

FILE COPY



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

Company No. 3507095

The Registrar of Companies for England and Wales hereby certifies that
EBICO LIMITED

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 9th February 1998



N03507095G

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies

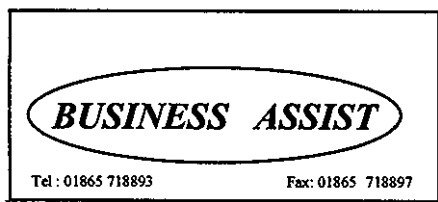


C O M P A N I E S H O U S E

HC007B

B/S
010176
£20

12



Please Complete in typescript, or
in bold black capitals

Company Name in full



G1200190

Declaration on application for registration

EBICO LIMITED
I, BUSINESS ASSIST LIMITED
of, TEMPLE COURT 107 OXFORD ROAD OXFORD OX4 2ER

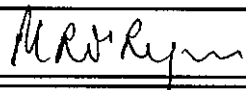
do solemnly and sincerely declare that I am a ~~[Solicitor engaged in the formation of the company]~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]+ and that all requirements of the Companies Act 1985 in respect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

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

the

		
on behalf of Business Assist Limited		
TEMPLE COURT, 107 OXFORD ROAD OXFORD OX4 2ER		
twenty seventh	day of	January
One thousand nine hundred and ninety		EIGHT

① please print name Before me ①

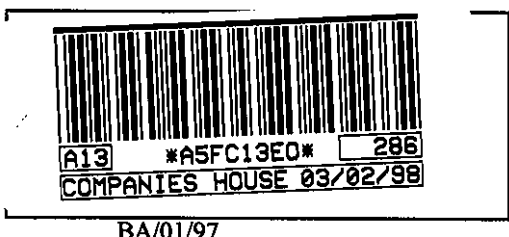
Signed

NARESH SHOURIE	
	Date 27/1/98

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

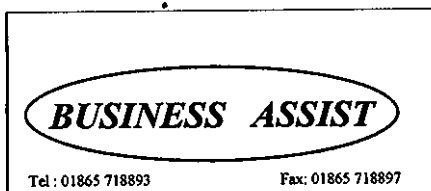
Please give the name, address,
telephone number and, if
available a DX number and
Exchange of the person
Companies House should
contact if there is any query

BUSINESS ASSIST LIMITED	
TEMPLE COURT, 107 OXFORD ROAD OXFORD	
OX4 2ER	Tel 01865 718893
DX number	DX exchange



BA/01/97

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
DX 235 Edinburgh for companies registered in Scotland



10

First Directors and Secretary and intended situation of registered office

Please Complete in typescript, or in bold black capitals

Notes on completion appear on final page

Company Name in full

EBICO LIMITED



F1000I90

Proposed Registered Office

BUSINESS ASSIST LIMITED

(PO Box Numbers only are not acceptable)

HAMILTON HOUSE HOWARD STREET

Post Town

OXFORD

County/Region

OXFORD SHIRE

Postcode

OX4 3AY

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

X

Agent's Name

BUSINESS ASSIST LIMITED

Address

TEMPLE COURT 107 OXFORD ROAD

Post Town

OXFORD

County/Region

OXFORDSHIRE

Postcode

OX4 2ER

Number of continuation sheets attached

2

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

BUSINESS ASSIST LIMITED

TEMPLE COURT, 107 OXFORD ROAD OXFORD

OX4 2ER

Tel

01865 718893

DX number

DX exchange



A13 *A5FC23EP* 287
COMPANIES HOUSE 03/02/98

BA/01/97

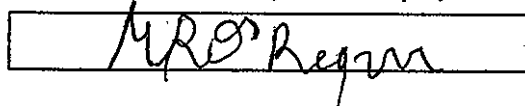
When you have completed and signed the form please send it to the Registrar of Companies at: Companies House, Crown Way, Cardiff, CF4 3UZ
DX 33050 Cardiff for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
DX 235 Edinburgh for companies registered in Scotland

Company Secretary (see notes 1-5)

Company Name	EBICO LIMITED		
*Style/Title		*Honours etc	
NAME			
Forename(s)			
Surname	BUSINESS ASSIST LIMITED		
Previous forename(s)			
Previous surname(s)			
Address	TEMPLE COURT 107 OXFORD ROAD		
Usual residential address			
For a corporation, give the registered or principal office address	Post Town	OXFORD	
	County/Region	Post Code	OX4 2ER
	Country	ENGLAND	

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

Consent signature



Date

27/1/98


Directors (see notes 1-5)

please list directors in alphabetical order

NAME	* Style/Title	MR.		*Honours etc		
* voluntary details	Forename(s)	SIMON				
	Surname	HERON				
	Previous forename(s)					
	Previous surname(s)					
Address	63 FRAMPTON ROAD, LITTLE HEATH					
Usual residential address						
For a corporation, give the registered or principal office address	Post Town	POTTERS BAR				
	County/Region	Post Code	EN6 1JF			
	Country	ENGLAND				
	Day Month Year					
	Date of Birth	06	09	68	Nationality	BRITISH
Business Occupation	BUSINESSMAN					
Other Directorships	THAMES EQUITY TRADERS					

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

Consent signature



Date

27/1/98

Directors (see notes 1-5)

(continued)

NAME*** Style/Title**

MR.

***Honours etc**

* voluntary details

Forename(s)

HUGH

Surname

LEE

Previous forename(s)**Previous surname(s)****Address**

12 WALTON STREET

Usual residential addressFor a corporation, give the
registered or principal
office address**Post Town**

OXFORD

County/Region

OXFORDSHIRE

Post Code

OX1 2HG

Country

ENGLAND

Day Month Year

Date of Birth

29 05 44

Nationality

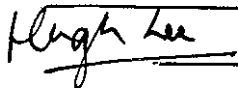
BRITISH

Business Occupation

BUSINESSMAN

Other Directorships

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

Consent signature**Date**

27/1/98

This section is signed by an agent
on behalf of all subscribers**Signed****Date**

27/1/98

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 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 the 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 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.

Form 10 Continuation Sheet

Company Secretary (see notes 1-5)

Company Name

NAME

***Style/Title**

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address
For a corporation, give the
registered or principal
office address

Post Town

County/Region

Country

EBICO LIMITED		
	*Honours etc	
	Post Code	

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

Consent signature

Date

Directors (see notes 1-5)

please list directors in alphabetical order

NAME

***Style/Title**

*** voluntary details**

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

MR.

***Honours etc**

PHILIP JOHN CHARLES

LEVERMORE

3 CHURCH STREET, DUCKLINGTON

Address

Usual residential address

For a corporation, give the
registered or principal
office address

Post Town

County/Region

Country

3 CHURCH STREET, DUCKLINGTON		
WITNEY		
	Post Code	OX8 7UA
OXFORDSHIRE		
ENGLAND		
Day	Month	Year
28	04	62
Date of Birth		Nationality
		BRITISH
Business Occupation		
BUSINESSMAN		
Other Directorships		

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

Consent signature

Date

27/1/98

Form 10 Continuation Sheet

Company Secretary (see notes 1-5)

Company Name

EBICO LIMITED

NAME

*Style/Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address

Post Town

County/Region

Post Code

Country

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

Consent signature

Date

Directors (see notes 1-5)

please list directors in alphabetical order

NAME

* Style/Title

REV.

*Honours etc

* voluntary details

Forename(s)

RICHARD

Surname

THOMAS

Previous forename(s)

Previous surname(s)

Address

18 EASON DRIVE

Usual residential address

For a corporation, give the registered or principal office address

Post Town

ABINGDON

County/Region

OXFORDSHIRE

Post Code

OX14 3YD

Country

ENGLAND

Day Month Year

Date of Birth

02 09 50

Nationality

BRITISH

Business Occupation

CLERGYMAN

Other Directorships

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

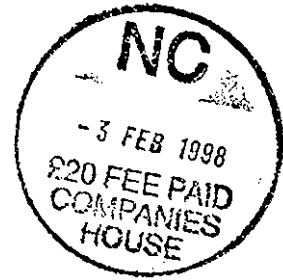
Consent signature

Date

27 Jan 98

NSC

**THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF
EBICO LIMITED**



0030952

- 1 The Company's name is EBICO Limited
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects are:
 - (a) To promote socially fair billing.
 - (b) To carry on any other business which may seem capable of being conveniently carried on in connection with any of the businesses aforesaid or otherwise calculated, directly or indirectly, to enhance the value of or render more profitable any of the Company's property or rights.
 - (f) To purchase or otherwise acquire, subscribe for or underwrite or guarantee the subscription of, hold and deal in, whether on its own account or for any other person, any shares, debentures, stocks, bonds, script or other securities issue by any company or association or any supreme, municipal, local or other authority, whether in Great Britain or any overseas country or place.
 - (g) To purchase, take on lease, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real and personal property of any kind which may be necessary for, or may be conveniently used with or may enhance the value of any other property of the Company.
 - (h) To build, construct, maintain, alter, enlarge, pull down, and remove, or replace any buildings of any kind whatsoever, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
 - (i) To purchase or otherwise acquire, take over, and undertake the whole or any part of the business and assets of any person, firm, or company carrying on or proposing to carry on any of the business which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm, or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debenture stock or securities so received.
 - (j) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, trade marks, designs, protections and concessions, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, rights which the Company may acquire or propose to acquire.

- (k) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (l) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts or indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any Company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.
- (m) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures of debenture stock, and to secure the prepayment of any money borrowed, raised or owing, by mortgage, charge, or lien 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, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (n) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (p) To enter into any arrangements with any governments or authorities or any companies, firms or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (r) To subscribe for, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (s) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any Company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support

and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary Company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (u) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (v) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (w) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (x) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, debenture stock, or other securities of this Company.
- (y) To procure the Company to be registered or recognised in any part of the world.
- (z) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them provided that:
 - (i) None of the objects set forth in any sub-clause of this clause shall be restrictively construed but 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 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.
 - (ii) None of the sub-clauses of this clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this clause as though each such sub-clause contained the objects of a separate Company.
 - (iii) The word 'Company' in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
 - (iv) in this clause the expression 'the Act' means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4 The liability of the members is limited.

5 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member or within one year after he

ceases to be a member, for payment of the Company's debts and liabilities contracted before he 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.

- 6 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise however by way of profit, to members of the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company;
- (b) of interest on money lent by any member of the Company or of its Board of Directors at a reasonable and proper rate;
- (c) of reasonable and proper rent for premises demised or let by any member of its Board of Directors; and
- (d) to any member of its Board of Directors of out-of-pocket expenses.


- 7 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 body or bodies having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof, such body or bodies to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other body or bodies the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body or bodies in question shall be member or members of the Company) to be similarly determined.

NAMES AND ADDRESSES OF SUBSCRIBERS

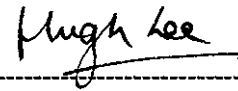
Name and Address

Signature

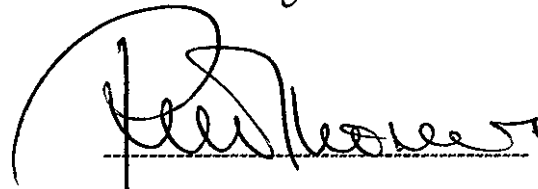
Philip John Charles Levermore
3 Church Street
Ducklington
Oxon. OX8 7UA



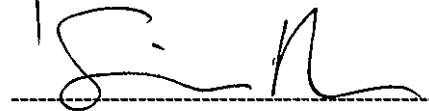
Hugh Lee
12 Walton Street
Oxford OX1 2HG



Richard Thomas
18 Eason Drive
Abingdon
Oxon. OX14 3YD



Simon Heron
63 Frampton Road
Little Heath
Potters Bar
Hertfordshire EN6 1JF

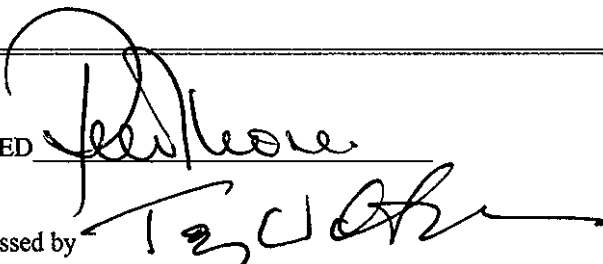


SIGNED

Witnessed by

Name:

Address:


Name: Canon Tony Williamson
Address: Diocesan Church House,
North Hinksey,
Oxford OX2 0NB.

DATED

27 Jan 98

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

EBICO LIMITED

INTERPRETATION

1. In these Articles:

“the Company” means the company intended 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 Company;

“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 Company;

“office” means the registered office of the Company;

“the seal” means the common seal of the Company if it has one;

“secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

“the trustees” means the directors of the Company (and “trustee” has a corresponding meaning);

“the United Kingdom” means Great Britain and Northern Ireland; and

words including 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 to membership in accordance with the rules made under Article 61 shall be members of the Company. No person shall be admitted a member of the Company unless his application for membership is approved by the trustees.
- (2) Unless the trustees or the Company in general meeting shall make other provision under Article 61, the trustees may in their absolute discretion permit any member of the Company to retire, provided that after such retirement the number of members is not less than two.

GENERAL MEETINGS

3. The Company shall hold an annual general meeting in 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 Company and that of the next: Provided that so long as the Company holds its first annual general meeting within eighteen months of 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 places and at such times as the trustees shall appoint. All general meetings other than an annual general meeting shall be called extraordinary general meetings.
4. The trustees may call general meetings and, on the requisition of members pursuant to 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 Company 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 per cent 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 members and to the trustee 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 transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, 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 place and time 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 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 entitles to vote shall choose one 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 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 of a 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 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 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 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 Company 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 Company 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 Company 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 Company, 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 Company.

TRUSTEES

25. The number of trustees shall not be 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 Company shall be managed by the trustees who may exercise all the powers of the Company. 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 given 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 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 Company in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Company 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 Company;
- (2) to enter in contracts on behalf of the Company.

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 Company 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 Company 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 Company'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 Company 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 Company's register of trustees.
35. Subject as aforesaid, the Company 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 Company (but only if at least two trustees will remain in office when the 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 the memorandum, the trustees may appoint one or more of their number to the office of managing director or to any other executive office under the Company. Any such appointment may be made upon such terms as the trustees determine. Any appointment 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.

PROCEEDINGS OF TRUSTEES

41. 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.
42. 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.
43. 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.
44. 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 there is 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.

45. 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-committee shall be fully and promptly reported to the trustees.
46. 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.
47. 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.
48. Any bank account in which any part of the assets of the Company is deposited shall be operated by the trustees and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

SECRETARY

49. 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

50. 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 Company and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

THE SEAL

51. 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

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

ANNUAL REPORT

53. 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

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 return and its transmission to the Commissioners.

NOTICES

55. 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.
56. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
57. A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
58. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

59. Subject to the provisions of the Act every trustee 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 that capacity 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.

RULES

60. (1) The trustees may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye-laws regulate:
- (i) the admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (ii) the conduct of members of the Company in relation to one another, and to the Company's servants;
 - (iii) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - (iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.

(2) The Company in general meeting shall have power to alter, add to or repeal the rules or bye-laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or bye-laws, which shall be binding on all members of the Company. Provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

NAMES AND ADDRESSES OF SUBSCRIBERS

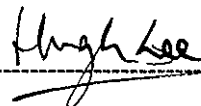
Name and Address

Signature

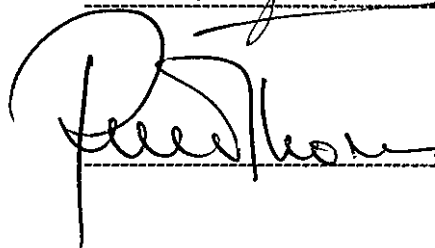
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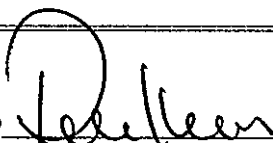
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SIGNED



DATED

27 Jan 98

Witnessed by



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Canon Tony Williamson

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