

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2890164

The Registrar of Companies for England and Wales hereby certifies that  
COMPASS EDUCATION SERVICES LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
WEST LONDON CAREERS SERVICE LIMITED

Given at Companies House, Cardiff, the 23rd February 1996

*E. P. Owen*  
MRS. E. P. OWEN



\*C02890164M\*

For the Registrar of Companies



C O M P A N I E S H O U S E

HC006B

2890164

**MINUTES OF AN EXTRAORDINARY GENERAL MEETING  
OF COMPASS EDUCATION SERVICES LIMITED  
HELD ON 13 FEBRUARY 1996  
AT 1 THE CHAMBERS, EAST STREET, READING**



**Those Present:** Peter Phillips (Chairman)  
Neil McIntosh  
Andrew Stuart

**In Attendance:** Richard Birkett (Company Secretary)

1. PP took the Chair of the meeting.
2. The Chairman announced that consent to short notice had been given by the holders of all the shares giving the right to attend and vote at this meeting.
3. The Chairman announced that a quorum was present.
4. It was unanimously agreed that the notice convening the meeting should be taken as read.
5. The resolution that the Company change its name from Compass Education Services Limited to West London Careers Service Limited was duly proposed, seconded, put to the vote and unanimously passed as a Special Resolution and declared so passed by the Chairman.
6. The resolution that the Company adopt the revised text of the Memorandum and Articles was duly proposed, seconded, put to the vote and unanimously passed as a Special Resolution and declared so passed by the Chairman.
7. There being no other business the Chairman declared the meeting concluded.

N:\Council\EGM\Compass\96Minute

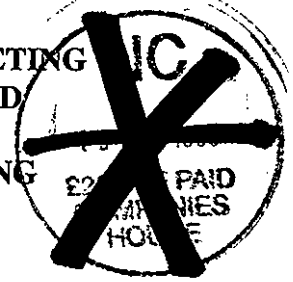
Signed as an authentic copy

.....*Richard Birkett*.....

Richard Birkett  
Company Secretary

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**NOTICE OF AN EXTRAORDINARY GENERAL MEETING  
OF COMPASS EDUCATION SERVICES LIMITED  
TO BE HELD ON 13 FEBRUARY 1996  
AT 1, THE CHAMBERS, EAST STREET, READING**



**SPECIAL RESOLUTIONS**

**TO CHANGE THE NAME OF THE COMPANY AND  
TO ADOPT REVISED MEMORANDUM AND ARTICLES OF ASSOCIATION**

- I) **THAT** the name of the company be changed from Compass Education Services Limited to West London Careers Service Limited, and
- II) **THAT** the existing text of the Memorandum and Articles of Association of the company be replaced with the following:

**MEMORANDUM OF  
ASSOCIATION**

**OF**

**WEST LONDON CAREERS SERVICE LIMITED**

- 1. The name of the Company is West London Careers Service Limited
- 2. The registered office of the Company will be situated in England
- 3. (i) The main object for which the Company is established is to carry on a business as a provider of a Careers Advisory Service
- 3. (ii) In furtherance of the object of 3(i) above the Company may
  - (a) PROVIDE such advice and service for schools and colleges and school children and college students or any persons organisations institutions companies or others requiring such advice



- (b) PROVIDE other services of the same or similar character which are supplementary or complementary to the services provided by schools and colleges or other institutions
- (c) PROMOTE carry out or commission research into the development of such services and into more efficient and effective ways of providing the same
- (d) In connection with the provision of such services as aforesaid PROVIDE any complementary or supplementary services in the nature of welfare services training data information and all other matters or things including equipment which will enable the company to discharge its obligations and improve the quality of its service
- (e) ACQUIRE fund build reconstruct or generally maintain buildings and works of all kinds whether or not these are situated on the property of the Company to be used for the purposes of the company in general and in particular and without derogating from the generality of the foregoing for the purposes of resource centres institutions or organisations concerned with the provision of advice and the services hereinbefore described
- (f) APPLY for register or by other means acquire any patents, patent rights, brevets d'invention, licences trademarks, concessions and inventions and use and turn to account the same or develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company
- (g) ESTABLISH funds for and maintain assist and participate in the provision of scholarships, exhibitions, awards, grants, courses at educational institutions, fellowships, research fellowships, lectureships and professorial chairs and assist and participate in the provision thereof
- (h) ACT as publishers of materials which will further the objects of the Company

- (i) PURSUE its objects either alone or in partnership with other individuals agencies corporations or education departments Ministries or Governments throughout the world and in general enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or cooperation with any company firm or person carrying on or proposing to carry on any business within the objects of this company or which is capable of being carried on so as directly or indirectly to benefit the Company
- (j) PURCHASE take on lease or exchange hire or otherwise acquire any real or personal property wherever situated and construct maintain and alter buildings or erections necessary or convenient for the work of the Company
- (k) SELL let mortgage dispose of or turn to account all or any of the property or assets of the company
- (l) INVEST moneys of the Company not immediately required for its purposes in or upon such investment securities or property as may be thought fit
- (m) PURCHASE or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or where such other person firm or company is possessed of property suitable for the purposes of the Company AND in addition subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in the Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company
- (n) SELL, improve, manage, develop, turn to account, let on rent or royalty or share of profits or otherwise, grant licences or easements or other rights in or over, or in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit

- (u) PAY all or any expenses in connection with the promotion, formation and incorporation of the Company, or contract with any company, firm or person to pay the same, and pay commission to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company
- (v) DO all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them
- (w) DO all such other things as will further the attainment of the objects of the Company

None of the objects set forth in any sub-clause of this Clause shall be restrictively construed by the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in any such sub-clause or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

- 4. The liability of the Members is limited.
- 5. The Company's share capital is £2 divided into 2 Shares of £1 each.

We the undersigned, directors of the sole member for the time being of Compass Education Services Limited, having a right to attend and vote the Extraordinary General Meeting of that company to be held on 9 January 1996, hereby agree:

- a) To accept shorter notice of the said meeting than the period of notice prescribed by Section 369(1)(a) of the Companies Act 1985, and
- b) To accept service of the documents specified in Section 238 of the Companies Act 1985, less than twenty-one days' notice before the said meeting.

Date: ..... 14/12/95 .....

Signed:  .....

Dr Peter Phillips

- (o) LEND and advance money or give credit on any terms and with or without security to any company, firm or person (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), and enter into guarantees, contracts of indemnity and suretyships of all kinds, and receive money on deposit or loan upon any terms, and secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any company, firm or person (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid)
- (p) BORROW or raise money in any manner and secure the repayment of any money borrowed raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and also by a similar mortgage, charge standard security, lien or security secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it
- (q) DRAW, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments
- (r) APPLY for, promote and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests
- (s) SUPPORT and subscribe to any funds and subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object, for the benefit of the Company or its employees, directors or other officers past or present and grant pensions to such persons or their dependants
- (t) DISTRIBUTE among the members of the Company in kind any property of the Company of whatever nature



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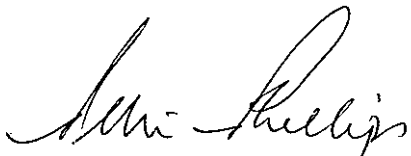
**MINUTES OF A MEETING OF THE DIRECTORS  
OF COMPASS EDUCATION SERVICES LIMITED  
HELD ON 13 FEBRUARY 1996  
AT 1, THE CHAMBERS, EAST STREET, READING**

Those Present: Peter Phillips  
Neil McIntosh  
Andrew Stuart

In Attendance: Richard Birkett

1. Agreement was sought to convene an Extraordinary General Meeting of the company in order to recommend to the members special resolutions to:
  - a) Change the name of the company from Compass Education Services to West London Careers Service Limited, and
  - b) Revise the text of the existing Memorandum and Articles of Association as attached.

The convening of an EGM of the company was agreed.

  
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