of Association:

- 1.1 "Membership Fund" shall mean a fund established by the Company for the purposes of holding subscriptions paid by or on behalf of Members from time to time and shall be deemed to include interest earned and investments derived from the proceeds thereof and all funds other than those derived from funds provided by the Secretary of State;
 - 1.2 "Secretaries of State" means the Secretaries of State for respectively the Department of Employment and the Department of Trade and Industry;
 - 1.3 References to "person" shall be deemed to include in addition any corporate or unincorporated body, partnership, public body, local or governmental authority, professional body, or other organisation; and
 - 1.4 References to the singular shall be deemed to include the plural and references to the masculine gender the feminine and neuter genders and vice versa
2. The name of the company ("the Company") is St Helens Chamber of Commerce, Training and Enterprise Limited
 3. The registered office of the company will be situated in England and Wales.

4. The objects for which the Company is established are:-
- 4.1 the trade commerce and industry of St. Helens and surrounding district to promote and protect the home and overseas trade, commerce and industry of the United Kingdom;
 - 4.2 to consider all questions connected with the United Kingdom trade, commerce and industry and to collect and circulate whether by means of circulars, pamphlets, magazines or journals, commercial statistics and information relating thereto and to publish such statistics and information;
 - 4.3 to promote, support or oppose United Kingdom or foreign legislation or other measures affecting trade, commerce and industry;
 - 4.4 to promote and provide vocational education and training and retraining of the public and temporary work schemes of any nature, whether associated with the provision of training or otherwise, to improve the skills of the workforce and to promote the development of industry, commerce and enterprise of all forms for the benefit of the community in and around St. Helens and in furtherance of these objects and for these purposes (but without prejudice to the generality of the foregoing) to:-
 - (a) examine the local labour market and assess key skill needs, prospects for increasing local employment and the adequacy of existing training opportunities;
 - (b) devise, implement and monitor local training education and work experience programmes for young people, unemployed people and adults requiring new knowledge, skills and technical training;
 - (c) develop, secure and provide training, advisory, consultative and other support services and advice to and for local businesses; and
 - (d) promote the development of existing businesses and the establishment of new businesses.
 - 4.5 to promote the interest generally of United Kingdom trade, commerce and industry by establishing and operating or helping to establish and operate whether by giving financial support or otherwise exhibition centres and trade fairs both at home and abroad;
 - 4.6 to promote support and protect local economic development, strategic planning

and strategic direction in the fields of economic development and education;

And it is hereby declared that the objects of the Company as specified above shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph of this Regulation 4 or the order in which the same occur or to the name of the Company.

5. In furtherance of the said objects, but not further or otherwise, the Company shall have the following powers:-
 - 5.1 to purchase, lease, hire or otherwise acquire and also (subject to such consents (if any) as may for the time being be imposed or required by law) to sell, mortgage, lease, grant licences, easements and other rights over, exchange or otherwise deal with or dispose of and real or personal property (including any estate or interest therein);
 - 5.2 to rent, build, construct, endow, furnish, equip, execute, carry out, improve, work, alter, administer, maintain, manage, insure or control buildings and premises for industrial and commercial use and to contribute to or assist in any of the aforesaid activities;
 - 5.3 to borrow and raise money upon banking account or otherwise and to secure or discharge any debt or obligation of or binding upon the Company by the issue of or upon bonds, debentures, bills of exchange, promissory notes, mortgages, charges or such other obligations or securities as the Company may think fit;
 - 5.4 to acquire (whether beneficially or as trustee) by gift, devise, bequest, purchase, lease, hire or otherwise any real or personal property in the United Kingdom (including any estate or interest therein and any rights or privileges necessary or desirable for any of the purposes of the Company) and whether or not any of the same shall be subject to any liability and to retain any property so acquired or acquired otherwise than in the state in which it may be at the time of such acquisition or to sell, lease, call in, convert into money, dispose of or otherwise deal with all or any part of the same;
 - 5.5 either with or without security, to give financial assistance by way of loans, donations or subscriptions or otherwise to any individual, firm or company;

- 5.6 to compile, print, publish or otherwise disseminate or procure the compilation, printing, publication or other dissemination gratuitously or otherwise of any reports, journals, periodicals, books, newspapers, pamphlets, leaflets or other forms of literature or documents and to broadcast, televise or to make and issue or otherwise show films and video tapes or to procure the broadcasting, televising or the making, issuing and showing of films and video tapes;
- 5.7 to establish, undertake and execute any trusts which may lawfully be undertaken by the Company;
- 5.8 to establish, finance and manage in the United Kingdom any body, association or organisation (whether incorporated or unincorporated);
- 5.9 to take all such steps as shall from time to time be necessary for the purpose of promoting the objects of the Company and for procuring contributions by way of donations, subscriptions, devises and bequests in any other manner from time to time permitted by law;
- 5.10 generally to obtain, collect and receive money and raise funds and to invite and receive contributions from any persons by way of subscription, donation (including deeds of covenant) and otherwise;
- 5.11 to establish, promote or encourage the formation of or to affiliate amalgamate support combine or cooperate and exchange information with any other person and to liaise, communicate, cooperate or coordinate with any person in all or in any parts of the world;
- 5.12 to subscribe, underwrite, purchase or otherwise acquire and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever and any options or rights in respect thereof or interests therein;
- 5.13 to transfer any property, whether real or personal, to any person whether for some specific object or purpose or for a general object or purpose;
- 5.14 to guarantee or give indemnities or provide security (whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) of the Company) for any borrowing by or the performance of the contracts or obligations of any person;
 - 5.14.1 generally to aid and to receive aid from any person
- 5.15 to employ, hire or otherwise obtain and to pay reasonable and proper

- remuneration to the officers, employees and professional advisers of the Company and any other person;
- 5.16 to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- 5.17 to draw, make, accept, endorse, negotiate, execute and issue and to buy, sell and deal with bills of exchange, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities and to operate bank accounts;
- 5.18 to invest monies of the Company not immediately required for its purposes in or upon any investments, securities or property as may be thought fit;
- 5.19 to undertake by arbitration or otherwise the settlement of disputes arising out of trade, commerce and industry;
- 5.20 to subscribe to and promote the objects of any society or association having similar objects to all or any of the objects of the Company and which by its constitution prohibits the distribution of its income or property amongst its members to an extent at least as great as is imposed on the Company by Clause 10 hereof and to encourage and support any society, association or movement not formed for or involving profit of any kind for the improvement of commercial law;
- 5.21 to establish and support or aid in the establishment and support of any charitable association or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects and where such society or association is a body corporate to promote its incorporation or to subscribe to its shares upon incorporation or to acquire all or any part of the share capital after incorporation;
- 5.22 to undertake and carry out alone or jointly with others the office or offices and duties of trustee, custodian trustee, attorney or nominee of or for any person, association, scheme, trust fund or any member and to undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects and as such trustee aforesaid to receive


- payment and commissions for acting as trustee or custodian trustee and in the execution and management of any pension scheme;
- 5.23 without limiting any powers which apart from this sub-paragraph would be implied, to issue documents and to give guarantees and undertakings in relation to the import and export of goods into and out of the United Kingdom and other countries for any temporary purpose, in accordance with any International Conventions which may from time to time be ratified by the Government of the United Kingdom;
- 5.24 to do all such other things as may be considered to be incidental or conducive to any of the above objects provided that:-
- 5.24.1 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;
- 5.24.2 the Company's objects shall not extend to the regulation of relations between workers and employees or organisations of workers and organisations of employers; and
- 5.24.3 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 same without such authority, approval or consent as may be required by law and as regards any such property the directors or trustees 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 same extent as such directors or trustees would 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 Charity Commission over such directors or trustees, but they shall as regards any such property be subject jointly and separately to such control or

authority as if the Company were not incorporated

6. The income and profits of the Company however 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 of this shall be paid or transferred directly or indirectly by way of dividend, bonus or other distribution to the members of the Company PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company;
 - 6.1 of reasonable and proper remuneration to any Director, member, officer or servant of the Company for any services rendered to the Company;
 - 6.2 of a reasonable and commercial rate of interest on money lent to the Company; and
 - 6.3 of reasonable and proper rent for premises demised or let by any member of the Company.
7. No portion of the income and profits of the Company save only the Membership Subscription Fund shall be used to promote, support or oppose any United Kingdom, European Union or foreign legislation or other measures, or to engage in lobbying activities the primary or principal purpose of which is to influence the executive functions of any governmental or local authority. Subject thereto the Company shall nevertheless represent, express and give effect to the opinions of the trading, commercial and industrial community of St. Helens and surrounding district on any matter affecting such interests. Having been instituted (inter alia) for these purposes the Company shall not become affiliated to or subscribe any of its funds to any political party.
8. The liability of the members is limited.
9. Every member of the Company undertakes to contribute to the assets of the Company in the event that the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Company contracted before he ceases to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding £1.
10. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not

be paid to or distributed among the members of the Company but shall be given or transferred to some other association, body or bodies (whether corporate or not) or a trust having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Regulation 6 hereof, such association, body (whether corporate or not) or trust to be determined by the Members and (save for the name of the Company and the goodwill therein and the monies standing to the credit of the Membership Subscription Fund) approved by the Secretaries of State and (in the case of monies standing to the credit of the Membership Subscription Fund and the name of the Company and the goodwill therein) approved by the Association of British Chambers of Commerce at or before the time of winding up or dissolution of the Company. In default of any such determinations or approvals being forthcoming as aforesaid or in the case of any question arising as to the property destination of any such assets the same shall be referred to the decision of the Courts of England and Wales.

11. The provision of this clause and of regulation 10 may not be altered or amended by any resolution of the members or otherwise.

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke at the end.

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21 11 1995

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION*

OF

ST. HELENS CHAMBER OF COMMERCE

TRAINING AND ENTERPRISE LIMITED

*adopted by Special Resolution dated 21 December 1995

PRELIMINARY As the context so admits or requires the regulations in The Companies (Tables A to F) Regulations 1985 (but excluding those in Table C) shall apply to the Company. In the event of a conflict with the express provisions of these Articles the Articles shall prevail.

INTERPRETATION

1. In these Articles:

1.1 the following words and phrases shall bear the meanings respectively assigned thereto:-

- (a) **"the Act"** means the Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force
- (b) **"Adoption Date"** means the date of adoption of these Articles of Association
- (c) **"the Auditors"** means the Auditors for the time being of the of the Company
- (d) **"the Board"** means the board of directors of the Company
- (e) **"the Company"** means the above named Company
- (f) **"Director"** means a member of the Board of Directors of the Company or a director as referred to in the Act
- (g) **"Eligible Person"** means any of the following persons:

(i) within the private sector the Chairman or Chief Executive or top level operational Manager at local level of a corporate Member or Senior Partner of a professional partnership Member;

(ii) within the public sector the Chief Executive (or equivalent) of any local authority or any educational or economic development establishment, trade union or voluntary organisation or any other public sector body.

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|-----|-------------------------|--|
| (h) | "Member" | bears the meaning assigned thereto in the Act |
| (i) | "the Office" | means the registered office of the Company |
| (j) | "these presents" | means the Articles of Association and the memorandum and bye-laws of the Company from time to time in force. |
| (k) | "the Seal" | means the common seal of the Company |
| (l) | "the Secretary" | means any person appointed to perform the duties of the secretary of the Company |

- 1.2. Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- 1.3 Words interpreting the singular number only shall include the plural number and vice versa and in particular (but without limitation) reference to "Chief Executive" shall be deemed to include (as the context so admits or requires) up to two Chief Executives acting jointly.
- 1.4 Words importing the masculine gender shall include the feminine gender.
- 1.5 Subject as aforesaid, any words or expressions defined in the Acts shall (if not inconsistent with the subject or context) bear the same meanings in these presents.
- 1.6 References to an "organisation" shall be deemed to include (as the context so admits or requires) any company, firm, partnership.

OBJECTS

2. The Company is established for the objects stated in the Memorandum of Association.

HONORARY MEMBERS

3. The Board may from time to time invite distinguished persons to be Honorary Members of the Company on such terms as it thinks fit.

MEMBERS

4. For the purpose of registration the number of Members is declared to be unlimited.
5. The subscribers to the memorandum of association and such other persons (meeting the criteria for membership referred to below) as the Board shall admit to membership shall be the Members of the Company.
6. The persons eligible for admission as Members are:
 - (a) Persons engaged in or deriving an income from trade, industry or commerce (excluding those who in the opinion of the Board are so engaged in a purely minor or incidental manner), companies, firms and organisations carrying on business as manufacturers, merchants, bankers and members of professions.
 - (b) local authorities, charities, voluntary organisations, public sector organisations, schools, colleges and universities.

and any other organisation engaged in trade, agriculture, commerce or industry in and around St. Helens Provided that the Board shall ensure that those Members listed in sub-clause (a) of this article shall always constitute a majority of the Members.

7. It shall be lawful for any person being a Member of the Company to guarantee any larger sum than £1 by executing a bond or subscription contract with the Company to that effect.
8. The Company shall keep a Register of Members of the Company.

ADMISSION OF MEMBERS

9. Unless waived by the Board in any particular case and for such period as the Board shall determine, application for Membership shall be made in writing in such form as may be required from time to time by the Board and shall constitute acceptance of and an undertaking to be bound, if accepted, by the Memorandum and Articles of Association. Applications shall be reported to the Board or a committee of the Board which shall be empowered to accept, defer, decline or ratify applications on a majority vote. Acceptance of an application together with payment of the subscription shall constitute membership. The Board need not give a reason for declining to accept a potential member but nothing herein contained shall entitle the Board to discriminate

in any way between applicants by reason of race, colour, creed or sex.

SUBSCRIPTIONS

10. The annual subscriptions payable by members shall be such sums as may, from time to time, be determined by the Board and shall become due and payable in each year on the first day of the month in which application was made or on such other date or dates as may be determined by the Board.

RIGHTS OF MEMBERSHIP

11. Members paying their subscriptions shall be entitled to vote at a General Meeting of the Company. Subject to any Bye-Laws for the time being in force only the nominated representative of an organisation shall be entitled to exercise the rights of membership on behalf of an organisation corporation company or local authority. The Chairman of any General Meeting of the Company shall have discretionary power to demand the production of an authority of the said nominated representative to exercise the said rights.

NON-PAYMENT OF SUBSCRIPTIONS

12. No Member whose subscription is in arrears shall be entitled to exercise the rights of membership and unless the Board otherwise determines, any Member whose subscription shall be more than 3 months in arrears shall *ipso facto* cease to be a Member and his name shall be struck off the Register of Members.

RETIREMENT AND REMOVAL OF MEMBERS

- 13.1 Any Member wishing to retire from the Company must give written notice to that effect to the Secretary one month at least before the date upon which his subscription for the following year shall next be due.
- 13.2 If the Board considers that the conduct of any Member renders him unfit to be a Member, the Board may recommend to a general meeting that the membership of that Member shall be withdrawn, and the Company may, by ordinary resolution withdraw such membership at such meeting. The Board shall notify that Member of its intention to make such a recommendation at least two months before doing so and in such circumstances the Member concerned shall have the right to make representations to the Board prior to the recommendation being made to withdraw its membership and to present its case to the general meeting.

PRESIDENT

14. The Board may nominate an eligible person as President of the Company and such nominated person shall stand for election at the next Annual General Meeting. The elected President, if not already a director of the Company, shall be entitled to attend all meetings of the Board but shall not vote thereat.

GENERAL MEETINGS

15. The Company shall in each year hold an Annual General Meeting. No 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.
16. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
17. The Board may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on requisition in accordance with the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

18. 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 all other meetings of the Company shall be called by fourteen days' notice in writing at the least. A 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 the meeting and, in case of special business, the general nature of that business. All notices shall be given in manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Company in General Meeting to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company.

Notwithstanding the foregoing a General Meeting called by shorter notice than prescribed by this Article shall nevertheless be deemed to have been duly called if it

is so agreed:-

- 18.1 in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat;
 - 18.2 in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five percent of the total voting rights of all the Members present at such meeting and entitled to attend and vote thereat.
19. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

20. All business transacted at a General Meeting shall be deemed special with the exception in the case of an Annual General Meeting of the consideration of the Accounts, Balance Sheets and the Reports of the Board and the Auditors, election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.
21. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided, ten Members shall be a quorum (provided always that at any such meeting at least seventy five per cent of the members present shall be members of the type set out in article 6(a) of these articles. The President of the Company shall preside as Chairman at every General Meeting of the Company, or if he should not be present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Chairman of the Board shall preside as Chairman or in his absence the Directors present shall elect one of their number to be Chairman of the meeting.
22. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened on the requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine. 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.

23. The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

24. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded:-

24.1 by the Chairman; or

24.2 by at least five Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

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

25. Except as provided in Article 29, if a poll is duly demanded it shall be taken in such manner as the Chairman of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

26. In the case of an equality of votes, whether on a show of hands or on 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.

27. A poll demanded on the election of a Chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the

taking of the poll.

28. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at a General Meeting shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.
29. Any matter or thing which may under these presents be dealt with by Ordinary Resolution and is not required by the law to be dealt with in General Meeting may, if the Board so resolve, be determined by a postal ballot to be conducted in such manner as the Board may think fit and any resolution declared by the Board to have been carried by a majority of the Members voting on such ballot shall have effect in all aspects as if it were an Ordinary Resolution duly passed at a meeting of the Company duly convened and held.

VOTES OF MEMBERS

30. Save as herein expressly provided, no Member other than a Member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question, either personally or by proxy, at any General Meeting. Every Member shall have one vote.
31. Votes may be given on a poll either personally or by proxy. On a show of hands any Member present personally or by proxy shall have a vote. An organisation may vote by its duly authorised representative appointed as provided by Section 375 of the Act. The Board may require evidence of the authority of the person claiming to act as a representative of an organisation which is a Member and such person shall not be entitled to attend and vote at a meeting of the Company and the Company may decline to accept any document, instrument or notice signed by such person, if that person or the organisation which he claims to represent fails to comply with any such request. A proxy for an organisation must be a Member or the duly authorised representative of a Member
32. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation either under its common seal or under the hand of some officer duly authorised in that behalf.

33. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy thereof, shall be deposited at the registered office of the Company or at such other address as is specified in the notice calling the meeting, not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall be treated as invalid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
34. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office or at such other address as is specified in the notice calling the Meeting before the commencement of the meeting or adjourned meeting at which the proxy is used.
35. A vote given or a document, instrument or notice signed by the duly authorised representative of an organisation shall be valid notwithstanding the previous determination of the authority of the person voting unless a notice of the determination was received at the Office before the commencement of the meeting or adjourned meeting at which the vote is given (or as the case may be) before the document, instrument, or notice takes effect.
36. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-
- "I/We
"of
" a member of ST. HELENS CHAMBER OF COMMERCE TRAINING
AND ENTERPRISE
"hereby appoint the Chairman
"of the Company
"and failing him,
"of

"to vote for me/us and on my/our behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Company to be held on the [] day of [] 19[] and at every adjournment thereof

"As witness my/our hand this [] day of [] 19[]"

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

TRANSITIONAL PROVISIONS

37. For the period from the Adoption Date to the close of 1996 Annual General Meeting the maximum number of directors shall be twenty four and the provisions of Article 39 shall not apply to such period. Immediately prior to the said 1996 Annual General Meeting an election to the Board shall be held in accordance with Article 39 and all the directors (save only those declared duly elected to the Board following such election) shall resign at the close of such Annual General Meeting.

37.1 Immediately following the close of the 1996 Annual General Meeting the Directors shall agree or (in default of agreement) the Chairman shall determine the order of retirement of those Directors (other than the Chairman) elected in accordance with Article 39.3 at the Annual General Meetings to be held in each of the next three successive years. In reaching his determination the Chairman shall have regard to the number of votes cast in the election and so that those receiving the least number of votes shall retire at an earlier date than those receiving the greatest number of votes. In the case of an equality of votes the Chairman shall determine the order of retirement. As so agreed or determined and whilst remaining eligible for election:

- (a) one third of the Directors shall retire following the end of their first year of office; and
- (b) a further one third of Directors shall retire at the end of their second year of office; and
- (c) the remaining Directors (other than the Chairman) shall retire on expiry of their normal term of office of three years; and
- (d) to avoid doubt the provisions of Articles 48; 49 and 50 shall apply to the retirement of the Chairman.

38. As at and from the 1999 Annual General Meeting of the Company and at the next and

each successive Annual General Meeting held thereafter those Director (not including the Chairman) who have served more than two years in office since their last election shall retire from office.

COMPOSITION OF THE BOARD

39. As at and from the close of the 1996 Annual General Meeting and unless or until otherwise determined by special resolution of the Company the Board shall comprise not less than ten and not more than seventeen Directors of which:

39.1 one (or if there be by joint Chief Executives two) such Director(s) shall be the Chief Executive(s) of the Company; and

39.2 not more than five (excluding for this purpose any Directors appointed to fill casual vacancies in accordance with Article 41 and Directors co-opted in accordance with the proviso to Article 39.3 below) shall be co-opted by directors elected in accordance with Article 39.3 below. Any directors so co-opted shall be Eligible Persons and some or all of them may be employees of public sector organisation as defined in Article 1.1(g)(ii) above and

39.3 at least ten shall be Eligible Persons as defined in Article 1.1(g)(i) above elected as provided herein.

Provided That if on any occasion that elections to the Board are held it shall be apparent on close of the nominations that there are insufficient candidates to fill any or all of the aforesaid categories then the Board shall co-opt such Eligible Persons as it shall think fit to fill such vacant posts but any such co-opted Directors shall serve as such only until the close of the Annual General Meeting next following the date of their appointment. The provisions of Article 40 shall not apply to such Directors.

40. Directors co-opted to the Board under the provisions of Article 39.2 shall serve as Directors until the close of the Annual General Meeting next following but shall be eligible for re-co-option until the close of the next Annual General Meeting provided that they are not otherwise disqualified under these Articles.

41. Subject to compliance with Article 39 hereof vacancies occurring among Directors shall be filled by the Board. Directors so appointed shall serve as such until the close

- of the Annual General Meeting next following. The Board shall have power to act notwithstanding that any vacancy shall not have been filled.
42. Subject to Article 37, 38 and 43 the usual term of office of a Director shall be three years from the close of the Annual General Meeting at which his election is declared.
 43. Subject to Article 49, when a Director is elected to the office of Chairman he or she shall remain in office as a Director until he or she shall have ceased to be Chairman.
 44. Retiring elected Directors ("Retiring Directors") shall be eligible for re-election upon expiry of their term of office but for one further term of three years only during which the provisions of Article 38 shall not apply. Thereafter at least one year shall elapse before a Retiring Director may stand for re-election.
 45. At least eight weeks prior to the Annual General Meeting there shall be sent to every Member of the Company a list of the Directors indicating those whose terms of office are due to expire that year and who are eligible and willing to be re-elected, and those who have vacated office during that year ("Vacating Directors"). Candidates for election (other than Retiring Directors) must be nominated on an official nomination paper kept at the Office. Nominations must be made on or before a date notified to Members not being less than 21 days from the circulation of the list of Retiring Directors and Vacating Directors. Only Eligible Persons may be nominated for election as Directors and no such person (except only Retiring Directors who are eligible and willing to be re-elected) shall be submitted for election as a Director, unless he shall have agreed in writing to offer himself for election and shall have been nominated by five Members. There shall be entered on nomination paper, in addition to the name of the candidate, his position in an incorporated body or firm nominating him. A full list of Members shall be kept and may be inspected by any Member at the Office.
 46. If the number of candidates nominated for election and consenting to serve as Directors (if elected) shall not exceed the number of vacancies to be filled, such candidates shall be deemed elected and the result of such election declared at the Annual General Meeting unless at such meeting it is expressly resolved not to fill all or any such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost but if the number shall exceed the number to be elected, the Secretary shall 21 days at least before the day appointed for the

Annual General Meeting, issue voting papers to the Members, each of which shall be returned to the Office not less than 7 days before the Meeting failing which it shall be declared invalid. Voting papers shall contain the same particulars as are required and specified in the nomination papers. Each Member may vote for as many candidates as there are vacancies to be filled and no more, but no single voting paper shall contain more than one vote for any candidate. Voting papers shall contain a form of proxy as near as circumstances may permit to the following:

"I/We

"of

"A Member of ST. HELENS CHAMBER OF COMMERCE TRAINING
AND ENTERPRISE

"hereby appoint * [] (being the Chairman)

* [] (being a Director) to vote for me and on my behalf in the
elections to the Board the results of which are to be announced at the Annual
General Meeting of the Company for []

*delete whichever is inappropriate

As witness my/our hand this [] day of [] 199[]

47. The Secretary and one Member appointed as scrutineer shall examine the voting papers previous to the Annual General Meeting and the candidates who have received the greatest number of votes shall be declared duly elected at the Annual General Meeting. In case of equality of votes, the Chairman or in his absence the Vice Chairman of the Board shall have a casting vote. A declaration of the Chairman or in his absence the Vice Chairman of the Board at the Annual General Meeting of those persons elected to the Board shall be binding.

OFFICERS OF THE BOARD

48. At the first Board Meeting immediately following the Adoption Date:
- 48.1 and thereafter at the first Board Meeting following the 1997 Annual General Meeting and triennially thereafter:-
- (a) subject to Article 48.1.(b). the Board shall elect from amongst the Directors elected in accordance with Article 39.3 above a Chairman who subject to these Articles shall hold office from the close of the Meeting at which he is elected until the close of the meeting at which

his successor is elected under this Article;

- (b) the Chairman must be an Eligible Person and an employee of a company or the Senior Partner of a Partnership (as the case may be) of at least three years standing having either an annual turnover in excess of £5m or 25 or more full time employees.

48.2 and annually thereafter the Board may elect from amongst its number one or more Vice Chairmen who, subject to these Articles, shall hold office from the close of the meeting at which he or they is or are elected until the close of the meeting at which his or their successor(s) is or are elected under this Article.

49. Subject to Article 49 the usual term of office of the Chairman shall be three years from the close of the Board Meeting at which he is elected. A retiring Chairman may stand for re-election.

50. The Board may remove the Chairman from office as follows:-

50.1 at any time during his first two years of office any six Directors elected in accordance with Article 39.3 above may requisition the Secretary, and upon requisition the Secretary shall include in the notice for the next Meeting of the Board a resolution proposing that the term of office of the Chairman shall be determined at the end of the first Board Meeting following the next Annual General Meeting;

50.2 at the said Board Meeting, the Board will consider the resolution and any representations and will give reasonable opportunity for the Chairman to be heard. The Meeting will for the purposes of that resolution be chaired by a Past Chairman elected for that purpose by the Board. The resolution will then be put to the vote;

50.3 if the said resolution is passed, the Board shall forthwith appoint a replacement who shall hold office (for which his predecessor was elected) for the unexpired residue of the term.

51. At the first Meeting of the Board following the Adoption Date and thereafter immediately after the Annual General Meeting in each year the Board shall:

51.1 elect from its number a Secretary; and

51.2 decide whether it wishes to elect a Treasurer and if it does decide to elect one shall elect from its number a Treasurer (who may be the same person as the

Secretary)

who shall hold office from the close of the Meeting at which he is or they are (as they case may be) elected until the close of the Meeting at which his or their respective successor(s) are elected under this Article.

52. DISQUALIFICATION OF MEMBERS OF THE BOARD

52.1 The office of Director shall be vacated:-

52.1 if he becomes of unsound mind;

52.2 if he ceases to be an Eligible Person (unless he again becomes an Eligible Person within a period of six months);

52.3 if by notice in writing to the Company he resigns his office;

52.4 if he becomes prohibited from holding office by reason of any order made under the Act;

52.5 if he is removed from office by a resolution duly passed pursuant to Section 303 of the Act;

52.6 if his employer or the partnership of which he is senior partner ceases to be a Member;

53. The office of Director shall be vacated if the Board shall (by simple majority) so resolve in any of the undermentioned circumstances:-

53.1 if a receiving order is made against him or he makes any arrangement or composition with his creditors;

53.2 if he shall have been absent for at least four consecutive meetings of the Board.

53.3 if his employer (being a corporation) shall go into liquidation or shall have a receiver or administrative receiver appointed or an administration order made against it.

PROCEEDINGS OF THE BOARD

54. The board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. All meetings of the Board shall be convened by the Secretary or Chief Executive. The Chairman of the Board or any three Directors may at any time require the Secretary or Chief Executive to convene a meeting of the Board. Meetings shall be convened by no less than seven days notice unless the Chairman of the Board shall otherwise determine in order to deal with matters of

urgency, in which case at least three days notice shall be given. Three members of the Board (or such greater number as the Board may from time to time resolve) shall form a quorum.

55. Subject to Article 48.2 the Chairman, or in his absence the Vice Chairman or in their absence the Secretary, shall chair all meetings of the Board and each Director shall have one vote. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

POWERS OF THE BOARD

56. The business of the Company shall be managed by the Board.
57. Without prejudice to any provisions in these Articles the Board may:-
- 57.1 bring before any General meeting any matters which it considers material to the objects or interests of the Company as defined in the Memorandum of Association and make any recommendation it considers relevant with regard to the Company;
- 57.2 take cognizance of any matter which may be brought before it affecting the Company or any of its Members.
58. The Board may appoint (and at its discretion disband) Committees consisting wholly or partly of members of the Company and such persons, whether members of the Company or not, as they think fit, for the purposes of advising, considering and reporting to the Board on the subject referred to them for consideration. Any Committees so formed shall conform to any Bye-Laws that may be prescribed by the Board.
59. The Board shall appoint the Chairman of any Committee so formed. If at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the persons present may choose one of their number to be the Chairman of the meeting.
60. The Board may:-
- 60.1 delegate powers within stated terms of reference to the Chief Executive;
- 60.2 borrow or raise money in such manner as the Board thinks fit and mortgage or charge its undertaking and property or any part thereof and issue debentures and other securities outright or as security for any debt, liability or obligation of the Company;

- 60.3 approve the formation of area offices and branches;
- 60.4 authorise the payment by the Company to the Board of all or any out of pocket expenses reasonably incurred by them in the performance of their duties.
- 61. No Director may appoint another person as his alternate for any purpose whatsoever.
- 62. All cheques, drafts, bills of exchange and receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Board shall from time to time determine.
- 63. The Board may make such Bye-Laws as may be necessary for regulating the nomination, election and retirement of Directors, the orderly and efficient conduct of its own proceedings and of the proceedings of General Meetings of the Company, the appointment of its own Meetings, the proper supervision and use of the funds of the Company, the conduct of arbitrations, the regulation of the Board, the Sections (as hereinafter mentioned) and the Committees and affairs of the Company, provided they be not repugnant to or inconsistent with the terms of these presents. The Board may at any time and from time to time revoke or alter any of the said Bye-Laws provided that this shall not authorise the making, revoking or altering of any Bye-Laws without a special resolution if it would amount to such an alteration of or addition to the Articles as could not otherwise be made without a special resolution.

DIRECTORS INTERESTS

- 64. Subject to the provisions of the Act, and provided that he has disclosed to the board the nature and extent of any material interest ("Interest") of his, a Director notwithstanding his office:-
 - 64.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - 64.2 may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise in, any company promoted by the Company or in which the Company is otherwise interested; and
 - 64.3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company and no such transaction or arrangement shall be liable to be avoided on the ground

of any such interest or benefit. Provided always that a Director may not vote on any resolution or matter in which he has an interest as defined in Article 65.3.(Interest) and if he so votes his vote shall not be counted whether on a show of hands or on a poll.

65. For the purposes of Article 64:-

65.1 a general notice given to the Board that a Director is to be regarded as having an Interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an Interest in any such transaction of the nature and extent so specified;

65.2 an Interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

65.3 a Director shall not be deemed to have an Interest in any matter or transaction the subject matter of Article 64 unless he or any person connected with him shall derive or be likely to derive a financial or other benefit therefrom. For this purpose "connected person" shall mean:-

65.3.1. the Director's husband or wife (which shall include a former husband or wife or a reputed husband or wife) or relative which shall include brother, sister, uncle, aunt, nephew, niece, lineal ancestor or lineal descendant treating any relationship of the halfblood as a relationship of the whole blood and the stepchild or adopted child of any person as his child and an illegitimate child as the legitimate child of his mother and reputed father; and/or

65.3.2. any person with whom the Director is in partnership or the husband or wife or relative of any individual with whom he is in partnership.

CHIEF EXECUTIVE

66. The Chief Executive shall be appointed by the Board for such time, at such remuneration and upon such conditions as it may think fit, and any Chief Executive so appointed may be removed by it. [The Board may from time to time by resolution appoint an Assistant or Deputy Chief Executive and any person so appointed may act

in place of the Chief Executive, if there be no Chief Executive or none capable of acting.] The Chief Executive shall carry out such duties as are delegated to him from time to time by the Board.

COMPANY SECRETARY

67. Subject to Section 13(5) of the Act, the Secretary shall be appointed by the Board for such term at such remuneration and on such conditions as the Board may think fit, provided that no Director may occupy the salaried position of Secretary. The Secretary may be removed by the Board or by the Company in general meeting.
68. 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.

STAFF AND AGENTS

69. Such officials and assistants as may be required, including a Chief Executive, shall be appointed by the Board on salaries and on terms to be fixed by the Board, to carry out such terms to be fixed by the Board and to carry out such duties as are delegated by the Board from time to time.
70. The Board shall have powers at its discretion to employ consultants, agents and commercial organisations to advise or carry out administrative functions or services on behalf of the Company.
71. The Board may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are, or have at any time been, employed by the Company and to the wives, widows, children or other relations and dependants of any such persons, and may set up, establish, support and maintain pension, superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them.

TRADE SECTIONS

72. The Board may establish a Section from amongst the Members with a view to identifying and supporting the interests of any particular trade, industry or other activity
73. No resolution or any act of a Section shall in any way bind the Board until such resolution or act shall have been confirmed by the Board or in General Meeting.

74. All proceedings of Sections and their relations to and connections with the Board shall be regulated by Bye-Laws to be approved, amended and rescinded from time to time by the Board.
75. The Board shall have power to dissolve any Section so formed if it considers the Section to be no longer representative of, or useful to, the trade, industry or other activity for which it was established, provided that before any Section is dissolved, the Secretary shall give at least one month's notice of the Board's intention to the members of the Section so that they may have an opportunity of discussing the matter with the Board.

INDEMNITY

76. Subject to the provisions of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

THE SEAL

77. The Seal shall not be affixed to any instrument save by authority of the Board and every instrument to which the Seal shall be affixed shall be signed by any two Directors or any Director and the Secretary as the Board shall decide from time to time and in favour of any Purchaser or person bona fide dealing with the Company, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

RECORDS

78. The Board shall cause proper minutes to be made of all appointments of officers and of co-option of all Directors made by the Board and of the proceedings of all meetings of the Company and of the Board and of Committees of the Board and of all business transacted at such meeting, signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient proof of the facts therein stated.

79. A resolution in writing signed by all the Directors for the time being or all members of any Committee of the Board who are entitled to receive notice of a meeting of the Board or of such Committee shall be as valid and effectual as if it had been passed at a Meeting of the Board or such Committee duly convened and constituted. Such resolution may consist of several documents in the like form, each signed by one or more of the Directors sitting on any such Board or Committee.

GENERAL

80. All acts bona fide done by any meeting of the Board or any Committee of the Board or any person acting as a member of the Board or Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Board or Committee.

ACCOUNTS

81. The Board shall cause accounting records to be kept in accordance with Sections 221 to 223 of the Act.
82. The accounting records shall be kept at the Office or, subject to Section 222 of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.
83. The Board shall from time to time determine whether, and to what extent, and at what times and places and under what conditions or regulations, the accounts and books of the Company or any of them shall be open to the inspection of Members and no Member shall have the right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Board or by the Company in General Meeting.
84. At the Annual General Meeting in each year, the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting together with a proper balance sheet made up as at the same date. Every balance sheet shall be accompanied by proper accounts, balance sheet and reports, and any other documents required by law to be annexed or attached thereto to accompany the same

- and shall, not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240 (1) to (4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' Report shall be open to inspection and be read before the meeting as required by Section 384 of the Act.
85. Once at least in every year the Accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by properly qualified Auditors.
86. Auditors shall be appointed and their duties regulated in accordance with Sections 236 to 237, 262 and 384 to 392 of the Act, the members of the Board being treated as the Directors mentioned in those Sections.

NOTICES

87. Notices may be served upon Members either personally or by post in prepaid letters or circulars addressed to such Members at their address as entered in the Register of Members.
88. 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 at the expiration of twenty-four hours after the letter containing the same is posted.

COMPANY ADDRESS

89. No Member shall use the title or address of the Company in communications or other documents intended for business use, publication in the press or otherwise, provided that a reference only to the fact that he is a Member shall not be an infringement hereof.

ARBITRATION

90. The Chairman and, in his absence, the Vice Chairman may on the request of any Member or Members appoint any person to undertake the arbitration of disputes relating to commercial transactions.
91. The Company shall not undertake arbitrations or negotiations relating to wages or conditions of work in any specific industry but this shall not prevent the Board from expressing an opinion in relation to any matter of wages, incomes or economic policy

as a whole.

WINDING UP

92. The provisions of Regulation 10 of the Memorandum of Association relating to winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

A handwritten signature in black ink, appearing to be 'Michael', with a long horizontal stroke extending to the right.

B44357C

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