

FILE COPY



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

Company No. 6258088

The Registrar of Companies for England and Wales hereby certifies that
DIDCOT FIRST 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 24th May 2007



DVFE00Q

DSR 10.05/2007 4
COMPANIES HOUSE

N06258088O



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

Didcot First Limited

I, David Abbott Pryor

of 24 Campion Hall, Drive, Didcot, Oxon

† 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

DA Pryor

Declared at

137 Broadway Didcot OX11 8XQ

Day Month Year

On

1 5 2007

• Please print name

before me •

Gareth Miller

Signed

Gareth Miller

Date

15/5/07

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

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

Alison Adams, 75 Norreys Road
Didcot OX11 0AW

Tel 01235 815856

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, CF14 3UZ

DX 33050 Cardiff

or companies registered in England and Wales or

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

DX 235 Edinburgh

for companies registered in Scotland

or LP - 4 Edinburgh 2



10

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

Didcot First Limited.

Proposed Registered Office

(PO Box numbers only, are not acceptable)

3 Merekind Road

Didcot

Post town

Didcot

County / Region

Oxon

Postcode

OX11 8AP

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

17

You do not have to give any contact
information in the box opposite but if
you wish to inform Companies House

Alison Adams, 75 Worreys Road.

Didcot, OX11 0AW

Tel 01235 815 856

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, 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



A14

27/04/2007
COMPANIES HOUSE

33

v 10/03

Company Secretary (see notes 1-5)

Company name		DIDCOT FIRST	
NAME	*Style / Title	MR	*Honours etc
Forename(s)		RICHARD	
Surname		BENTON	
Previous forename(s)			
Previous surname(s)			
Address ¹¹		15 THE ORCHIDS	
		CHILTON	
Post town		DIDCOT	
County / Region		OXFORDSHIRE	Postcode OX11 0QP
Country		UK	

¹¹ 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

R Benton

Date

24-11-06

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 ¹¹					
Post town					
County / Region			Postcode		
Country					
Date of birth	Day	Month	Year	Nationality	
Business occupation					
Other directorships					
I consent to act as director of the company named on page 1					
Consent signature					Date

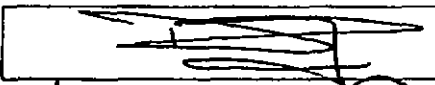
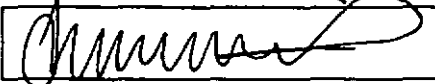
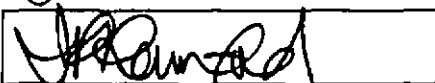

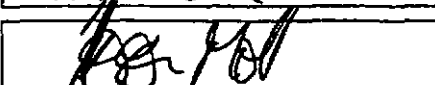
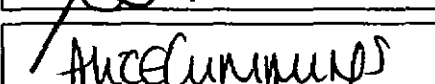

¹¹ Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR		*Honours etc	
* Voluntary details		Forename(s)	JULIAN DAVID		
		Surname	DAVID ALLEN		
		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 ††	<input type="checkbox"/>		
		Post town	CHILBROOK		
			BURL STREET, HARWELL		
		Country / Region	OXON	Postcode	OX11 0DT
		Country	UNITED KINGDOM		
		Date of birth	Day	Month	Year
			01	11	1959
		Nationality	BRITISH		
		Business occupation	PROPRIETOR - EMPLOYMENT AGENCY		
		Other directorships	none		
I consent to act as director of the company named on page 1					
		Consent signature	Julian D Allen		Date
					29 JANUARY 2007

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	27.03 07
	Signed		Date	11 APR 07
	Signed		Date	20/04/07
	Signed		Date	24/04/2007
	Signed		Date	24/4/07
	Signed		Date	24 APR 2007
	Signed		Date	25-4-07

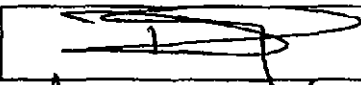
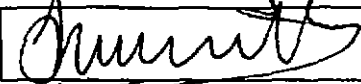
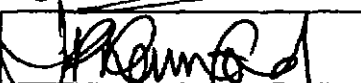
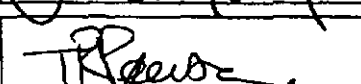
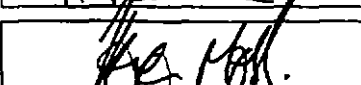
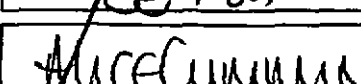
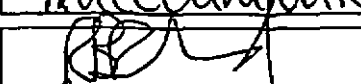
J. Wood

26/04/07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc	
* Voluntary details		Forename(s)	CHRISTOPHER DAVID	
		Surname	BRYAN	
		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 ††	St. BIRINUS SCHOOL	
			MERELAND ROAD	
		Post town	DIDCOT	
		County / Region	OXON	Postcode OX11 8AZ
		Country	U.K.	
		Date of birth	Day Month Year	Nationality
			1 7 0 8 1 9 4 9	BRITISH
		Business occupation	HEADTEACHER	
		Other directorships	none	
		I consent to act as director of the company named on page 1		
		Consent signature	COBryn	Date 29.01.07

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	27.03 07
	Signed		Date	11 APR 07
	Signed		Date	20/04/07
	Signed		Date	24/04/2007
	Signed		Date	24/4/07
	Signed		Date	24 APR 2007
	Signed		Date	25-4-07

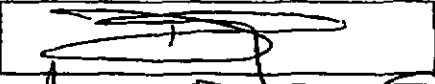
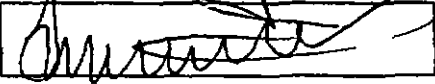


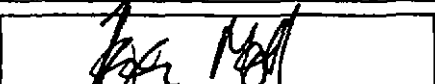
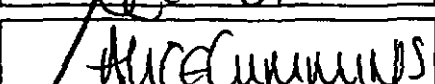
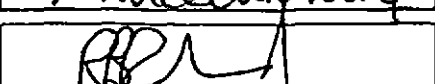
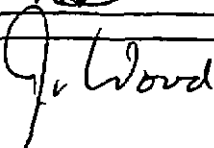
J. Wood

26/04/07

Directors (see notes 1-5)

Please list directors in alphabetical order

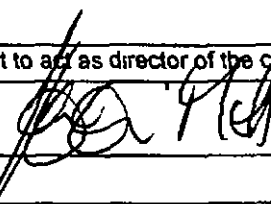
NAME	*Style / Title	NRS		*Honours etc	
* Voluntary details	Forename(s)	ALICE SARAH LOUISE			
	Surname	CUMMINGS			
	Previous forename(s)				
	Previous surname(s)	BANKS			
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B 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 ††	<input type="checkbox"/> 329 HARWELL			
	Post town	DIDCOT			
	County / Region	OXFORDSHIRE	Postcode	OX11 0QJ	
	Country				
	Date of birth	Day	Month	Year	Nationality
		02	11	1963	BRITISH
	Business occupation	CHARTERED ACCOUNTANT			
	Other directorships	SEE ATTACHED SHEET			
	I consent to act as director of the company named on page 1				
	Consent signature	ALICE CUMMINGS		Date	12/2/07

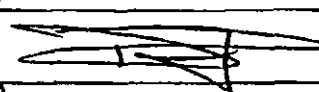
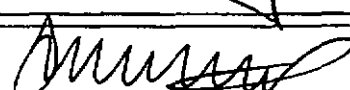
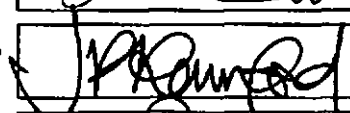
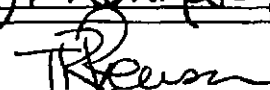

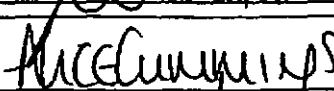

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).	Signed		Date	27.03.07
	Signed		Date	11 APR 07
	Signed		Date	20/04/07
	Signed		Date	24/04/2007
	Signed		Date	24/4/07
	Signed		Date	24 APR 2007
	Signed		Date	25-4-07
			26/04/07	

still Moss

Directors (see notes 1-5)

Please list directors in alphabetical order

		NAME	*Style / Title	MR	*Honours etc	
		Forename(s)				
		STEVEN				
		Surname				
		MOSS				
		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		MILLSIDE, MILL ORCHARD				
		EAST WANNAY				
		WANDAGE				
		Post town	OXFORDSHIRE			
		County / Region	Postcode			
		UK				
		Day Month Year				
		27 04 1953				
		Nationality				
		BRITISH				
		Business occupation				
		MANAGER (PUBLIC SERVICE)				
		Other directorships				
		UK SCIENCE PARKS ASSOCIATION				
		I consent to act as director of the company named on page 1				
		Consent signature				
						
		Date				
		28/2/07				

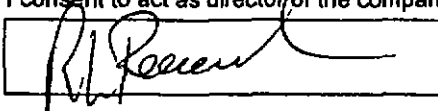
This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).	Signed		Date	27.03.07
	Signed		Date	11 APR 07
	Signed		Date	20/04/07
	Signed		Date	24/04/2007
	Signed		Date	24/4/2007
	Signed		Date	24 APR 2007
	Signed		Date	25-4-07


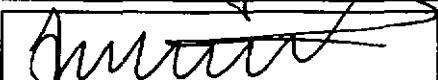
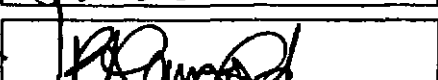
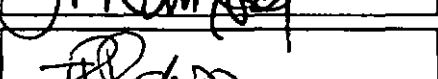
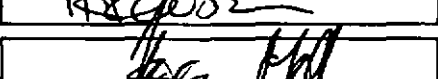
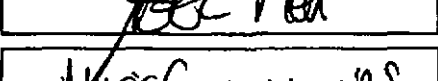
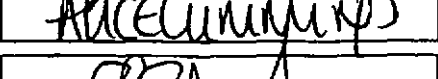
J. Wood

26/04/07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR		*Honours etc	
* Voluntary details		Forename(s)	RICHARD		
		Surname	PEACOCK		
		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 ††	5 C MANOR RD		
			SOUTH HINKSEY		
		Post town	OXFORD		
		County / Region	OXON	Postcode	OX1 5AS
		Country			
Date of birth	Day	Month	Year	Nationality	
	19	06	1955	BRITISH	
Business occupation	CHIEF EXECUTIVE, Soha Housing Ltd.				
Other directorships	NONE				
I consent to act as director of the company named on page 1					
Consent signature				Date	29/1/07

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	27.03.07
	Signed		Date	11 APR 07
	Signed		Date	20/04/07
	Signed		Date	24/04/2007
	Signed		Date	24/4/07
	Signed		Date	24 APR 2007
	Signed		Date	25-4-07

G. Wood

26/04/07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR		*Honours etc	
* Voluntary details	Forename(s)	TIMOTHY ROBERT			
	Surname	PEARSON			
	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 ††	49 RALEIGH PARK ROAD			
	Post town	OXFORD			
	County / Region	OXON	Postcode	OX2 9AZ	
	Country	UK			
	Date of birth	Day	Month	Year	Nationality
		15	02	1960	BRITISH
	Business occupation	COMPANY DIRECTOR			
	Other directorships	RM plc RM Education plc			
		Indigo Ltd Research Machines Ltd			
		I consent to act as director of the company named on page 1			
	Consent signature	T Pearson		Date	29.01.07

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	27.03.07
	Signed		Date	11 APR 07
	Signed		Date	20/04/07
	Signed		Date	24/04/2007
	Signed		Date	24/4/07
	Signed		Date	24 APR 2007
	Signed		Date	25-4-07

J. Wood

26/04/07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
		Mr	
* Voluntary details	Forename(s)	David Abbott	
	Surname	PRYOR	
	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 ††	24 CAMPION HALL DRIVE	
	<input type="checkbox"/>	£	
	Post town	DIDCOT	
	County / Region	OXON	Postcode
	Country	ENGLAND	
	Date of birth	Day Month Year	Nationality
		1 8 0 5 1 9 6 3	BRITISH
	Business occupation	TAXI PROPRIETOR	
	Other directorships	NETWORK TAXIS	
	I consent to act as director of the company named on page 1		
	Consent signature		Date 24/11/06


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	27-03-07
	Signed		Date	11 APR 07
	Signed		Date	20/04/07
	Signed		Date	24/04/2007
	Signed		Date	24/4/07
	Signed		Date	24 APR 2007
	Signed		Date	25-4-07

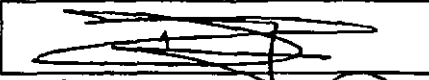


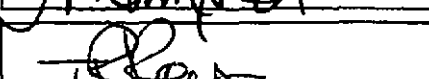
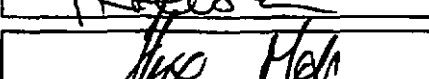
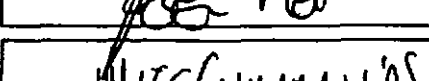
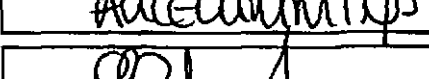
G. Ward

26/04/07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc		
MR.				
* Voluntary details	Forename(s)	JOHN		
	Surname	RAINFORD		
	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 ††	24 PARSEY CRESCENT		
	<input type="checkbox"/>	BARN		
	Post town	WALLINGFORD		
	County / Region	OXFORDSHIRE	Postcode	OX10 6LD
	Country	ENGLAND		
	Date of birth	Day Month Year	Nationality	
	24 05 1952		BRITISH	
	Business occupation	SITE MANAGER DUDCOT		
	Other directorships	none		
I consent to act as director of the company named on page 1				
	Consent signature		Date 27/4/06	

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	27.03.07
	Signed		Date	11 APR 07
	Signed		Date	20/04/07
	Signed		Date	24/04/2007
	Signed		Date	24/4/07
	Signed		Date	24 APR 2007
	Signed		Date	25-4-07

J. Wood

26/04/07

Directors (see notes 1-5)

Please list directors in alphabetical order

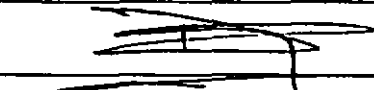
NAME	*Style / Title	MR		*Honours etc	
* Voluntary details	Forename(s)	RICHARD BENCE			
	Surname	ROWLAND			
	Previous forename(s)				
	Previous surname(s)				
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies 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 ††	THE OLD SLAUGHTERHOUSE 7 SCHOOL HILL			
	Post town	NORTH MARSTON			
	County / Region	BUCKS	Postcode	MK 18 3PE	
	Country	ENGLAND			
	Date of birth	Day	Month	Year	Nationality
		21	8	12 19 66	BRITISH
	Business occupation	REGIONAL MANAGER			
	Other directorships	NONE			
	I consent to act as director of the company named on page 1				
	Consent signature			Date	29/01/07

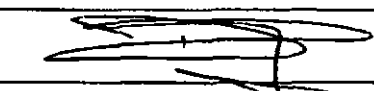


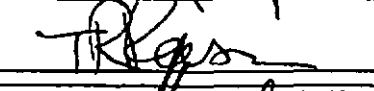


This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).	Signed		Date	27.03.07
	Signed		Date	11 APR 07
	Signed		Date	20/04/07
	Signed		Date	24/04/2007
	Signed		Date	24/4/07
	Signed		Date	24 APR 2007
	Signed		Date	25-4-07

26/04/07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR		*Honours etc	
* Voluntary details	Forename(s)	DANIEL			
	Surname	SAVAGE			
	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 ††	UNIVERSITY OF READING			
		WHITEKNIGHT HOUSE, PO BOX 217			
	Post town	READING			
	County / Region	BERKSH	Postcode	RG6 6AH	
	Country	UK			
	Date of birth	Day	Month	Year	Nationality
		01	03	1951	BRITISH
	Business occupation	ACCOUNTANT			
	Other directorships	none see attached			
	I consent to act as director of the company named on page 1				
	Consent signature			Date	29.1.07

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	27.03.07
	Signed		Date	11 APR 07
	Signed		Date	20/04/07
	Signed		Date	24/04/2007
	Signed		Date	24/4/07
	Signed		Date	24 APR 2007
	Signed		Date	25-4-07

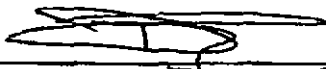
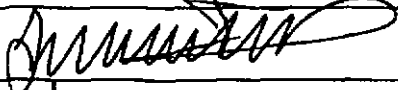
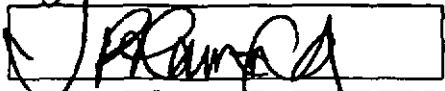
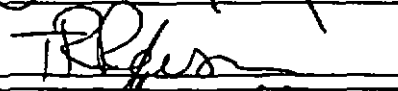

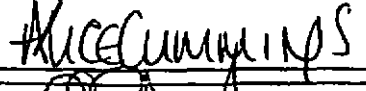
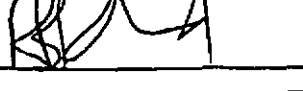
G. Wood

26/04/07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	DR		*Honours etc	OBE
* Voluntary details		Forename(s)	THOMAS GORDON		
		Surname	WALKER		
		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 ††	TUDOR COTTAGE		
			BURR STREET, HARWELL		
		Post town	DIDCOT		
		County / Region	OXON	Postcode	OX11 0DV
		Country	ENGLAND		
		Day Month Year			
		Date of birth	01/11/1936	Nationality	UK
		Business occupation	RETIRED		
		Other directorships	none		
		I consent to act as director of the company named on page 1			
		Consent signature	J. G. Walker		
		Date	31 January 2007		

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	07.03.07
	Signed		Date	11 APR 07
	Signed		Date	20/04/07
	Signed		Date	24/04/2007
	Signed		Date	24/4/07
	Signed		Date	24 APR 2007
	Signed		Date	25-4-07

J. G. Walker


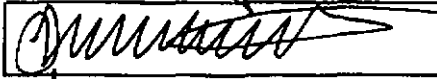

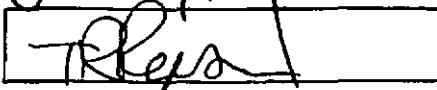
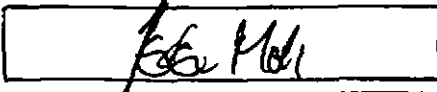
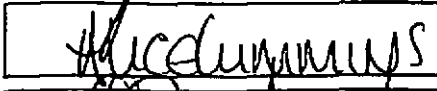

26/04/07

Director, 11/11/07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
	Professor	CBE FReng	
* Voluntary details	Forename(s)	John Vivian	
	Surname	Wood	
	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 ††	Old Rectory	
		Bohnhurst	
	Post town	Bedford	
	County / Region		Postcode MK44 2GS
	Country	UK	
Date of birth	Day Month Year	Nationality	
	1 0 0 9 1 9 4 9	British	
Business occupation	Chief Executive CCLRC		
Other directorships	See attached		
I consent to act as director of the company named on page 1			
Consent signature	G. Wood		Date 12/2/07

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	27.03.07
	Signed		Date	11 APR 07
	Signed		Date	20/04/07
	Signed		Date	24/04/2007
	Signed		Date	24/4/07
	Signed		Date	24 APR 2007
	Signed		Date	25-4-07

G. Wood.

26/04/07

Directorships – Professor John Wood CBE FREng

1995-	Director of M4 Technologies Ltd, Nottingham, UK
2000-	Director and Trustee of the Industrial Trust
2002-	Director of Diamond Light Source Ltd, RAL, UK
2002-	Director of Spectrum Ltd, RAL, UK (Seed Corn Fund)
2003-	Director of Maney Publishing (non-executive)
2004-	Director Oxford Economic Partnership
2005-	Director Oxford Economic Observatory
2006-	Director and Trustee of the "Tomorrow Project "

ALICE CUMMINGS - DIRECTORSHIPS**9/2/2007**

AEA Technology plc	11/10/06
AEAT Holdings Ltd 5462499 (holding company)	16/10/06
AEA Technology International Ltd 2699932	16/10/06
Hunting BRAE Ltd 02489301	21/8/06
Index Data Systems Ltd 2401483	16/10/06
Laputa Enterprises Ltd 3294013	16/10/06
AEA Sonomatic Ltd 1356426	16/10/06
AEA TASC (Sonomatic) Ltd 2131230	16/10/06
Safeguard International Ltd 2798701	16/10/06
Addspice Ltd 3051556	16/10/06
BR Research Ltd 3248627	16/10/06
Transportation Consultants International Ltd 3210050	16/10/06
TCI Operational Research Ltd 3294016	16/10/06
TCI Signalling Ltd 3273642	16/10/06
ANT Holdings Ltd 3732002	16/10/06
Fleet Software Ltd 2704784	16/10/06
Fleet Activity Control Technology Ltd 2865249	16/10/06
The Engineering Link Limited 3062725	16/10/06
Future Energy Solutions Ltd 4369072	16/10/06
Chief Policy Limited 03033286	16/10/06
AEA Technology Services Ltd 2707078	16/10/06
AEA Technology Environment Ltd 3524827	16/10/06

List of Directorships

Held by David Charles Lambert Savage

02904244	Whiteknights Energy Limited
00439135	Whiteknights Farming Limited
03095317	Dairy Research and Consultancy Limited
03266231	AF Trust Company
02501587	Stockmint Limited
03919401	Perinatal Diagnostics Limited
04824418	New Technology Institute Thames Valley
05225696	Witan College Limited
05094132	Whitfield Solar Limited

MS2
MID 5/958
100033/20

NC
MAY 2001
COMPANIES
HOUSE

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

Memorandum of Association of
Didcot First Limited

NC
11
COMPANIES
HOUSE
12178

- 1 The Company's name is **Didcot First Limited** (and in this document is called 'the Company')
- 2 The Company's registered office is to be situated in England
- 3 The Company's objects ('the objects') are
 - **To drive the 'Vision'** of making Didcot a better place to live, work and invest, as detailed within the Vision Statement and Business Plan, or other subsequent documents which may succeed them +
 - **To be a voice for Didcot's community**, especially in terms of making non political representation with local authorities
 - **To challenge negativity** towards Didcot, whenever and wherever it is shown
 - **To facilitate a change of image** for Didcot
 - **To embrace and enhance cultural diversity** especially through the use of the arts (to include all art forms) & sports and by welcoming ethnic diversity
 - **To be a catalyst** between agencies at all levels, making introductions, promoting relationships and encouraging actions that will benefit Didcot
 - **To encourage cohesion** between the key decision makers in the locality
 - **To engage Stakeholders*** in the work of the Company ensuring community and business 'buy in'
 - **To appoint volunteer Champions**** to work with the Company in furtherance of 'the objects'
 - **To seek and obtain funding** both for the work of the Company and then for the purpose of making grants to other agencies in furtherance of 'the objects'
 - **To carry out any other activities** that will contribute to the overall objects of the Company

+ The Vision and Vision Statement are set by the Directors and Development Managers
The Vision Statement is 'Didcot First Ltd is an independent, non-aligned organisation, committed to bringing together commerce, statutory bodies, voluntary agencies and the general public for the specific purpose of ensuring that Didcot is a positive place to live, work and invest – and is promoted as such

The Business Plan is a rolling and flexible plan that is under regular review by the Directors and Development Managers to ensure the objects of the company are met in a timely and appropriate manner and within the financial constraints of the budget

*Stakeholders are those with an interest in Didcot, due to their residency, business investment or community activity

****Champions are active volunteers who will speak publically of their support for Didcot and the Company**

- 4 In furtherance of the objects but not otherwise the Company may exercise the following powers
- (i) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate a bank account in the name of the Company
 - (ii) to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations
 - (iii) subject to clause 5 below, to employ such staff, who shall not be directors of the Company, as necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants
 - (iv) to co-operate with other agencies voluntary bodies, statutory authorities and private businesses operating in furtherance of the objects, at national, county and local level and to exchange information and advice with them
 - (v) to pay out of the funds of the Company the costs, charges and expenses of, and incidental to, the formation and registration of the Company
 - (vi) to do all such lawful things as are necessary for the achievement of the objects
- 5 The income and property of the Company shall be applied solely towards the promotion of the objects set forth in this Memorandum of Association 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 Company, and no trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company Provided that nothing in this document shall prevent any payment in good faith by the Company
- 1 of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a trustee,
 - 2 of interest on money lent by any member of the Company 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,
 - 3 of fees, remuneration or other benefit in money or moneys 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,
 - 4 of reasonable and proper rent for premises demised or let by any member of the Company or a trustee.
 - 5 to any trustee of reasonable out of pocket expenses
- 6 The liability of the members is limited

- 7 Every member of the Company (with the exception of the Friends category of membership) 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 or she is a member or within one year after he or she ceases to be a member, for payment of the Company'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 Company is wound up or dissolved and after all of its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other company or charity 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 Company by clause 5 above, chosen by the members of the Company 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.

Signatures, Names and Addresses of Subscribers

John Rainford, rwe n-power

Station Manager, Didcot A Power Station, Didcot, Oxon OX11 7HA



Steve Moss, UKAEA

Head, Central Property Unit, UKAEA, The Library, 8th Street, Harwell International Business Centre, Didcot, Oxon OX11 0RL

Prof John Wood, CCLRC

CEO, CCLRC, Chilton, Didcot OX11 0QX

Tim Pearson, RM

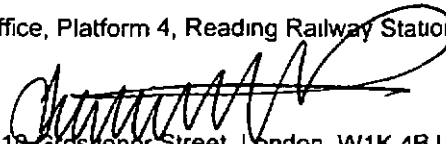
Chief Executive, RM, 183 Milton Park, Abingdon OX14 4SE

Richard Rowland, First Great Western

Regional Manager, Thames Valley, Station Manager's Office, Platform 4, Reading Railway Station RG1 1LZ

Simon Betty, Hammerson

Development Executive, Hammerson UK Properties plc, 19 Grosvenor Street, London W1K 4BJ



Alice Cummings, AEA Technology

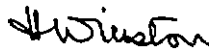
Group Finance Director, AEA Technology plc, 329 Harwell, Didcot OX11 0QJ

David Savage, University of Reading

Director of Finance & Corporate Services, University of Reading, Whiteknights, PO Box 217, Reading RG6 6AH

Dated 11 4 07

Witness to the above Signatures



Name MRS H WHISTON



Witness to John Rainford

LAMARINE WINTON

Address "DAGAR"
WHITEPOST LANE
NEOPHAM
GRAVESEND KENT
DA13 0TH

Occupation SECRETARY,

RWE NPOWER
DIDCOT A POWER STATION
DIDCOT
OXON
OX11 7HA
TFL ADVISOR

Signatures Names and Addresses of Subscribers

John Rainford, nwa n-power

Station Manager, Didcot A Power Station, Didcot, Oxon OX11 7HA

Steve Moss, UKAEA

Head, Central Property Unit, UKAEA, The Library, 8th Street, Harwell International Business Centre, Didcot, Oxon OX11 0RL

Prof John Wood, CCLRC

CEO, CCLRC, Chilton, Didcot OX11 0QX

Tim Pearson, RM

Chief Executive, RM, 183 Milton Park, Abingdon OX14 4SE



Richard Rowland, First Great Western

Regional Manager, Thames Valley, Station Manager's Office, Platform 4, Reading Railway Station RG1 1LZ

Simon Betty, Hammerson

Development Executive, Hammerson UK Properties plc, 10 Grosvenor Street, London W1K 4BJ

Alice Cummings, AEA Technology

Group Finance Director, AEA Technology plc, 329 Harwell, Didcot OX11 0QJ

David Savage, University of Reading

Director of Finance & Corporate Services, University of Reading, Whiteknights, PO Box 217, Reading RG6 6AH

Dated 24/04/07

Witness to the above Signatures



Name D K Penn

Address 4 Herman Close

Abingdon

Oxon OX14 3XG

Occupation

PA to CEO

Signatures, Names and Addresses of Subscribers

John Rainford, rwe n-power

Station Manager, Didcot A Power Station, Didcot, Oxon OX11 7HA

Steve Moss, UKAEA

Head, Central Property Unit, UKAEA, The Library, 8th Street, Harwell International Business Centre, Didcot, Oxon OX11 0RL

Prof John Wood, CCLRC

CEO, CCLRC, Chilton, Didcot OX11 0QX

Tim Pearson, RM

Chief Executive, RM, 183 Milton Park, Abingdon OX14 4SE

Richard Rowland, First Great Western

Regional Manager, Thames Valley, Station Manager's Office, Platform 4, Reading Railway Station RG1 1LZ

Simon Betty, Hammerson

Development Executive, Hammerson UK Properties plc, 10 Grosvenor Street, London W1K 4BJ

Alice Cummings, AEA Technology

Group Finance Director, AEA Technology plc, 329 Harwell, Didcot OX11 0QJ

David Savage, University of Reading

Director of Finance & Corporate Services, University of Reading, Whiteknights, PO Box 217, Reading RG6 6AH

Dated 24/04/07

Witness to the above Signatures Miles A Savage

Name MILES SAVAGE

Address BEECH COTTAGE
PARADISE ROAD
HENLEY ON THAMES

Occupation CHARTERED ACCOUNTANT

Signatures, Names and Addresses of Subscribers

John Rainford, rwe n-power

Station Manager, Didcot A Power Station, Didcot, Oxon OX11 7HA

Steve Moss, UKAEA

Head, Central Property Unit, UKAEA, The Library, 8th Street, Harwell International Business Centre, Didcot, Oxon OX11 0RL

Prof John Wood, CCLRC

CEO, CCLRC, Chilton, Didcot OX11 0QX

Tim Pearson, RM

Chief Executive, RM, 183 Milton Park, Abingdon OX14 4SE

Richard Rowland, First Great Western

Regional Manager, Thames Valley, Station Managers Office, Platform 4, Reading Railway Station RG1 1LZ

Simon Betty, Hammerson

Development Executive, Hammerson UK Properties plc, 10 Grosvenor Street, London W1K 4BJ

Alice Cummings, AEA Technology

Group Finance Director, AEA Technology plc, 329 Harwell, Didcot OX11 0QJ

David Savage, University of Reading

Director of Finance & Corporate Services, University of Reading, Whiteknights, PO Box 217, Reading RG6 6AH

Dated 25/04/07

Witness to the above Signatures

 A J ADAMS

Name A J ADAMS

Address 75 NORREYS ROAD
DIDCOT

OXON OX11 0AW.

Occupation DEVELOPMENT MANAGER, DIDCOT FIRST.

Signatures, Names and Addresses of Subscribers

John Rainford, rwe n-power

Station Manager, Didcot A Power Station, Didcot, Oxon OX11 7HA

Steve Moss, UKAEA

Head, Central Property Unit, UKAEA, The Library, 8th Street, Harwell International Business Centre, Didcot, Oxon OX11 0RL

Prof John Wood, CCLRC

CEO, CCLRC, Chilton, Didcot OX11 0QX



Tim Pearson, RM

Chief Executive, RM, 183 Milton Park, Abingdon OX14 4SE

Richard Rowland, First Great Western

Regional Manager, Thames Valley, Station Manager's Office, Platform 4, Reading Railway Station RG1 1LZ

Simon Betty, Hammerson

Development Executive, Hammerson UK Properties plc, 10 Grosvenor Street, London W1K 4BJ

Alice Cummings, AEA Technology

Group Finance Director, AEA Technology plc, 329 Harwell, Didcot OX11 0QJ

David Savage, University of Reading

Director of Finance & Corporate Services, University of Reading, Whiteknights, PO Box 217, Reading RG6 6AH

Dated 26 April 2007

Witness to the above Signatures Linda Miles

Name Mr L Miles

Address Rutherford Appleton Laboratory
OX11 0QX

Occupation RA to Professor John Wood

Signatures, Names and Addresses of Subscribers

John Rainford, n-e-power

Station Manager, Didcot A Power Station, Didcot, Oxon OX11 7HA

Steve Moss, UKAEA

Head, Central Property Unit, UKAEA, The Library, 8th Street, Harwell International Business Centre, Didcot, Oxon OX11 0RL

Prof John Wood, CCLRC

CEO, CCLRC, Chilton, Didcot OX11 0QX

Tim Pearson, RM

Chief Executive, RM, 183 Milton Park, Abingdon OX14 4SE

Richard Rowland, First Great Western

Regional Manager, Thames Valley, Station Manager's Office, Platform 4, Reading Railway Station RG1 1LZ

Simon Betty, Hammerson

Development Executive, Hammerson UK Properties plc, 10 Grosvenor Street, London W1K 4BJ

Alice Cummings, AEA Technology

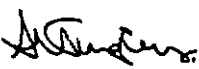
Group Finance Director, AEA Technology plc, 329 Harwell, Didcot OX11 0QJ

David Savage, University of Reading

Director of Finance & Corporate Services, University of Reading, Whiteknights, PO Box 217, Reading RG6 6AH

Dated 24.4.07.

Witness to the above Signatures

Name ANNE TINGLEY 

Address UKAEA
THE LIBRARY
EIGHTH STREET
HARWELL SCIENCE AND INNOVATION CAMPUS
DIDCOT, OXON
OX11 0RL

Occupation

BUSINESS SUPPORT MANAGER

Signatures, Names and Addresses of Subscribers

John Rainford, nwe n-power

Station Manager, Didcot A Power Station, Didcot, Oxon OX11 7HA

Steve Moss, UKAEA

Head, Central Property Unit, UKAEA, The Library, 8th Street, Harwell International Business Centre,
Didcot, Oxon OX11 0RL

~~**John Isherwood, Nirex**~~

~~Director of HR & Corporate Services, Nirex Ltd, Curle Avenue, Harwell OX11 0RH~~

Prof John Wood, CCLRC

CEO, CCLRC, Chilton, Didcot OX11 0QX

Tim Pearson, RM

Chief Executive, RM, 183 Milton Park, Abingdon OX14 4SE

Richard Rowland, First Great Western

Regional Manager, Thames Valley, Station Manager's Office, Platform 4, Reading Railway Station RG1
1LZ

Simon Betty, Hammerson

Development Executive, Hammerson UK Properties plc, 10 Grosvenor Street, London W1K 4BJ

Alice Cummings, AEA Technology

Group Finance Director, AEA Technology plc, 329 Harwell, Didcot OX11 0QJ

David Savage, University of Reading

Director of Finance & Corporate Services. University of Reading, Whiteknights, PO Box 217, Reading RG6
6AH

Dated 27/3/2007

Witness to the above Signatures

Name Karen Weatherill

Address 3, Berners Close
sandhurst

Occupation Accountant

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

Articles of Association of

Didcot First 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 the Articles of Association of the Company from time to time in force,

'Appointed Representative' means any person nominated by an organisation which is a member of the Company and 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

'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.

'Commercial and Third Sector Members' means businesses, voluntary / community groups and social enterprises which subscribe to the Memorandum of Association,

'executed' includes any mode of execution,

'Founder Members' means the original subscribers to the Memorandum of Association.

'Friends Members' means individuals and family groups who subscribe to the Memorandum of Association,

'Members' means the Founder Members and the Commercial and Third Sector Members,

'the memorandum' means the memorandum of association of the Company from time to time in force,

'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 from time to time (and Trustee has a corresponding meaning),

'the United Kingdom' means Great Britain and Northern Ireland

Words importing the masculine gender shall include the feminine gender

Unless the context requires otherwise, words importing the singular only shall include the plural number and vice versa and person shall include corporations

Unless the context require otherwise, all references to legislative provision are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time

All headings are included for convenience only They do not form part of the Articles and shall not be used in the interpretation of the Articles

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 72 shall be the first Members of the Company ('Founder Members') Other than the Founder Members no person shall be admitted as 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 72, 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
- (3) Every person who wishes to become a Member shall execute and deliver to the Company an application for Membership in such form (and containing such information) as the Trustees require
- (4) Membership is not transferable
- (5) Membership is automatically terminated if
 - (a) the member dies or ceases to exist or otherwise in accordance with the Articles

General meetings.

- 3 The Company shall hold an Annual General Meeting each year in addition to any other general 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 and that of the next- provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation The annual general meeting shall be held at such time and place as the Trustees shall determine All general meetings other than the annual general meetings shall be called extraordinary general meetings

- 4 The Trustees may call general meetings and, on the requisition of the Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than seven weeks after the receipt of the requisition. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or 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 or a 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 agreed that
- (i) in the case of an annual general meeting, by all the Members entitled to attend and vote, and
 - (ii) 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
- 6 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.
- 7 The notice shall be given to all the Members and to the Trustees and the Company's auditors (if any).
- 8 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.

- 9 No business shall be transacted at any meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted, each being a Member or duly Appointed Representative of a Member, or one tenth if the total number of Members entitled to vote is greater than 40.
- 10 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such a time and place as the Trustees may determine.
- 11 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) is 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.

- 12 If no Trustee is willing to act as chairman, or if no Trustee is present within fifteen minutes after the appointed time for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman
- 13 A Trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting
- 14 The chairman may, with the consent of the meeting at which a quorum is present (and shall be so directed by that 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
- 15 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
- (i) by the chairman, or
 - (ii) by at least two Members having the right to vote at the meeting, or
 - (iii) by a member or Members representing not less than one tenth of the total voting rights of all the Members having a right to vote at the meeting
- 16 Every Member other than a Friends Member present in person or by proxy shall have one vote. Friends Members shall not be entitled to vote
- 17 A person who is not a Member shall not have any right to vote at a general meeting of the Company (except as the proxy or (in the case of a corporate Member) duly authorised representative of a Member)
- 18 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
- 19 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 a poll was made
- 20 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 result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- 21 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
- 22 A poll demanded on the election of the 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 a time and place as the chairman directs not being more than thirty days after the poll is demanded

- 23 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
- 24 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.

- 25 Subject to Article 21, every Member or Appointed Representative in the categories of Founder, and Commercial and Third Sector, shall have one vote. Votes may be cast personally or by proxy. The Membership category of Friends shall not be entitled to vote
- 26 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid. Invoices issued but not yet settled within their payment terms shall not prevent a vote. Outstanding invoices shall prohibit a vote being cast
- 27 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 discretion shall be final and conclusive
- 28 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

Trustees.

- 29 The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum
- 30 The Trustees' functions are to manage the Company's business and to exercise the powers of the Company for any purpose connected with the Company's business
- 31 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 by the articles
- 32 The Trustees must not delegate to any person who is not a Trustee any decision connected with the taking of decision by Trustees or the appointment of a Trustee or the termination of a Trustee's appointment

- 33 Each Trustee may name a single nominated individual to attend meetings in their absence This nominated individual will have full delegated authority of the Trustee

Power of Trustees.

- 34 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
- 35 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
- (i) to expend the funds of the Company in such a 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
 - (ii) to enter into contracts on behalf of the Company

Appointment and retirement of Trustees.

- 36 The Trustees may appoint one or more of their number to the unremunerated office of managing Trustee or to any other unremunerated executive office under the Company 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 a Trustee
- 37 Subject to Article 39 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
- 38 Founder Members shall not be subject to retirement by rotation provided that their subscription is maintained If the Trustee ceases to be employed by the Founder Member then that Trustee shall stand down in favour of another Trustee nominated by the Founder Member If a founder member Trustee retires from the Board for personal reasons, provided the Founder Member has maintained their subscription they shall nominate a replacement Trustee
- 39 Subject to the provisions of the Act, Trustees to retire by rotation shall be those who have been the longest in office since their last appointment or reappointment, but as between persons who became or were last re-appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

- 40 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 re-appointed 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
- 41 No person other than a Trustee retiring by rotation shall be appointed or re-appointed a Trustee at any general meeting unless
- (i) he is recommended by the Trustees, or
 - (ii) 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 re-appointed, 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 re-appointed
- 42 No person may be appointed as a Trustee
- (i) if they are under the age of 18 years unless the Company is a registered company, or
 - (ii) in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 48
- 43 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 that 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 re-appointed, be required to be included in the Company's register of Trustees
- 44 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act as 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
- 45 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 that meeting If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof
- 46 Subject as aforesaid, a Trustee who retires at an annual general meeting may, if willing to act, be re-appointed

Disqualification and removal of Trustees.

- 47 A Trustee shall cease to hold office if he,

- (i) that person ceases to be a Member
- (ii) 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),
- (iii) becomes incapable by reason of mental disorder illness or injury of managing and administering his own affairs,
- (iv) 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,
- (v) 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
- (vi) a contract under which that person is appointed as a Trustee of, or personally performs services for, the Company terminates, and the Trustees decide that that person should cease to be a Trustee
- (vii) the Trustees decide, at a meeting of Trustees, that that person should be removed from office, but such decision shall not be taken unless the person in question has been given
 - (a) at least 14 days clear days' notice in writing of the proposal to remove that person from office, specifying the circumstances alleged to justify removal from office, and
 - (b) a reasonable opportunity of being heard by or of making representations in writing to the Trustees

Trustees' Expenses.

- 48 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.

- 49 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 Trustee or to any other unremunerated executive office under the Company 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 a Trustee A managing Trustee and a Trustee holding any other executive office shall not be subject to retirement by rotation
- 50 Except to the extent permitted in Clause 5 of the memorandum, no Trustee shall take or hold any interest in property belonging to the Company or receive any remuneration or be interested otherwise than as a Trustee in any other contract to which the Company is a party

Proceedings of Trustees.

- 51 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

- 52 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
- 53 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 the vacancies or of calling a general meeting
- 54 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. This appointment shall be made by a consensus decision or failing this by a show of hands or secret ballot as appropriate. 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, present may appoint one of their number to be chairman at that meeting
- 55 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 the acts and proceedings of any such sub committees shall be fully and promptly reported to the Trustees
- 56 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 duly 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
- 57 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
- 58 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 signatories. This may be two Trustees or one Trustee and a designated employee

Secretary.

- 59 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.

- 60 The Trustees shall keep minutes in books kept for the purpose.
- (i) of all appointments of officers made by the Trustees, and
 - (ii) 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.

- 61 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.

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

Annual Report.

- 63 The Trustees will prepare an Annual Report which will be used extensively to inform and advise others of the work of the Company

Annual Return.

- 64 The Trustees shall comply with their obligations with regard to the preparation of an annual return

Notices.

- 65 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
- 66 The Company may give 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
- 67 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
- 68 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.

- 70 Subject to the provisions of the Act every Trustee or other officer 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.
- 71 This article is without prejudice to any other indemnity to which a Director or officer may be entitled

Rules.

- 72 (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, families and individuals 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 be made to Members,
 - (ii) the conduct of Members of the Company in relation to one another, and to the Company's servant,
 - (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 other 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 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 the 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 the 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

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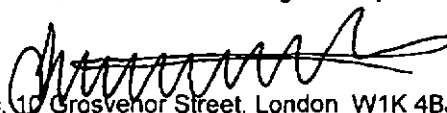
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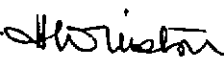
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Dated 11 4 07

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Occupation

PA to CEO

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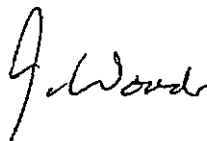
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Dated

26 April 2007

Witness to the above signatures



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Occupation

PA to Professor John Wood

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Dated 24.4.07.

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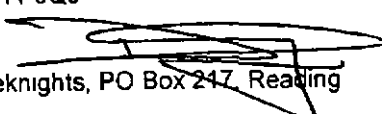
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Dated

Witness to the above signature: 

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27/3/7