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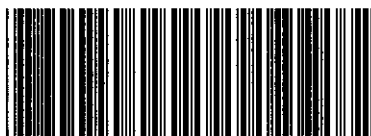
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5442921

The Registrar of Companies for England and Wales hereby certifies that
SURREY COMMUNITY FOUNDATION

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 4th May 2005



N05442921E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

52442921

12



Companies House
for the record

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

SURREY COMMUNITY FOUNDATION

I, **PATRICK JOSEPH DOWLING**

of **BLACKWELL HOUSE, HOGS BACK, GUILDFORD, SURREY GU3 1DF**

† Please delete as appropriate.

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 **WATES HOUSE, STATION APPROACH, LEATHERHEAD KT22 7SW**

On

Day	Month	Year
2	6	0 4

2	0	0	5
---	---	---	---

● Please print name.

before me ● **VICTORIA CATHERINE CLARK**

Signed

Date

26/04/05

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

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

CLYDE & CO (REF TWM)
BEAUFORT HOUSE, CHERTSEY STREET, GUILDFORD, SURREY
GU1 4HA **Tel 01483 555555**
DX number 2406 **DX exchange GUILDFORD**



A10
COMPANIES HOUSE

0713
29/04/05

Form revised 10/03

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

Companies House, Crown Way, Cardiff, CF14 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
or LP - 4 Edinburgh 2

Package: 'Laserform'
by Laserform International Ltd.

30(5)(a)

Please complete in typescript,
or in bold black capitals.

CHFP025

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

Company Name in full

SURREY COMMUNITY FOUNDATION

I, PATRICK JOSEPH DOWLING

of BLACKWELL HOUSE, HOGS BACK, GUILDFORD, SURREY GU3 1DF

† Please delete as appropriate.

a [~~Solicitor 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 WATES HOUSE, STATION APPROACH, LEATHERHEAD KT22 7SW

Day Month Year
on 2 6 0 4 2 0 0 5

① Please print name.

before me ① VICTORIA CATHERINE CLARK

Signed

Date

26/04/05

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.

CLYDE & CO (REF TWM)
BEAUFORT HOUSE, CHERTSEY STREET, GUILDFORD, SURREY
GU1 4HA

Tel 01483 555555
DX number DX exchange

Cor



COMPANIES HOUSE

Laserform International 12/99

When you have completed and signed the form please send it to the
Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
companies registered in England and Wales

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



Companies House

for the record

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

SURREY COMMUNITY FOUNDATION

Proposed Registered Office

(PO Box numbers only, are not acceptable)

WATES HOUSE

STATION APPROACH

Post town

LEATHERHEAD

County / Region

SURREY

Postcode

KT22 7SW

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

Postcode

Number of continuation sheets attached

4

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record

A10
COMPANIES HOUSE0711
29/04/05

CLYDE & CO (REF: TWM)

BEAUFORT HOUSE, CHERTSEY STREET, GUILDFORD, SURREY

GU1 4HA

Tel 01483 555555

DX number 2406

DX exchange GUILDFORD

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

Companies House, Crown Way, Cardiff, CF14 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
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name

NAME

*Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

STEPHEN

Surname

BLUNT

Previous forename(s)

Previous surname(s)

Address **

29 ORCHARD WAY

SEND

Post town

WOKING

County / Region

SURREY

Postcode

GU23 7HS

Country

UK

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.



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

Consent signature

Date

26/4/05

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

PROFESSOR

*Honours etc

CBE DL FREng FRS

Forename(s)

PATRICK JOSEPH

Surname

DOWLING

Previous forename(s)

Previous surname(s)

Address **

BLACKWELL HOUSE

HOGS BACK

Post town

GUILDFORD

County / Region

SURREY

Postcode

GU3 1DF

Country

UK

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.



Day Month Year

Date of birth

2 3 0 3 1 9 3 5

Nationality

BRITISH/IRISH

Business occupation

UNIVERSITY VICE CHANCELLOR & CHIEF EXECUTIVE OFFICER

Other directorships

SEE SEPARATE SHEET ATTACHED

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

Consent signature

Date

26.11.05

Company Secretary (see notes 1-5)**Form 10 Continuation Sheet**

CHWP000

Company Name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, 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

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

2 0 0 2 1 9 6 2

Nationality

BRITISH

Business occupation

ASSOCIATE DIRECTOR

Other directorships

NONE

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

Consent signature**Date**

26/04/05

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, 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)

ANDREW TRACE ALLAN

Surname

WATES

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

HENFOLD HOUSE

Post town

BEARE GREEN

County / Region

SURREY

Postcode

RH5 4RW

Country

UK

Day Month Year

Date of birth

1 6 1 1 1 9 4 0

Nationality BRITISH

Business occupation

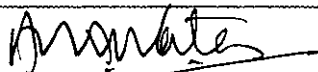
DIRECTOR

Other directorships

SEE SEPARATE SHEET

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

Consent signature

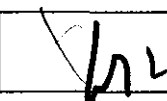
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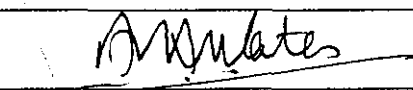
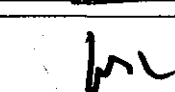
Date

26 / 4 / 05.

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR		*Honours etc							
* Voluntary details	Forename(s)	GORDON ERNEST									
	Surname	LEE-STEERE									
	Previous forename(s)										
	Previous surname(s)										
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	JAYES PARK									
	Post town	OCKLEY									
	County / Region	SURREY	Postcode	RH5 5RR							
	Country	UK									
	Date of birth	Day	Month	Year							
		2	6	1	2	1	9	3	9	Nationality	BRITISH
	Business occupation	FARMER & LANDOWNER									
	Other directorships	WEST HEATH LTD, JAYES FARMS LTD,									
		JAYES ESTATES DEVELOPMENT CO, RURAL HOUSING DEV TRUST									
		I consent to act as director of the company named on page 1									
	Consent signature									Date	26/04/05

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).	Signed		Date	26/4/05
	Signed		Date	26. iv. 05
	Signed		Date	26/04/05.
	Signed		Date	26/4/05.
	Signed		Date	26/4/5
	Signed		Date	
	Signed		Date	

PROFESSOR PATRICK J DOWLING CBE DL FREng FRS

DIRECTORSHIPS

	Registration No	From:
Surrey Satellite Technology Ltd	01916260	1 August 1994-
Research Park Developments Ltd	02600628	18 November 1994-
Steel Construction Institute	1916698	Its foundation, 1986-
Surrey Economic Partnership	?	2000-
Farnham Castle	00596938	Dec 2002-

Andrew Wates

Personal information for company registration

Full Name : **Andrew Trace Allan Wates**

Date of Birth : **16 November 1940**

Nationality : **British**

Usual residential address : **Henfold House
Beare Green
Surrey RH5 4RW**

Business occupation : **Director**

Current Directorships

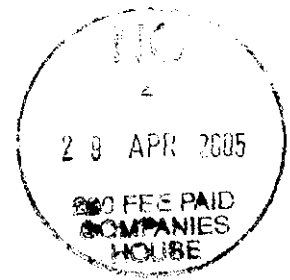
Wates Holdings Limited
Wates Group Limited
Norman Wates Memorial Trust Limited
Wates Pension Trustee Co. Ltd.
Gambado Limited
Wates Homes Limited
Wates Estate Agency Services Limited
Wates PFI Investments Limited
Wates Group Services Limited
WBH (Financial Services) Limited
Wates Facilities Management Limited
Wates Maintenance Services Limited
Wates Group Properties Limited
The Institute for Family Business (UK)
Racecourse Holdings Trust Limited
Racecourse Investments Limited
Woodside Lands Limited
Leisure & Media VCT PLC
Calcot Health & Leisure Co. Ltd.

Past Directorships (within the last 5 years)

Date of Resignation

Wates Construction Limited	06.09.04
Third Wates Investments Limited	22.01.01
QED Education Environments Limited	22.01.01
Wates Letting & Management Services Limited	22.01.01
Wates Financial Services Limited	22.01.01
Relocation & Inventory Services Limited	22.01.01
Fontwell Park (Holdings) Limited	20.12.01
Fontwell Park Steeplechase Limited (The)	20.12.01
United Racecourses Limited (and subsidiaries)	2004

17893



COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

184736/20

MEMORANDUM OF ASSOCIATION

-of-

SURREY COMMUNITY FOUNDATION



- 1 The name of the Company is "SURREY COMMUNITY FOUNDATION" and in this document is called "the Charity").
- 2 The registered office of the Charity will be situated in England.
- 3 The objects for which the Charity are established are:
 - 3.1 the promotion of any charitable purposes for the benefit of the community in the County of Surrey and in particular the advancement of education the protection of good health both mental and physical and the relief of poverty and sickness;
 - 3.2 other exclusively charitable purposes in the United Kingdom and elsewhere which are in the opinion of the Trustees beneficial to the community including those in the area of benefit.
- 4 In furtherance of the above objects but not further or otherwise the Charity shall have the following powers:
 - (a) to assist financially or otherwise any body trust association or organisation (whether incorporated or not) which has purposes which are charitable by the law of England and Wales;
 - (b) to take and accept any gift of money, property or other assets (including instalments of money to be paid under deed of covenant and money transferred to the Charity by way of loan) upon or for any special trusts institutions or purposes (provided that the same shall be exclusively charitable and connected with the community for whose benefit the Charity is established) including trusts institutions and purposes either specified or to be specified by some person other than the Charity or in default of any trust institution or purpose being specified to be selected by the Charity at its discretion from a class or classes of trusts institutions or purposes specified by some such other person or persons and in either case with or without such person being named as the donor;
 - (c) to invest in its own name or in the name of nominees moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

- (d) to delegate upon such terms and with such remuneration as the Charity shall think fit to professional investment managers ("the Managers") the exercise of the power contained in the foregoing sub-clause (e) Provided Always that:
 - (i) the Managers shall be persons who are entitled to carry out investment business under the provisions of the Financial Services Act 1986 or any statutory modification or re-enactment of the same;
 - (ii) the Charity shall authorise the Managers to exercise such delegated power as aforesaid only within clear investment policy guidelines laid down from time to time by the Charity and the Charity shall use its best endeavours to ensure that those guidelines are observed;
 - (iii) the Managers shall be under a duty to report promptly to the Charity any exercise of the power delegated as aforesaid and to report all transactions at least within 14 days and to report on performance of any investments managed by them at least every 3 months;
 - (iv) the Charity shall at all times be free forthwith to review alter or determine such delegation and the terms thereof;
 - (v) the Charity shall review such delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Charity to undertake such review within the said period of 12 months shall not invalidate the delegation;
- e) to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any company or undertaking established with the intention of directly benefiting the Charity provided always that appropriate professional advice shall have been sought before making such subscription or acquisition;
- f) to make any donations in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any exclusively charitable trusts, associations or institutions;
- g) to undertake and execute charitable trusts;
- h) to amalgamate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Charity and prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Charity by this Memorandum of Association;
- i) to appoint a President, Vice President and Patrons and such other honorary officer for such period and subject to such privileges and conditions as may be thought fit;
- j) to pay any sum of income or capital intended to be applied for charitable purposes to the Treasurer or other proper official of any body trust association or organisation (whether incorporated or not) whose objects are for the time being exclusively charitable by the law of England and Wales;
- k) to make and alter such rules and regulations as may be requisite for the efficient management, development and administration of the Charity;

- l) to borrow or raise money for the objects of the Charity on such terms and on such security as may be thought fit subject to such consents as may be required by law;
 - m) 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;
 - n) 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;
 - o) to acquire, alter, improve and (subject to consents as may be required by law) to charge or otherwise dispose of property;
 - p) 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 payments of pensions and superannuation of staff and their dependants;
 - q) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - r) 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;
 - s) to pay out of the funds of the Charity the costs, charges and expenses of an incidental to the formation and registration of the Charity;
 - t) 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 dividend, bonus or otherwise 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 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 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.

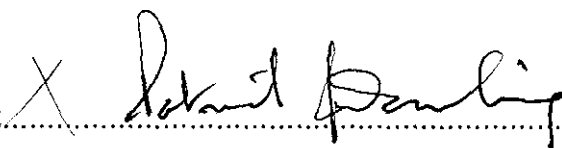
8 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the 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 persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Full Names

PROFESSOR PATRICK JOSEPH DOWLING
BLACKWELL HOUSE
HOGS BACK
GUILDFORD
SURREY
GU3 1DF

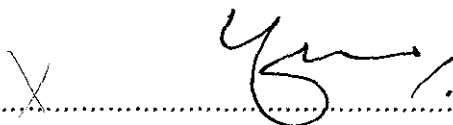
SIGNATURE.....



DATE: 26TH APRIL 2005

STEPHEN BLUNT
29 ORCHARD WAY
SEND
WOKING
SURREY
GU23 7HS

SIGNATURE.....



DATE: 26TH APRIL 2005

GORDON ERNEST LEE-STEERE
JAYES PARK
OCKLEY
SURREY
RH5 5RR

SIGNATURE.....



DATE: 26TH APRIL 2005

ROBIN EDMUND MALLORIE
BIRCH HOUSE
HIGH STREET
BRAMLEY
GUILDFORD
SURREY
GU5 0HS

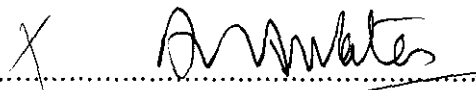
SIGNATURE.....



DATE: 26TH APRIL 2005

ANDREW TRACE ALLAN WATES
HENFOLD HOUSE
BEARE GREEN
SURREY
RH5 4RW

SIGNATURE.....



DATE: 26TH APRIL 2005

Dated:

26/04/05

Witness to the above Signatures:



Name:

VICTORIA CATHERINE CLARK

Address:

CLYDE & CO
BEAUFORT HOUSE
CHERTSEY STREET
GUILDFORD
SURREY
GU1 4HA

Occupation:

SOLICITOR

**The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital**

Articles of Association of

SURREY COMMUNITY FOUNDATION

Interpretation

1 In these articles:

“the Charity” 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 Charity;

“clear days” in relation to the period of a notice mean 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 to membership in accordance with the rules made under Article 63 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 rules made under Article 63, 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 requisition 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
- (1) 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. Five 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 the 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 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 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.

Vote of members

- 20 Subject to Article 17, every member shall have one vote.
- 21 Subject to the provisions of sections 381A-C and 382A of the Act a resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members and if described as a special or an extraordinary resolution it shall effect accordingly.
- 22 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
- 23 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.
- 24 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.
- 25 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

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

Appointment and retirement of trustees

- 28 Subject to Article 29 a Trustee shall hold office until the third Annual General Meeting following his appointment when he shall retire from office. A retiring Trustee shall be eligible for re-election except that no Trustee shall be eligible for re-election for a third consecutive

term of office. A retiring Trustee will become eligible for re-appointment as a Trustee at the Annual General Meeting following his retirement from his second term of office.

- 29 Prior to the first Annual General Meeting of the Charity the Trustees shall agree which of the Trustees then in office (being not less than one third of their number) shall retire from office at the first Annual General Meeting and which others of them (being not less than one third of their number) shall retire from office at the second Annual General Meeting and the remainder of their number shall retire from office at the third Annual General Meeting.
- 30 No person other than a retiring Trustee shall be eligible for election unless his nomination made by one Member and seconded by one other Member has been received by the Secretary at least fourteen clear days before the meeting. If no nominations for a particular vacancy are so received, nominations made for that vacancy at the meeting shall be valid provided the nominee has agreed to accept office. Any Member shall be entitled to submit nominations. In the event of two or more persons being nominated for any one office, or of opposition to a nomination by any Member present, there shall be a vote by ballot of all Members present.
- 31 Subject to the provisions of Article 28 if the Charity at the meeting at which a trustee retires pursuant to these articles, 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 may be appointed as a trustee:
 - (1) if they are under the age of 18 years unless the charity is a registered company; or
 - (2) in the circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 37.
- 33 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.
- 34 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
- 35 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 as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 36 Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.
- 37 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 72 of the Charities Act 1993 (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 the notice of resignation is to take effect); or
- (4) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.

Powers of Trustees

- 38 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 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.
- 39 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.

Trustees' expenses

- 40 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 meeting or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Trustees' appointments

- 41 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 such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.
- 42 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

- 43 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.
- 44 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.
- 45 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 call a general meeting.
- 46 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.
- 47 The trustees may delegate any of their powers to any sub-committee consisting of such of their number and such other persons as they think fit. Provided that where such committee includes persons not being trustees, the number of such persons shall be less than three quarters the total number of the committee members and no resolution of the committee shall be effective unless any trustee who is a member of the committee has voted in favour thereof.
- 48 Any sub-committee formed pursuant to Article 47 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the trustees. The resolution making the delegation shall specify the financial limits within which any sub-committee shall function. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the trustees as far as applicable and so far as the same shall not be superseded by any regulations made by the trustees. All acts and proceeding of such sub-committees shall be reported in due course to the trustees.
- 49 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.
- 50 A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee, 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 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.
- 51 Any bank account in which any part of the assets of the Charity is deposited shall be operated pursuant to a mandate expressly approved by the trustees and shall indicate the name of the Charity.

Secretary

- 52 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

- 53 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 proceeding at meetings of the Charity and of the trustees and of committees including the names of the trustees present at each such meeting.

The Seal

- 54 The seal shall only be used by the authority of the trustees or of a committee 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

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

Annual Report

- 56 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

- 57 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

- 58 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.
- 59 The Charity 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 Charity.
- 60 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting, and where necessary, of the purposes for which it was called.

- 61 Proof that an enveloped 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

- 62 Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment 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 Charity.

Rules

- 63 (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 Charity 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 Charity (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 Charity in relation to one another, and to the Charity's servants;
- (iii) the setting aside of the whole or any part or parts of the Charity'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 in so far as such procedure is not regarded by the articles;
- (v) generally, all such matters as are commonly the subject matter of company rules.

(2) The Charity 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 Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Signatures, Names and Addresses of Subscribers

PROFESSOR PATRICK JOSEPH DOWLING
BLACKWELL HOUSE
HOGS BACK
GUILDFORD
SURREY
GU3 1DF

SIGNATURE.....

X Patrick Dowling

DATE: 26TH APRIL 2005

STEPHEN BLUNT
29 ORCHARD WAY
SEND
WOKING
SURREY
GU23 7HS

SIGNATURE.....

X Stephen Blunt

DATE: 26TH APRIL 2005

GORDON ERNEST LEE-STEERE
JAYES PARK
OCKLEY
SURREY
RH5 5RR

SIGNATURE.....

X Gordon Lee-Steere

DATE: 26TH APRIL 2005


ROBIN EDMUND MALLORIE
BIRCH HOUSE
HIGH STREET
BRAMLEY
GUILDFORD
SURREY
GU5 0HS

SIGNATURE.....

X Robin Mallorie

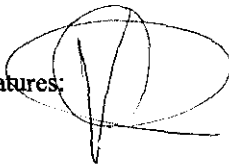
DATE: 26TH APRIL 2005

ANDREW TRACE ALLAN WATES
HENFOLD HOUSE
BEARE GREEN
SURREY
RH5 4RW

SIGNATURE  DATE: 26TH APRIL 2005

Dated: 26/04/05

Witness to the above Signatures:



Name: VICTORIA CATHERINE CLARK

Address: CLYDE & CO
BEAUFORT HOUSE
CHERTSEY STREET
GUILDFORD
SURREY
GU1 4HA

Occupation: SOLICITOR

Dated:

Witness to the above Signatures:

Name:

Address:

Occupation: