

FILE COPY



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

Company No. 3409412

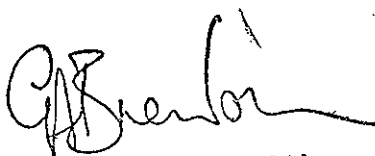
The Registrar of Companies for England and Wales hereby certifies that
UK CENTRE FOR THE ADVANCEMENT OF INTERPROFESSIONAL
EDUCATION (CAIPE)

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 25th July 1997



N03409412A


G A BRENTON

For the Registrar of Companies



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

HC007B



COMPANIES HOUSE

12

Please complete in typescript, or in bold black capitals.

Declaration on application for registration

[Empty box]

Company Name in full

UK CENTRE FOR THE ADVANCEMENT OF INTERPROFESSIONAL EDUCATION (CAPIE)



F012001J

I, MARILYN JUNE (LYN) SMITH

of 33 HAMPDEN ROAD, WOODSINGTON WOODS, WILTSHIRE

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

† Please delete as appropriate.

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

Declarant's signature

M. Small

Declared at 8 LAUREL ROAD, HAMPDEN WOODS

the 14TH day of JULY

One thousand nine hundred and ninety SEVEN

• Please print name.

before me • BARRY F. M. BUTTENSHAW JP

Signed [Signature] Date 14 July '97

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.

R EVANS
NCVO 8 ALL SAINTS STREET LONDON
NI 9RL Tel 071 713 6161
DX number DX exchange

Companies House receipt date barcode

Form revised March 1995

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



COMPANIES HOUSE

Please complete in typescript, or in bold black capitals.

30(5)(a)

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

[Empty box]

Company Name in full

UK CENTRE FOR THE ADVANCEMENT OF INTERPROFESSIONAL EDUCATION (CAIPE)



F030A01T

I, MARILYN JUNG (LYN) SMITH

of 33 HAMPTON ROAD, TUDINGTON, MIDOX, TWIL OCA

† 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

M. Smith

Declared at 8 LAUREL ROAD, HAMPTON HILL, MIDOX

the 14TH day of JULY

One thousand nine hundred and ninety SEVEN

• Please print name.

before me • BARRY F. M. BUTTENSHAW JP

Signed [Signature] Date 14 July '97

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.

R EVANS
NCVO RECENT'S WHARF 8 ALL SAINTS ST LONDON
NI 9RL Tel 0171 713 6661
DX number DX exchange

Companies House receipt date barcode

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



COMPANIES HOUSE

10

Please complete in typescript, or in bold black capitals.

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

[Empty box]

Company Name in full

OK CENTRE FOR THE ADVANCEMENT OF INTERPROFESSIONAL EDUCATION (CAIPE)



F010001H

Proposed Registered Office

344-354 GRAYS INN ROAD

(PO Box numbers only, are not acceptable)

[Empty box]

Post town

[Empty box]

County / Region

LONDON

Postcode

WC1X 8BP

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

X

Agent's Name

R EVANS

Address

NCVO REGENT'S WHARF

8 ALL SAINTS STREET

Post town

[Empty box]

County / Region

LONDON

Postcode

NI 9AL

Number of continuation sheets attached

1

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.

R EVANS

as above

Tel 0171 713 614

DX number

DX exchange

Companies House receipt date barcode

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

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

or

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

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

(CAIPE)

Company name

UK Centre for the Advancement of Interprofessional Education

NAME *Style / Title

MS

*Honours etc

* Voluntary details

Forename(s)

MARILYN JUNG (LYN)

Surname

SMITH

Previous forename(s)

Previous surname(s)

Address

33 HAMPTON ROAD

Usual residential address

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

Post town

TEDDINGTON

County / Region

MIDDLESEX

Postcode

TW20 0LA

Country

ENGLAND

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

Consent signature

M. Smith

Date

14/7/97

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Professor

*Honours etc

Forename(s)

HUGH

Surname

BARR

Previous forename(s)

—

Previous surname(s)

—

Address

20 RANGERS SQUARE

Usual residential address

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

Post town

LONDON

County / Region

Postcode

SE10 8HR

Country

Day Month Year

Date of birth

14 | 5 | 35

Nationality

British

Business occupation

University teacher

Other directorships

The Adolescent Children's Trust

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

Consent signature

[Signature]

Date

23 July 1997

Company Secretary (see notes 1-5)

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region Postcode

Country

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

Consent signature **Date**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title *Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region Postcode

Country

Day Month Year

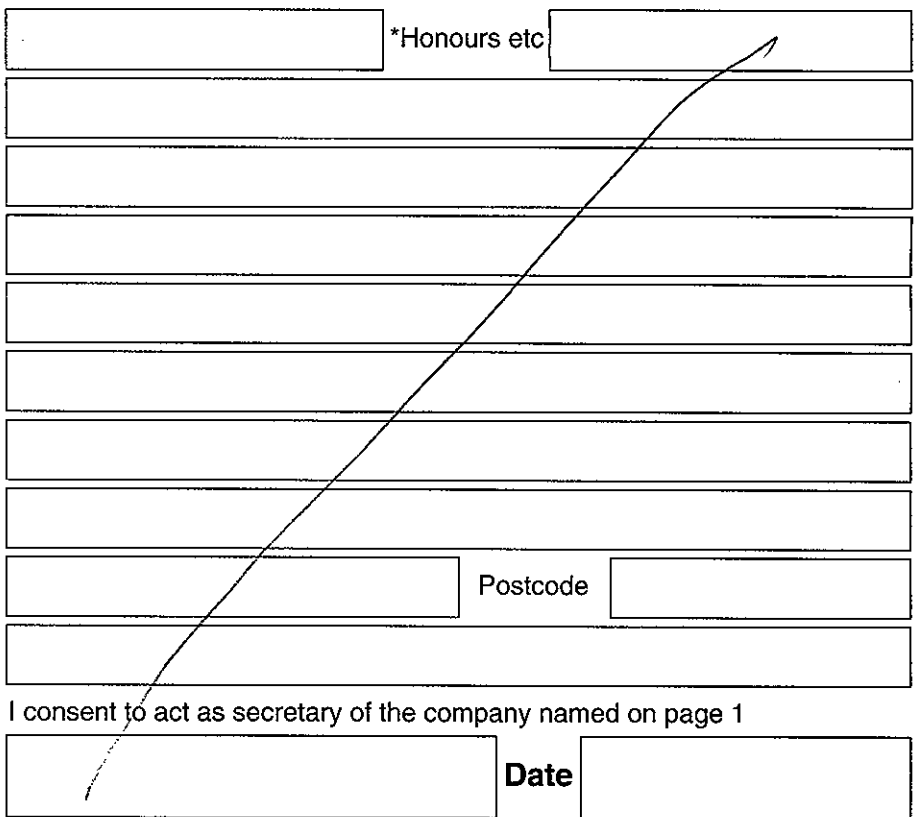
Date of birth **Nationality**

Business occupation

Other directorships

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

Consent signature **Date**



NAME *Style / Title *Honours etc

Forename(s) PATRICIA

Surname WILKIE

Previous forename(s)

Previous surname(s) MCGREGOR

Address

Usual residential address

Post town DENNINGTON RIDGEWAY

County / Region SURREY Postcode GU1 4QR

Country ENGLAND

Day Month Year

Date of birth 17 03 38 **Nationality** UK

Business occupation RESEARCHER & LECTURER

Other directorships LIFESPAN TRUST

Company ^{name} number

UK CENTRE FOR THE ADVANCEMENT OF INTERPROFESSIONAL
EDUCATION (CAIPE) *Honours etc

NAME *Style / Title

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MR	*Honours etc	
* Voluntary details	Forename(s)	PAUL - KENNEDY		
	Surname	WILBY		
	Previous forename(s)			
	Previous surname(s)			
	Address	HAYDN HOUSE - CARDIFF ROAD		
Usual residential address	CREWLAN, CARDIFF			
For a corporation, give the registered or principal office address.	Post town	CREWLAN		
	County / Region	CARDIFF	Postcode	CF48NL
	Country	WALES		
	Day	Month	Year	
Date of birth	12	09	52	Nationality ENGLISH
Business occupation	UNIVERSITY LECTURER			
Other directorships	— NONE			
	I consent to act as director of the company named on page 1			
Consent signature	[Signature]		Date	12 JULY 1997

This section must be signed by

Either

an agent on behalf of all subscribers

Signed [Signature] Date 14 July 1997

Or the subscribers

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

Signed _____ Date _____

Signed _____ Date _____

Signed _____ Date _____

Signed _____ Date _____

Signed _____ Date _____

Signed _____ Date _____

Notes

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

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

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

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

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

Address:

Give the usual residential address.

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

Subscribers:

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

2. Directors known by another description:

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

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

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

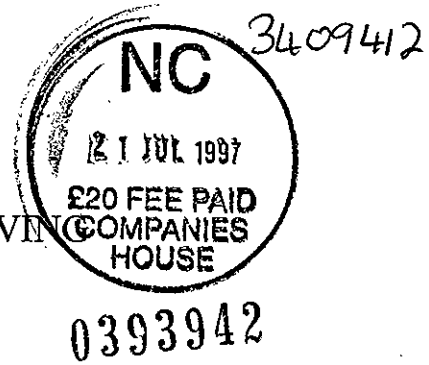
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

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

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

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

COMPANIES ACTS 1985 AND 1989



**MEMORANDUM OF ASSOCIATION of UK CENTRE FOR THE ADVANCEMENT OF
INTERPROFESSIONAL EDUCATION (CAIPE)**

1. The name of the Association (hereinafter called 'The Company') is UK Centre for the Advancement of Interprofessional Education (CAIPE).
2. The registered office of the Company will be situated in England.
3. The Company is established to promote health and wellbeing and to improve the health and social care of the public by advancing interprofessional education.
4. In furtherance of the said objects, but not further or otherwise, the Company shall have power:
 - (a) to write, print or otherwise reproduce and circulate, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes;
 - (b) to provide and maintain an information centre and disseminate information by any means;
 - (c) to make submissions to such governmental or other statutory bodies, committees or agencies as may be necessary to further the objects.
 - (d) to hold exhibitions, meetings, lectures, classes, seminars, workshops, courses, conferences or other events either alone or with others;
 - (e) to promote and undertake research, experimental work, scientific investigation and development into any aspect of the objects of the Company and its work

and to disseminate the useful results of any such research for the public benefit;

- (f) to co-operate and enter into collaborative discussions and arrangements with any authorities, national, local or otherwise;
- (g) to raise funds and seek, receive, accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- (h) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
- (i) 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 Company;
- (j) subject to such consents as may be required by law, to borrow and raise money for the objects of the Company on such terms and conditions and on such security as may be thought fit;
- (k) to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct, maintain and alter buildings or erections;
- (l) to carry on trade in so far as either the trade is exercised in the course of the actual carrying out of a primary object of the company or such trade is temporary and ancillary to the carrying out of the said objects;
- (m) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
- (n) to subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company;

- (o) to invest or place in deposit at a bank or building society the moneys of the Company not immediately required for its objects 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 be imposed or required by law and subject also as hereinafter provided;
- (p) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- (q) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- (r) to lend money and give credit to, take security for such loans or credit from and to guarantee and become or give security for the performance of contracts or obligations by any person or company as may be necessary or expedient for the work of the Company;
- (s) to provide indemnity insurance to cover the liability of the Board which by virtue of any rule of law would attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Board in reckless disregard of whether it was a breach of trust or a breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board in their capacity as Directors of the Company;
- (t) to employ and pay any person or persons (subject to Clause 4(u) below) to supervise, organise, carry on the work of and advise the Company;
- (u) to remunerate any member of the Board for services rendered to the Company PROVIDED THAT:
 - (i) such member shall not be present or take part in any discussions or decision relating to such remuneration;

- (ii) any decision to remunerate such member shall be taken unanimously by the other members of the Board present and voting at the meeting at which the decision is made;
- (iii) the other members are satisfied that the level of remuneration is reasonable and proper having regard to the services rendered by such member to the Company; and
- (iv) the other members are satisfied that the services rendered to the Company are of special value to the Company having regard to such member's ability, qualifications, experience and/or to the level of remuneration for which he/she has agreed to provide them.
- (v) to insure and arrange insurance cover for and to indemnify its officers, employees and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (w) to pay, subject to the provisions of Clause 5 hereof, reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company and their dependants;
- (x) to apply monies in insuring any buildings or other property to their full value;
- (y) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the 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 Company by this Memorandum of Association;
- (z) 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;
- (aa) to establish where necessary local branches (whether autonomous or not);
- (bb) to take over the assets, liabilities and general undertaking of the UK Centre for the Advancement of Interprofessional Education registered charity number 1015028.

- (cc) to do all such other lawful things as shall further the above objects or any of them.

5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Board 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 herein shall prevent any payment made in good faith by the Company subject to the provisions of Clause 4(u):

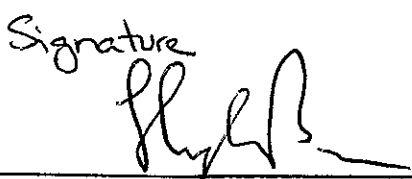
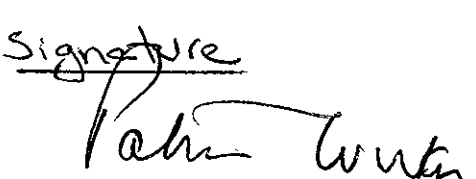
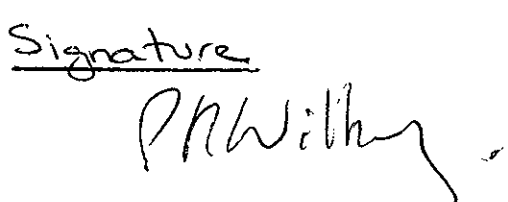
- (a) of reasonable and proper remuneration to any member, officer, employee or consultant of the Company not being a member of its Board for any services rendered to the Company;
- (b) of interest on money lent by any member of the Company or of its Board at a rate per year not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Board or 3 per cent whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board may be a member holding not more than 1/100th part of the capital of that company;
- (e) to any member of its Board of out-of-pocket expenses; and
- (f) of any premium in respect of indemnity insurance to cover the liability of the Board which by virtue of any rule of law would attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Board in reckless disregard of whether it was a breach of trust or a breach of

duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board in their capacity as Directors of the Company;

6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
8. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

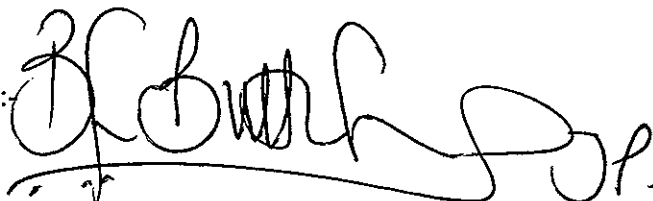
We the several persons whose Names Addresses and Descriptions are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association

Names, Addresses and Descriptions of Subscribers

1. Name HUSH BARR
Address 20, RANGERS SQUARE
LONDON SE10 8HR
Occupation University teacher
Signature 
2. Name PATRICIA WILKIE
Address Dennington
Ridgeway HORSELL
Woking SURREY GU21 4QR
Occupation Research. technician
Signature 
3. Name PAUL WILBY
Address HAXON HOUSE
CARDIFF RD
CERCHWEN
CARDIFF
CF4 8AL
Occupation University lecturer
Signature 

Dated 14 July 97

Witness to the above Signatures:



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF UK CENTRE FOR THE ADVANCEMENT OF
INTERPROFESSIONAL EDUCATION (CAIPE)

INTERPRETATION

1. In these Articles:

'the Act' means the Companies Act 1985 as amended by the Companies Act 1989 or any re-enactment or statutory modification of those Acts.

'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.

'the Board' means the Board of Management of the Company.

'the Company' means the above named Company.

'the Office' means the registered office of the Company.

'the seal' means the common seal of the Company.

'secretary' means any person appointed to perform the duties of the secretary of the Company.

'the United Kingdom' means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

Words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations.

OBJECTS

2. The Company is established for the objects expressed in the Memorandum of Association.

MEMBERS

3. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be members of the Company.
4. Full membership shall be open to individuals, national and local organisations and professional organisations who support the objectives.
5. Associate membership is open at the discretion of the Board. Associate members shall be entitled to all the rights and privileges of membership save that they shall not be entitled to vote at meetings or serve as Board members.
6. An application for membership may be approved or rejected by the Board.
7. Every person admitted to membership of the Company shall either sign a written consent to become a member or sign the register of members.

SUBSCRIPTIONS

8. There shall be an annual subscription for all members of an amount or amounts to be determined from time to time by the Board. Subscriptions shall be paid on such dates and in such manner as determined by the Board.

RESIGNATION

9. A member may resign by written notice to the secretary but shall not be entitled to a refund of any part of the annual subscription.
10. A member whose subscription is more than 6 months in arrears (or such other period as the Board may determine) shall be deemed to have resigned.
11. Unless the members of the Board or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 75 the Board members 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 three. Membership shall not be transferable and shall cease on death.

EXPULSION

12. The Board shall have power to expel any member when, in its opinion, it would not be in the best interests of the service for him or her to remain a member.

GENERAL MEETINGS

13. The Company shall each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of 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 time and place as the Board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

14. The Board may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Board to form a quorum, any member of the Board or any two members of the Company may convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

15. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing. Other meetings shall be called by at least fourteen clear days' notice in writing. The notice shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company: PROVIDED THAT a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- (a) in the case of the Annual General Meeting, by all the members entitled to attend and vote; and
- (b) in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

16. 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 of that meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the election of members of the Board in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors and such other matters as either the Board or members wish to raise, having given due notice.

18. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; three members present in person or one-twentieth of the membership, (or such other number as the Board shall from time to time determine), whichever is greater, shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine.

19. The Chair, if any, of the Board shall chair every General Meeting of the Company, or if there is no such Chair, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Board present shall elect one of their number to chair the meeting.

20. If at any meeting no Board member is willing to act as Chair or if no Board member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.

21. A Board member shall, notwithstanding that he is not a member of the Company, be entitled to attend and speak at any General Meeting.

22. The Chair may, with the consent of any 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 other business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

23. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chair; or

- (b) by at least two members present and having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

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

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

25. A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the Chair of the meeting directs, not being more than thirty days after the poll is demanded, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

26. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

27. No notice need be given of a poll not taken immediately if the time and the 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

28. Subject to Article 24, every member shall have one vote.

29. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by that member to the Company have been paid.

30. 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 Chair whose decision shall be final and conclusive.

31. 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 registered 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.

ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

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

BOARD OF MANAGEMENT

33. The maximum number of Board members shall be determined by the Company in General Meeting, and for the time being the maximum number shall be twenty five. The minimum number of Board Members shall be three.

34. The first Board members 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 these Articles. Future Board members shall be appointed as provided subsequently in these Articles.

35. The Honorary Officers shall consist of the Chair, Vice-Chair, Treasurer and Secretary.

36. The Board will automatically include the Honorary Officers and also such other Board members as together with them do not exceed the maximum number laid down by these Articles.

37. The Board members shall be paid all reasonable out of pocket, hotel and other expenses properly incurred by them in attending and returning from Board meetings or General Meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

38. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any charitable body where such action will directly further the objects of the company.

POWERS AND DUTIES OF THE BOARD

39. The business of the Company shall be managed by the Board who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

40. All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine provided that all cheques in excess of £500 shall be signed by not less than two authorised signatories or such other limit as the Board shall from time to time determine.

41. The Board shall cause minutes to be made:

- (a) of all appointments of officers made by the Board;
- (b) of the names of the Board members present at each Board Meeting; and
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Board.

DISQUALIFICATION OF BOARD MEMBERS

42. The office of Board member shall be vacated if the member:

- (a) ceases to be a Board member by virtue of any provision in the Act or is disqualified from acting as a Board member by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
- (c) resigns his office by written notice to the Company;

(d) is absent without the permission of the Board from three consecutive meetings and the Board resolve that his office be vacated.

43. A Board member shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ELECTION OF BOARD MEMBERS

44. Election to the Board shall be undertaken by means of a postal ballot among all members who were fully paid up on a date 40 days prior to the AGM by such procedure as may be determined from time to time by the Board. At the first Annual General Meeting of the Company all the Board members shall retire from office. Subsequently election to the Board shall be for term of three years. One third of the membership who are subject to retirement by rotation shall retire annually. If their number is not three or a multiple of three, the number nearest to one third shall retire; but if there is only one member who is subject to retirement by rotation, he shall retire.

45. Subject to the provisions of the Act, the members to retire by rotation shall be those who have been in office longest since their election, but as between persons who became or were elected on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

46. A retiring Board member shall be eligible for re-election for a further full term but thereafter may not seek re-election for at least two years.

47. The Company at the meeting at which a Board member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Board member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

48. No person other than a Board member retiring at the meeting shall, unless recommended by the Board, be eligible for election to the Board at any General Meeting unless, written notice signed by a qualified member is given of his intention to propose such person for election, and also written notice signed by that person of his willingness to be elected. The notice shall give the particulars of that person which would, if he were so elected, be required to be included in the register of Board members.

49. Subject to Article 33 the Company may from time to time by ordinary resolution increase or reduce the number of Board members.

50. The Board shall have power at any time to appoint any person to be a Board member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Board members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Board member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

51. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Board member before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Board member removed under this Article.

52. No person may be appointed as a Board member:

- (a) unless he has attained the age of 18 years;
- (b) he is a member of the Company; and
- (b) in circumstances such that, had he already been a Board member, he would have been disqualified from acting under the provisions of Article 42.

PROCEEDINGS OF THE BOARD

53. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair shall have a second or casting vote. A Board member may, and the secretary on the request of a Board member shall, at any time summon a Board meeting. It shall not be necessary to give notice of a Board meeting to any member for the time being absent from the United Kingdom.

54. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be one-third of the membership of the Board, subject to a minimum of two.

55. The Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members, the Board may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Company, but for no other purpose.

56. The Board may elect a Chair of their meetings and determine the period for which he is to hold office; but, if no such Chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding

the same, the Board members present may choose one of their number to chair the meeting.

57. The Board may delegate any of their powers to sub-committees consisting of such persons as they think fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board fully and promptly.

58. A sub-committee may elect a Chair of its meetings; if no such Chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.

59. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair shall have a second or casting vote.

60. All acts done by any meeting of the Board or of a sub-committee, or by any person acting as a Board member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board member.

61. A resolution in writing, signed by all the Board members entitled to receive notice of a Board meeting, shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held, and may consist of several documents in like form each signed by one Board member or more.

SECRETARY

62. Subject to Section 283 of the Act, the secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as the Board may think fit; and any secretary so appointed may be removed by it: PROVIDED ALWAYS that no Board member may occupy the salaried position of secretary.

63. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board member and the secretary shall not be satisfied by its being done by or to the same person acting both as Board member and as, or in place of, the secretary.

THE SEAL

64. The Board shall provide for the safe custody of the seal, if any, which shall only be used by the authority of the Board or of a sub-committee authorised by the Board in that behalf and every instrument to which the seal shall be affixed shall be signed by a Board member and shall be countersigned by

the secretary or by a second Board member or by some other person appointed by the Board for the purpose.

ACCOUNTS

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

ANNUAL REPORT

66. The Board members shall comply with their obligations under the Charities Act 1993 (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

67. The Board members shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

NOTICES

68. 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 Board need not be in writing.

69. The Company may give any notice to a member either personally or by sending it by post to him or to his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives 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.

70. Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every fully paid up member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for giving of notices to them;
- (b) every person being a legal personal representative or a trustee in bankruptcy or a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- (c) the auditor for the time being of the Company; and
- (d) each Board member.

No other person shall be entitled to receive notices of General Meetings.

71. 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.

72. 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

73. Subject to the provisions of the Act every Board member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or connection with any application in which relief is granted to him by the court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

DISSOLUTION

74. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR BYE LAWS

75. (a) The Board may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:


(i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.

(ii) The conduct of members of the Company in relation to one another, and to the Company's employees.

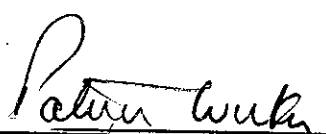
- (iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
 - (iv) The procedure at General Meetings and meetings of the Board and sub Boards in so far as such procedure is not regulated by these Articles.
 - (v) And, generally, all such matters as are commonly the subject matter of Company rules.
- (b) The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions to them and the Board shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which, so long as they shall be in force, shall be binding on all members of the Company. PROVIDED, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

Names, Addresses and Descriptions of Subscribers

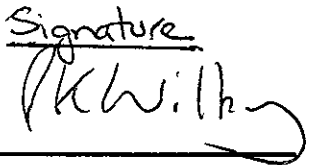
1. Name HUGH BARR
Address 20, RANGERS SQUARE
LONDON SE10 8HR
Occupation: University teacher

Signature 

2. Name PATRICIA WILKIE
Address Dennington Ridgeway
HARLELL, Woking - SURREY GU21 4QR

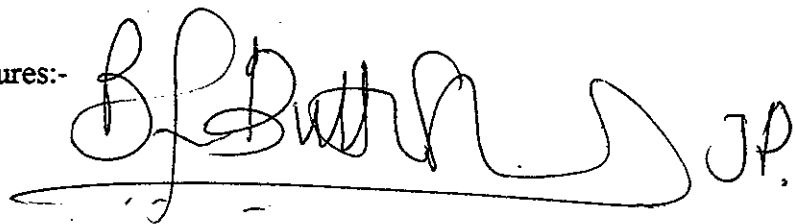
Occupation Researcher & lecturer Signature 

3. Name PAUL WILBY
Address HAXON HOUSE, CARDIFF RD
CERIDWEN
CARDIFF
CF4 8NL

Occupation UNIVERSITY LECTURER Signature 

Dated July 97

Witness to the above Signatures:-

 JP.