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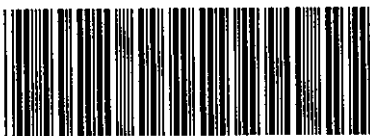
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3470186

The Registrar of Companies for England and Wales hereby certifies that
THE LEWA WILDLIFE CONSERVANCY U.K.

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 24th November 1997



N03470186G

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

For the Registrar of Companies



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

HC007B



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full

THE LEWA WILDLIFE CONSERVANCY U.K.



F012001J

I, Keith Stephen Dungate

of 188 Brampton Road, Bexleyheath, Kent, DA7 4SY

an authorised signatory of L & A Secretarial Limited
do solemnly and sincerely declare that I am a ~~Solicitor engaged in the~~
~~formation of the company~~ [person named as director or secretary of the
company in the statement delivered to the Registrar under section 10 of the
Companies Act 1985][†] and that all the requirements of the Companies Act
1985 in respect of the registration of the above company and of matters
precedent and incidental to it have been complied with.

[†] Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

123/125 City Road, London, EC1V 1JB

the

Eighteenth

day of

November

One thousand nine hundred and ninety

Seven

● Please print name.

before me ●

NATALIE KEOGE

Signed

Natalie Keoge

Date 18th November 1997

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.



KLO *KOF3H19H* 1094
COMPANIES HOUSE 18/11/97

DX number

DX exchange

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



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

Please complete in typescript,
or in bold black capitals.

30(5)(a)

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

Company Name in full



F030A01T

THE LEWA WILDLIFE CONSERVANCY U.K.

I, Keith Stephen Dungate

of 188 Brampton Road, Bexleyheath, Kent, DA7 4SY
an authorised signatory of L & A Secretarial Limited

† Please delete as appropriate. XXXXXXXXXXXXXXXXX

a ~~director or engaged in the formation of the company~~ person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985† do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at 123/125 City Road, London, EC1V 1JB

the Eighteenth day of November

One thousand nine hundred and ninety Seven

① Please print name.

before me ① NATALIE KEDGE

Signed

Date 18th November 1997

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Tel	
DX number	DX exchange

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for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**





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

10

Please complete in typescript,
or in bold black capitals.

**First directors and secretary and intended situation of
registered office**

Notes on completion appear on final page

Company Name in full



F010001H

The LENA Wildlife Conservancy U.K.

Proposed Registered Office

(PO Box numbers only, are not acceptable)

31 CORSHAM STREET

Post town

LONDON

County / Region

Postcode

N1 6DR

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

L & A Formations

Address

31 Corsham Street

Post town

London

County / Region

Postcode

N1 6DR

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Tel 0171 250 3107

DX number 36603

DX exchange Finsbury



KLO *KOF3F19F* 1092
COMPANIES HOUSE 18/11/97

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

LIMITED COMPANY

*Honours etc

* Voluntary details

Forename(s)

Surname

L & A SECRETARIAL LIMITED

Previous forename(s)

Previous surname(s)

Address

31 CORSHAM STREET

Usual residential address

For a corporation, give the registered or principal office address.

Post town

LONDON

County / Region

Postcode

N1 6DR

Country

ENGLAND

I consent to act as secretary of the company named on page 1

Consent signature

Date

1/11/97

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

LIMITED COMPANY

*Honours etc

Forename(s)

Surname

L & A REGISTRARS LIMITED

Previous forename(s)

Previous surname(s)

Address

31 CORSHAM STREET

Usual residential address

For a corporation, give the registered or principal office address.

Post town

LONDON

County / Region

Postcode

N1 6DR

Country

ENGLAND

Day Month Year

Date of birth

Nationality

UK REGISTERED

Business occupation

COMPANY REGISTRATION AGENT

Other directorships

NONE

I consent to act as director of the company named on page 1

Consent signature

Date

1/11/97

Directors (continued) (see notes 1-5)


* Voluntary details	NAME	*Style / Title		*Honours etc	
		Forename(s)			
		Surname	L & A SECRETARIAL LIMITED		
		Previous forename(s)			
		Previous surname(s)			
	Address	31 CORNHAM STREET			
Usual residential address For a corporation, give the registered or principal office address.					
		Post town	LONDON		
		County / Region		Postcode	N1 6DR
		Country			
		Day	Month	Year	
	Date of birth			Nationality	UK RESISTANCE
	Business occupation	COMPANY RESISTANCE AGENCY			
	Other directorships	NONE			
		I consent to act as director of the company named on page 1			
	Consent signature			Date	1/11/78

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed



Date

1/11/78

Or the subscribers

**(i.e those who signed
as members on the
memorandum of
association).**

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show -for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

3470186

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL



0420002

MEMORANDUM OF ASSOCIATION

of

THE LEWA WILDLIFE CONSERVANCY U.K.

1. The Company's name is " THE LEWA WILDLIFE CONSERVANCY U.K. ".
(and in this document it is called "the Charity")

2. The Charity's registered office will be situate in England and Wales.

3. The Charity's objects ("the Objects") are:

(1) To consolidate the management of the areas of the land in Kenya registered as:-

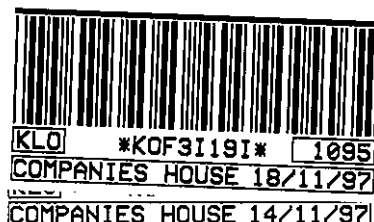
(i) LR. No's 2805/2, 2806, 2808, 2809, and 7423 whose registered owner is The Lewa Downs Estates Limited.

(ii) LR. No's 2791, 3187, 5181 and 7510 whose registered owner in The Beale Farm Limited.

(iii) LR. No's 2792, 2793, 2794/2 endowed by the registered owner David Neville Craig to the Trust Land established on 2nd October, 1987 by Mary Fidelia Craig, Ian Hamish, Neville Craig, David Neville Craig and Peter John Smithson Hewett as the Trustees under the settlement created for the purposes.

In conjunction with The Lewa Wildlife Conservancy.

(2) To promote the best possible co-ordination of land use and to minimise conflicts between wildlife conservation and management and human settlement and to perpetuate a truly pastoral form of land management where man, domestic stock, and wildlife can flourish.



(3) To manage and conserve the wildlife resources on the lands in close liaison with the Government and the Kenya Wildlife Service established under the Wildlife (conservation and Management) Act, Cap 376 of the Laws of Kenya.

(4) To provide for the protection and encouragement of the species rhinoceros both within the Republic of Kenya and internationally.

(5) To develop programmes for the purposes of protecting and nurturing endangered species and similarly take other measures to protect and nurture other threatened animal and plant species.

(6) To regulate the establishment of residential premises for members, staff and other persons within the area managed by the Conservancy and also to encourage and foster the development of environmentally sensitive tourism and establish or permit the establishment of and regulate tourist camp-sites, lodges, hotels, game viewing, roads, tracks and sites within the area managed by the Conservancy.

(7) To be a non-profit and non-profit distributing organisation and to organise a system for the collection and utilisation of revenue from the activities of the Conservancy.

(8) To seek and engage specialists for furthering the objects of the Conservancy and to engage such other staff for the Conservancy as may from time to time be necessary: Provided members of the Conservancy may be engaged by the Conservancy as specialists or other staff.

(9) To promote in any manner possible the highest standards of wildlife management and conservation consistent with the national and applicable international policies.

(10) To carry out research, alone or in conjunction with other bodies having similar objectives as the Conservancy or to foster and encourage the carrying out of research.

(11) To purchase, take on lease or acquire any moveable or immovable property.

(12) To enter into any arrangements with any government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Conservancy's objects or any of them, and to obtain from any such government or authority any contracts, rights, privileges or concessions which the Conservancy may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, contracts, rights, privileges and concessions.

(13) To engage in activities with a view to making the activities and objectives of the Conservancy as may seem expedient.

(14) To enter into partnership or any arrangements for union of interest, co-operation, reciprocal concessions or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in, any activities which the Conservancy is authorised to carry on or engage in, or any activity capable of being conducted so as directly or indirectly to further the objects of the Conservancy.

(15) To endeavour to make the Conservancy financially self-supporting, the resident members in particular working towards this but if required the Conservancy shall take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Conservancy in the shape of endowments, donations, annual subscriptions or otherwise; and to promote, assist in the promotion of or otherwise participate in such other things as have for their object the raising of money for the purpose of the Conservancy.

(16) To apply to any governments or authorities, public organisations, corporations, companies or persons for and to accept grants, donations, gifts, subscriptions and other assistance with a view to promoting the objects of the Conservancy and, in taking any gift or property, to take the same subject to any special trust which may be prescribed by the donor thereof and which shall be consistent with the objects of the Conservancy. All such funds properly accounted for.

(17) To promote or assist in the promotion of any company or association having objects similar to the objects of the Conservancy, and also any company or association the objects of which are calculated either directly or indirectly to benefit the Conservancy in the attainment of any of its objects.

(18) To grant pensions, allowances, gratuities and bonuses to, and to provide a superannuation or other fund or funds for the employees of the Conservancy or otherwise to assist such employees, their widows and children.

(19) To manage the moneys of the Conservancy not immediately required in such manner as may from time to time be determined.

(20) With board authority to borrow or raise money that may be required by the Conservancy upon such terms and upon such security as may be deemed advisable.

(21) To secure the repayment of any money borrowed, raised or owing and the performance of any obligation undertaken by the Conservancy by mortgage, charge or lien upon any or all of the property and assets of the Conservancy, both present and future.

(22) To lend money to such persons and for such purpose and upon such terms as may be consistent with the objects of the Conservancy and to guarantee the performance of any contract or obligation and the payment of any money of or by any such persons.

4. In furtherance of the objects but not otherwise the Charity may exercise the following powers:-

(1) To draw make accept endorse discount execute and issue promissory notes bills cheques and other instruments and to operate bank accounts in the name of the Charity.

(2) To raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations.

(3) To acquire alter improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property.

(4) Subject to Clause 5 below to employ such staff who shall not be Directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants.

(5) To establish or support any charitable trusts associations or institutions formed for all or any of the Objects.

(6) To co-operate with other charities voluntary bodies and statutory authorities operating in furtherance of the objects or similar charitable purposes and to exchange information and advice with them.

(7) To pay out of the funds of the Charity the costs charges and expenses of and incidental to the formation and registration of the Charity.

(8) To do all such other lawful things as are necessary for the achievement of the objects.

5. The income and property of the Charity shall be applied solely towards the promotion of the objects and no part shall be paid or transferred directly or indirectly by way of profit to members of the Charity and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity Provided that nothing in this document shall prevent any payment in good faith by the Charity:-

(1) of the usual professional charges for business done by any trustee who is a solicitor accountant or other person engaged in a profession or by any partner of his or hers when instructed by the Charity to act in a professional capacity on its behalf Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner, is under discussion;

(2) of reasonable and proper remuneration for any services rendered to the Charity by any member officer or servant of the Charity who is not a trustee;

(3) of interest on money lent by any member of the Charity or trustee as a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;

(4) of fees remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;

(5) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;

(6) to any trustee of reasonable out-of-pocket expenses.

6. The liability of the members is limited.

7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

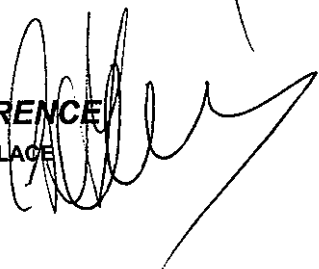
KEITH STEPHEN DUNGATE

188 BRAMPTON ROAD
BEXLEYHEATH
KENT DA7 4SY



BILL LAWRENCE

83 COMPTON PLACE
ERITH
KENT DA8 1RY



DATED: 12th day of November 1997

Witness to the above Signatures

VALERIE BAILEY

ST. JAMES HALL
PREBEND STREET
ISLINGTON, LONDON
N1 8PF



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE LEWA WILDLIFE CONSERVANCY U.K.

Interpretation.

1. In these Articles:-

"the Charity" means the above-named Conservancy to be regulated by these Articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the Articles" means these Articles of Association of the Charity;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"executed" includes any mode of execution;

"the Memorandum" means the Memorandum of Association of the Charity;

"office" means the registered office of the Charity;

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity including a joint assistant or deputy secretary;

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning);

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

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid words or expressions contained in these Articles shall unless the context requires otherwise bear the same meaning as in the Act.

Members.

2. (1) The subscribers to the Memorandum and such other persons or organisations as are admitted in accordance with the rules made under Article 61 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees.

(2) Unless the trustees or the Charity in general meeting shall make other provision under Article 61, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

General meetings.

3. The Charity shall hold an annual general meeting each year 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 Charity and that of the next. Provided that so long as the Charity 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 times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4. The trustees may call general meetings and on the question of members pursuant to the provisions of the Act shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting any trustee or any member of the Charity may call a general meeting.

Notice of general meetings.

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed;

(1) in the case of an annual general meeting by all the members entitled to attend and vote; and

(2) in the case of any other meeting by a majority in number of members having a right to attend and vote being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and in the case of an annual general meeting shall specify the meeting as such.

The Notice shall be given to all the members and to the trustees and auditors.

6. 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 the proceedings at that meeting.

Proceedings at general meetings.

7. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted each being a member or a duly authorised representative of a member organisation or one tenth of the total number of such persons for the time being whichever is the greater shall constitute a quorum.

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

9. The chairman if any of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act the trustees present shall elect one of their number to be chairman and if there is only one trustee present and willing to act he shall be chairman.

10. If no trustee is willing to act as chairman or if no trustee is present within fifteen minutes after the time appointed for holding the meeting the members present and entitled to vote shall choose one of their number to be chairman.

11. A trustee shall notwithstanding that he is not a member be entitled to attend and speak at any general meeting.

12. The chairman may with the consent of a 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 an adjourned meeting other

than the business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

13. A resolution put to the vote at a meeting shall be decided on a show of hands unless before or on the determination of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act a poll may be demanded:-

- (1) by the chairman; or
- (2) by at least two members having the right to vote at the meeting; or
- (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

15. The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

17. In the case of an equality of votes whether on a show of hands or on a poll the chairman shall be entitled to a casting vote in addition to any other vote he may have.

18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made.

19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members.

20. Subject to Article 17 every member shall have one vote.

21. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.

22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

23. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

24. Any organisation which is a member of the Charity may by resolution of its council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

Trustees.

25. The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

26. The first trustees shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act who shall be deemed to have been appointed under the Articles. Future trustees shall be appointed as provided subsequently in the Articles.

Powers of trustees.

27. Subject to the provisions of the Act the Memorandum and the Articles and to any directions given by special resolution the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power to the trustees by the Articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the trustees shall have the following powers, namely:-

(1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;

(2) to enter into contracts on behalf of the Charity.

Appointment and retirement of trustees.

29. At the first annual general meeting all the trustees shall retire from office and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or if their number is not three or a multiple of three the number nearest to one third shall retire from office but if there is only one trustee who is subject to retirement by rotation he shall retire.

30. Subject to the provisions of the Act the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

31. If the Charity at the meeting at which a trustee retires by rotation does not fill the vacancy the retiring trustee shall if willing to act be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.

32. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:-

(1) he is recommended by the trustees; or

(2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would if he were so appointed or reappointed be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.

33. No person may be appointed as a trustee:-

(1) unless he has attained the age of 18 years; or

(2) in circumstances such that had he already been a trustee he would have been disqualified from acting under the provisions of Article 38.

34. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would if he were so appointed or reappointed be required to be included in the Charity's register of trustees.

35. Subject as aforesaid the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.

36. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting he shall vacate office at the conclusion thereof.

37. Subject as aforesaid a trustee who retires at an annual general meeting may if willing to act be reappointed.

Disqualification and removal of trustees.

38. A trustee shall cease to hold office if he:-

(1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of Section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);

(2) becomes incapable by reason of mental disorder illness or injury of managing and administering his own affairs;

(3) resigns his office by notice to the Charity (but only if at least two trustees will remain in office when notice of resignation is to take effect); or

(4) is absent without permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.

Trustees' expenses.

39. The trustees may be paid all reasonable travelling hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration.

Trustees' appointments.

40. Subject to the provisions of the Act and to Clause 5 of the Memorandum the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.

41. Except to the extent permitted by Clause 5 of the Memorandum no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Proceedings of trustees.

42. Subject to the provisions of the Articles the trustees may regulate their proceedings as they think fit. A trustee may and the secretary at the request of a trustee shall call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote.

43. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees whichever is the greater.

44. The trustees may act notwithstanding any vacancies in their number but if the number of trustees is less than the number fixed as the quorum the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

45. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so the trustee so appointed shall preside at every meeting of trustees at which he is present. But if no trustee holding that office or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting the trustees present may appoint one of their number to be chairman of the meeting.

46. The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.

47. All acts done by a meeting of trustees or of a committee of trustees shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.

48. A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form each signed by one or more of the trustees.

49. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

Secretary.

50. Subject to the provisions of the act the secretary shall be appointed by the trustees for such term at such remuneration (if not a trustee) and upon such conditions as they may think fit and any secretary so appointed may be removed by them.

Minutes.

51. The trustees shall keep minutes in books kept for the purpose:-

- (1) of all appointments of officers made by the trustees; and
- (2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

The Seal.

52. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

Accounts.

53. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report.

54. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return.

55. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices.

56. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.

NAMES AND ADDRESSES OF SUBSCRIBERS

KEITH STEPHEN DUNGATE

188 BRAMPTON ROAD
BEXLEYHEATH
KENT DA7 4SY



BILL LAWRENCE

83 COMPTON PLACE
ERITH
KENT DA8 1RY



^{November}
DATED: the 1st day of ~~October~~ 1997

Witness to the above signatures:-

VALERIE BAILEY

ST. JAMES HALL
PREBEND STREET
ISLINGTON, LONDON
N1 8PF

