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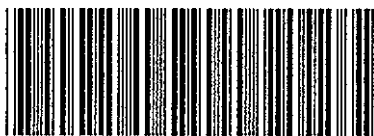
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3605572

The Registrar of Companies for England and Wales hereby certifies that
THE LONDON SHAMBALA MEDITATION CENTRE 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 27th July 1998



N03605572F


N. BUTLER

For the Registrar of Companies



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

HC007B



Company Secretarial and
Compliance Software

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full

THE LONDON SHAMBALA MEDITATION CENTRE LIMITED



* F0120E60 *

I,

IAN RITCHIE

of

66 CHERWELL DRIVE, OXFORD OX3 0LZ

AGS

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.

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

Harbottle & Lewis 14 CAN NOVE SA
LONDON

the

20th
AGS

day of

JULY

One thousand nine hundred and ninety

eight

① Please print name.

before me ①

ANTHONY DEBART SOLICITOR

Signed

Date

20/7/98

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.

BRITISH TAXPAYERS, 66 CHERWELL DRIVE, MARSTON,
OXFORD, OX3 0LZ

Tel

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
for companies registered in England and Wales

DX 33050 Cardiff

or

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

DX 235 Edinburgh



Company Secretarial and
Compliance Software

*Please complete in typescript,
or in bold black capitals.*

Notes on completion appear on final
page

Company Name in full



F0100E60

First directors and secretary and intended situation of
registered office

THE LONDON SHAMBALA MEDITATION CENTRE LIMITED

Proposed Registered Office

27 DELMONT CLOSE

(PO Box numbers only, are not acceptable)

Post town

LONDON

County / Region

Postcode SW4 7AY

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

Address

Post town

County / Region

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.

BRITISH TAXPAYERS, 66 CHERWELL DRIVE , MARSTON,
OXFORD, OX3 0LZ

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

DX 33050 Cardiff

DX 235 Edinburgh

Page No: 1

Company Secretary

(See notes 1-5)

Company name

THE LONDON SHAMBALA MEDITATION CENTRE LIMITED

Name

*Style/Title

MR

*Honours etc

* Voluntary details

Forename(s)

IAN

Surname

RITCHIE

Previous forename(s)

Previous surname(s)

Address

66 CHERWELL DRIVE

Usual residential address

MARSTON

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

Post town

OXFORD

County / Region

OXFORDSHIRE

Postcode

OX3 0LZ

Country

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

Consent signature

Date

20.7.98

Directors

(See notes 1-5)

Please list directors in alphabetical order

Name

*Style/Title

MR

*Honours etc

Forename(s)

RICHARD

Surname

REOCH

Previous forename(s)

Previous surname(s)

Address

FLAT 4

Usual residential address

53 TOLLINGTON PARK

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

Post town

LONDON

County / Region

Postcode

N4 3QP

Country

Date of Birth

Day Month Year
23 08 1948

Nationality

CANADIAN

Business occupation

TEACHER

Other directorships

As per attached list

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

Consent signature

Date

Company Secretary

(See notes 1-5)

Company name THE LONDON SHAMBALA MEDITATION CENTRE LIMITED

Name *Style/Title

*Honours etc

* Voluntary details

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

Postcode

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

MR

*Honours etc

Forename(s)

IAN

Surname

RITCHIE

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

66 CHERWELL DRIVE

MARSTON

OXFORD

OXFORDSHIRE

OX3 0LZ

Day Month Year

Date of Birth

23

05

1952

Nationality

BRITISH

Business occupation

CHARTERED SECRETARY

Other directorships

As per attached list

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

Consent signature


Date

20.7.98

Directors

(continued)

(See notes 1-5)

Name	*Style/Title	MRS	*Honours etc	
	Forename(s)	KAREN ELIZABETH		
* Voluntary details	Surname	RITCHIE		
	Previous forename(s)			
	Previous surname(s)			
Address	66 CHERWELL DRIVE			
Usual residential address	MARSTON			
For a corporation, give the registered or principal office address.	Post town	OXFORD		
	County / Region	OXFORDSHIRE	Postcode	OX3 0LZ
	Country			
	Date of Birth	Day 27	Month 06	Year 1958
	Nationality	BRITISH		
	Business occupation	COMPANY DIRECTOR.		
	Other directorships	As per attached list		
	I consent to act as director of the company named on page 1			
Consent signature			Date	20.7.98

This section must be signed by
Either
an agent on behalf of
all subscribers

Signed		Date	
---------------	--	-------------	--

Or the subscribers

Signed		Date	20.7.98
---------------	---	-------------	---------

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

Signed		Date	
---------------	--	-------------	--

Signed		Date	
---------------	--	-------------	--

Signed		Date	
---------------	--	-------------	--

Signed		Date	
---------------	--	-------------	--

Signed		Date	
---------------	--	-------------	--

Company Name THE LONDON SHAMBALA MEDITATION CENTRE LIMITED			
Name & Address	Appointment	Resignation	Company Name
REOCH, RICHARD FLAT 4, 50 TOLLINGTON PARK, LONDON, N4 3QP	03/05/1996		THE NGO FORUM ON SRI LANKA LIMITED
RITCHIE, IAN 66 CHERWELL DRIVE , MARSTON, OXFORD, OXFORDSHIRE, OX3 0LZ	24/03/1995 06/06/1995 01/09/1995 22/12/1995 27/12/1995 16/01/1996 29/01/1996 14/02/1996 14/02/1996 28/02/1996 04/03/1996 20/03/1996 26/03/1996 02/04/1996 12/04/1996 03/05/1996 17/05/1996 17/06/1996 21/06/1996 26/07/1996 16/08/1996 20/09/1996 23/09/1996 21/01/1997 23/04/1997 02/05/1997 09/05/1997 27/05/1997 27/05/1997 22/05/1998 23/06/1998	24/03/1995 06/06/1995 01/09/1995 27/12/1995 16/01/1996 29/01/1996 14/02/1996 14/02/1996 26/05/1996 04/03/1996 20/03/1996 26/03/1996 02/04/1996 15/04/1996 03/05/1996 17/05/1996 17/06/1996 21/06/1996 26/07/1996 16/08/1996 20/09/1996 23/09/1996 21/01/1997 23/04/1997 02/05/1997 09/05/1997 27/05/1997 27/05/1997 22/05/1998 23/06/1998	JOHN BELL LIMITED HNV DIRECT LIMITED BRITISH TAXPAYERS ASSOCIATION SELF ASSESSMENT LIMITED THE ENABLING NETWORK LIMITED RADIANT FUTURE LIMITED MAZARS & GUERARD (CONSULTING) LIMITED BRITANNIA COATINGS LIMITED (FIRST DIRECTOR) MILITARY POLICY RESEARCH LIMITED SHAPES AND FORMS LIMITED (FIRST DIRECTOR) BTA ONE LIMITED (FIRST DIRECTOR) FOXFIELD CONSULTANCY LIMITED EURO TILING LIMITED (FIRST DIRECTOR) NEW MEDIA VIDEO LIMITED (FIRST DIRECTOR) EURO CERALITH LIMITED (FIRST DIRECTOR) JAM JAR PRODUCTIONS LIMITED (FIRST DIRECTOR) THE NGO FORUM ON SRI LANKA LIMITED THE CAMBRIDGE STRATEGY CENTRE LIMITED ROSS COOPER CONSULTANTS LIMITED (FIRST DIRECTOR) BETA SERVICES UK LIMITED (FIRST DIRECTOR) OCEANIC MARKETING LIMITED BLENNER & BEAN LIMITED (FIRST DIRECTOR) PEBEO UK LIMITED (FIRST DIRECTOR) MOVIEMAIL LIMITED (FIRST DIRECTOR) LYON CONSULTANTS (UK) LIMITED DAVIES AND DEVANI INTERNATIONAL LIMITED (FIRST DIRECTOR) PINNACLE DATA MANAGEMENT LIMITED (FIRST DIRECTOR) AQUARIUS 42 LIMITED (FIRST DIRECTOR) AS-INTERFACE UK LIMITED MAXIM TECHNOLOGY (U.K.) PTY LIMITED (FIRST DIRECTOR) KLEIN & PARTNERS LIMITED (FIRST DIRECTOR) GEOGRAPHIC INFORMATION ASSOCIATES LIMITED
RITCHIE, KAREN ELIZABETH 66 CHERWELL DRIVE , MARSTON, OXFORD, OXFORDSHIRE, OX3 0LZ	27/12/1995 26/07/1996 15/10/1997	26/07/1996 15/10/1997	RADIANT FUTURE LIMITED OCEANIC MARKETING LIMITED G&G PRODUCTION LIMITED

0073852

THE COMPANIES ACTS 1985 TO 1989A COMPANY LIMITED BY GUARANTEEAND NOT HAVING A SHARE CAPITALMEMORANDUM OF ASSOCIATIONTHE LONDON SHAMBALA MEDITATION CENTRE LIMITED

1. THE name of the Company shall be "THE LONDON SHAMBALA MEDITATION CENTRE LIMITED".
2. THE Company's Registered Office is to be situated in England.
3. THE Company is established to promote the following objects:-
 - 3.1.1. To advance the education of the public in the principles and practices of Buddhism, and the related educational programmes of Shambala Training and Nalanda Education.
 - 3.1.2. To organise meetings, classes and training courses.
 - 3.1.3. To Publish, issue and circulate such papers, books or other publications as shall further the said objects.

Save that none of the aforementioned objects shall be undertaken except that they be wholly and solely charitable in their nature and conduct and in furtherance thereof but not otherwise the Company which shall be established as a Charity registered with the Charity Commissioners shall have the following powers:-

- 3.2 To affiliate to the organisations known as Vajradhatu, Shambala International, Shambala Training International and Nalanda Foundation
- 3.3 To do all such things as shall seem to the Company capable of being conveniently carried on in the best interest thereof, or calculated directly or indirectly to enhance the value of or use most efficiently any of the Company's assets and resources provided that the Company shall not undertake any substantial permanent trading activities of any kind.
- 3.4 To acquire improve develop manage insure maintain turn to account or dispose of any assets rights or concessions, or any interest therein, in which the Company has an interest or which are reasonably required by the Company for the furtherance of its objects.

- 3.5 To buy sell deal in supply provide or contract for any goods materials or services required for the purposes, or commonly dealt with by persons engaged in such activities aforesaid subject to such consents as may be required by law.
- 3.6 To borrow raise secure the payment of hold lend or apply money payable to or by the Company or for any purpose which may be considered likely directly or indirectly to further the objects of the Company subject to such consents as may be required by law.
- 3.7 To invest any monies of the Company not for the time being required for the general purposes of the Company in such investments as may be thought proper, and to hold sell or otherwise deal with such investments, and to establish and maintain capital reserves, management funds and any form of sinking fund as may be thought advisable to meet the long-term commitments or requirements of the Company.
- 3.8 To accept agree or contract for the services assistance or contributions of any person or organisation upon such terms as the Company may see fit including the provision of remuneration, indemnities, reimbursement of expenses, insurance, and reasonable working conditions, and to provide reasonable terms of employment including benefits for past employees and the dependants of employees or past employees.
- 3.9 To pay the incorporation costs of the Company, and to act alone or together with others, to amalgamate with others or to form other companies or trusts or to contribute to or participate in causes, organisations, or charities with a view to fulfilling the purposes of the Company.
- 3.10 To do all or any of these things either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others, and to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- 3.11 To establish support or aid any charitable organisations or charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.
- 3.12 To accept any gift of property, whether subject to any special trust forming one or more of the objects of the Company, or not.
- 3.13 To act as Trustees or managers of any property, endowment, legacy, bequest, gift or money received by way of grant for charitable purposes only.
- 3.14 To publicise and gain support for the work of the company and the purposes for which it is established.
- 3.15 It is hereby expressly declared that the objects of powers contained in sub-Clauses 2 to 14 of this clause shall be deemed to be ancillary only to the principal objects of the company contained in sub-clause 1 but that they shall

not be deemed to be merely subsidiary to any other objects mentioned in sub-Clauses 2 to 14.

PROVIDED THAT:-

- 3.15.1 in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as may be allowed by law, having regard to such trusts.
- 3.15.2 in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company shall not sell or mortgage charge or lease the same without such authority approval or consent as may be required by law. As regards any such property the Board of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults and for the due administration of such property as if no incorporation had been effected. The incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.
4. 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 by way of profit, to Members of the Company and no Director shall hold or be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money of money's worth from the Company;

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company:-

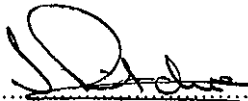
- 4.1 of reasonable and proper remuneration to any Member, officer or servant of the Company (not being a Director) for any services rendered to the Company.
- 4.2 of interest on money lent by any Member or Director of the Company at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Council of Management or Governing Body on the repayment of principal.
- 4.3 of reasonable and proper rent for premises demised or let by any Member or Director
- 4.4 to any Director in reimbursement of out-of-pocket expenses.
- 4.5 to a Director or Member who is a person engaged in a profession or business for all acts done and time expended in and about the business of the Company by himself / herself and by his/her firm or to a Company of which a Director or Member is a member.

- 4.6 All payments made to a Director or Member under 4.1, 4.2, 4.3, 4.5 and not subject to prior discussion and agreement by the Board, shall be subsequently registered at a Board Meeting. This section will not prevent the Board or any Sub-Committee instituting further controls if so resolved, but this section 4.6 will be taken as a minimum requirement.
5. THE liability of the Members is limited
6. EVERY Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he/she is a Member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he/she ceases to be a Member and the costs, charges and expenses of winding up and for the adjustment of the rights of contributors among themselves such amount as may be required not exceeding £1.
7. NO addition, alteration or amendment shall be made to or in the provisions of the Memorandum of Association without the prior written consent of the Charity Commissioners.
8. 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 institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

I, the below named subscriber to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum.

NAME AND ADDRESS OF SUBSCRIBER

Ian Ritchie
66 Cherwell Drive
Oxford
OX3 0LZ

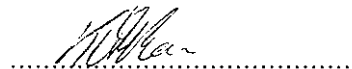


.....

Dated this 20th day of July 1998

Witness to the above signature:-

a) . Karen Elizabeth Ritchie
66 Cherwell Drive
Oxford
OX3 0LZ



.....

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE LONDON SHAMBALA MEDITATION CENTRE LIMITED(

PRELIMINARY

- 1.1. The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company save in so far as they are hereby modified or excluded, but in the case of any inconsistency between these Articles and Table A these Articles shall prevail.
- 1.2 The Company has no share capital and is established for the purposes expressed in the Memorandum of Association. Consequently Regulations 2-35, 46(d), 102-108 and 110 shall not apply and all references elsewhere in Table A to share holders and shares shall be interpreted as referring to members and membership.
- 1.3 Regulations 73 and 75-80 inclusive of Table A shall not apply and Regulations 94 and 95 shall be modified as described below.
- 1.4 Regulations 82 and 87 shall not apply.

INTERPRETATION

2. In these Articles:-

"the Shambala Centre" means The London Shambala Meditation Centre;

"Members" means those individuals who comply at any given time, with the requirements of membership as set out in these articles.

Except where the meaning requires otherwise :-

words importing the singular number only shall include the plural number and vice versa;

any gender shall mean and include any other gender;

words importing persons shall include corporations and natural persons;

OVERRIDING PROVISIONS

The subscriber to the Memorandum and Articles of Association being the first Member shall appoint the first Chairperson, Treasurer, and individuals to serve on the Board, which appointments shall continue subject to these Articles.

Otherwise admission and appointments shall be as hereafter described. Except as is provided by the Memorandum of Association no Member or Director may receive any remuneration from the Company nor be interested in a Contract into which the Company proposes to enter.

MEMBERS

- 3.1 The Members of the Company shall be such persons as are admitted as Members by the Board of Directors and who have paid such annual subscription from time to time laid down by the Board.
- 3.2. No person shall be admitted as a Member unless his/her application to be so admitted has been approved by the Board.
- 3.3. A person shall cease to be a Member upon his/her giving notice to that effect, if he/she fails to observe the terms of his/her admission including the payment of any subscription or contribution which may be payable, or if his/her membership is terminated by a resolution of at least three fourths of the Board. PROVIDED THAT the member concerned shall have the right to be heard by the Board before a final decision is made.
- 3.4 A Member has the right to nominate a representative (who must also be a Member) to attend, speak and vote in his/her place at any Members' Meeting.
- 3.5 The Chairperson of every Meeting of Members shall be the Chairperson of the Company, or the Deputy Chairperson or such other Board Member as is so nominated by the Chairperson.
- 3.6 The Chairperson may call Meetings of Members as the Chairperson sees fit and at least once in any twelve months period for the purpose of an

Annual General Meeting (and shall call such Meeting if required to do so by an agreed number {such number to be agreed by the Members} of Members entitled to attend there at), giving notice of the business to be transacted. No other business shall be transacted at any such Meeting.

THE BOARD OF DIRECTORS

- 4.1 Persons appointed to the Board shall be Directors within the meaning of the Act and shall also be trustees of the Company.
- 4.2 Following the appointment of the first officers all Directors shall be appointed annually by a simple majority of those members attending and voting at the Annual General Meeting, or such specially convened Extraordinary General Meeting of the Members convened specifically for the purpose of appointing or re-appointing Directors. All such appointments will be subject to the approval of Vajradhatu Europe.
- 4.3 Unless otherwise determined by a resolution of the Members the Board shall consist of not less than 6 Directors.
- 4.4 The appointment of honorary officers including the Company Secretary shall be made from the number as set out in 4.3 above, such honorary offices to be determined from time to time by the Members of the Company.
- 4.5 Retiring Directors shall be eligible for re-selection without restriction unless otherwise decided by the Members.
- 4.7 The Board may fill any casual vacancy arising during the year, or elect such additional directors as they think fit but all such directors will be subject to re-appointment at the next General Meeting at which Directors are appointed by the Members.
- 4.8 The Board shall make an annual report to the Members.
- 4.9 The Board may establish if it sees fit a sub-committee from its members. All proceedings of any such sub-committee shall be reported back to the Board as soon as possible.
- 4.10 The Board shall at all times:
 - 4.10.1 ensure that proper accounting records are kept including an inventory of the assets of the Company.
 - 4.10.2 ensure that the Company's assets and other insurable risks are covered by good and sufficient insurance.
 - 4.10.3 call for and receive regular reports from the Treasurer and the Chairman, approve budgets and monitor their fulfilment, and authorise expenditure and the incurring of liabilities.

- 4.10.4 ensure that no expenditure is made, liabilities incurred or borrowing undertaken or continued unless and to the extent that sufficient funds and liquid resources are available immediately and on demand to meet all the liabilities of the Company.
 - 4.10.5 ensure that Minutes of its deliberations and decisions are kept.
 - 4.10.6 ensure that all information reasonably required by the Auditors is made available to them.
 - 4.10.7 ensure that the Company complies with the requirements of the Charity Commissioners and the Charities Act 1993.
- 4.11 Every member of the Board has the right to inspect all books and records and proposals of the Company.
- 4.12 The Board shall have the power to make and amend Standing Orders governing the conduct of the behaviour of the Company save that such rules shall not conflict with or override these Articles or the Memorandum of Association and will be subject to review and approval of the members of the Company in general meeting.

THE CHARITY COMMISSIONERS

- 5.0 In addition to the obligations contained in the Company's Memorandum of Association, it is the Company's intention to consult the Charity Commissioners on any proposed change to these Articles of Association and to inform the Charity Commissioners of any such change.

NAME AND ADDRESS OF SUBSCRIBER

Ian Ritchie
66 Cherwell Drive
Oxford
OX3 0LZ

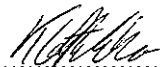


.....

Dated this 20th day of July 1998

Witness to the above signature:-

a) . Karen Elizabeth Ritchie
66 Cherwell Drive
Oxford
OX3 0LZ



.....