

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

THE REDRESS TRUST LIMITED :

THE COMPANIES ACTS 1948 - 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE REDRESS TRUST LIMITED

1. The name of the Company (hereinafter called "the Company") is "The Redress Trust Limited".
2. The registered office of the Company is to be situate in England and Wales.
3. The Objects of the Company are:-
 - a. (i) to promote throughout the world the rehabilitation and protection of persons who are or at any time have been victims of torture and to assist them, and where appropriate their families, in gaining redress for their suffering;
 - (ii) to provide financial assistance to victims of torture in need throughout the world and legal assistance to such of them seeking redress from whatever source;
 - (iii) to seek the enforcement wherever possible of the right of the victims of torture to fair and adequate compensation;
 - (iv) to procure the abolition of torture by all lawful means including without limitation providing information and other assistance to states or governments prosecuting torturers and those who conspire with them;

b. For the purposes of Clause 3(a):-

(i) the term "torture" shall mean any act, directed against an individual in the offender's custody or physical control, by which severe pain or suffering (other than pain or suffering arising only from or inherent in, or incidental to, lawful sanctions), whether physical or mental, is intentionally inflicted on that individual for such purposes as obtaining from that individual or a third person information or a confession, punishing that individual for an act that individual or a third person has committed or is suspected of having committed, intimidating or coercing that individual or a third person, or for any reason based on discrimination of any kind; and

(ii) mental pain or suffering refers to prolonged mental harm caused by or resulting from:-

(A) the intentional infliction or threatened infliction of severe physical pain or suffering;

(B) the administration or application, or threatened administration or application, of mind altering substances or other procedures calculated to disrupt profoundly the senses or the personality;

(C) the threat of imminent death; or

(D) the threat that another individual will imminently be subjected to death, severe physical pain or suffering, or the administration or application of mind altering substances or other procedures calculated to disrupt profoundly the senses or personality.

c. In furtherance of the said Objects but not otherwise, the Company shall have the following powers:-

(i) to promote the implementation of national and international instruments against torture;

(ii) to establish, promote or encourage the formation of or to affiliate, amalgamate, support, combine or cooperate with any other charitable association, trust, society or

corporation, and to cooperate or coordinate with any public body, company, committee or other organisation in all or in any part of the world in furtherance of the Objects of the Company PROVIDED THAT the funds of the Company shall be paid or applied only to or for the benefit of any such other association, trust, society or corporation as is established only for the purposes recognised as charitable by English law;

- (iii) to purchase or by any other means acquire, take options over, exchange or otherwise deal with or dispose of any real or personal property whatever (including any estate or interest therein) for the purposes of the Company;
- (iv) to rent, build, construct, endow, furnish, equip, execute, carry out, improve, work, alter, administer, maintain, manage, ensure or control buildings and premises of all descriptions and to contribute to or assist in any of the aforesaid activities with a view to the promotion or carrying out of the Objects of the Company;
- (v) subject to such consents as may be required by law to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing in any manner upon the whole or any part of the Company's property or assets (whether present or future) and also secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it;
- (vi) to acquire (whether beneficially or as trustee) by gift, devise, bequest, purchase, lease, hire or otherwise any real or personal property anywhere in the world (including any estate or interest therein and any rights or privileges necessary or desirable for any of the purposes of the Company) and retain, sell, lease, call in, convert into money, dispose of or otherwise deal with all or any part of the same in such manner as shall further the Objects of the Company;
- (vii) to invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any

investments made in such manner as shall be consistent with the Objects of the Company;

- (viii) either with or without security, to give financial assistance by way of loans, donations or subscriptions or otherwise to any charitable association, trust, society or corporation for the purpose of forwarding the Objects of the Company and to otherwise promote and support such charitable institutions or purposes for the purpose of forwarding the Objects of the Company;
- (ix) to establish, undertake and execute any charitable trusts which may lawfully be undertaken by the Company and are directly ancillary to its Objects;
- (x) to establish, finance and manage whether in the United Kingdom or elsewhere any body, association or organisation (whether incorporated or unincorporated) to carry out within the territory in which, or in some part of which, it is established the Objects herein set out;
- (xi) to take all such steps for procuring contributions by way of donations, subscriptions, devises, bequests and in any other manner from time to time permitted by law;
- (xii) generally to obtain, collect and receive money and raise funds and to invite and receive contributions from any persons or organisations (whether incorporated or unincorporated) whatsoever by way of subscription, donation (including deeds of covenants) and otherwise PROVIDED THAT the Company shall not undertake any permanent trading activities in raising funds for the said Objects;
- (xiii) subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law to transfer any property whether real or personal to any such exclusively charitable association, trust, society or corporation as aforesaid whether for the general purposes of such charity or for some specific charitable object or purpose of such charity and to enter into covenants for the making of periodic payments of the nature aforesaid;

- (xiv) generally to aid and receive aid from any such other charitable association, trust, society or corporation as aforesaid in furtherance of the Objects or any of the Objects of the Company;
- (xv) to draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities and to operate bank accounts;
- (xvi) to remunerate any person, firm or company rendering services to the Company either by cash payment or otherwise as maybe thought expedient;
- (xvii) to procure the Company to be registered or recognised in any part of the world;
- (xviii) to do all such other things as maybe deemed incidental or conducive to the attainment of the Company's Objects or any of them.

4. PROVIDED that:-

- a. In case the Company shall take or hold any property which may be subject to a trust, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- b. The Company's Objects shall not extend to the regulation of relations between workers and organisations of employers;
- c. In case the Company shall take or hold any property subject to the jurisdiction of The Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be allowed by law, and as regards any such property the Board of Directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Directors have been if no incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

5. The income and property of the Company, however derived, shall be applied solely towards the promotion of the Objects of the Company as set forth in this Memorandum of Association and no portion of this shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company and no member of its Board of Directors 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 the payment in good faith by the Company:-

- a. of reasonable and proper remuneration to any members, officer or servant of the Company (not being a member of its Board of Directors) for any services actually rendered to the Company;
 - b. of interest on money lent by any member of the Company or of its Board of Directors at a rate per annum not exceeding 2 per cent, less than the base rate of the Bank appropriate to the Company 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 of Directors;
 - d. of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board of Directors 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 Directors of expenses reasonably and properly incurred on behalf of the Company.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while he is a member or within 1 year after he ceases to be a member, repayment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories amongst themselves.
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 among its or their members to an extent at least as great as is imposed on the Company





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under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution or in default thereof by The Charity Commissioners for England and Wales, and if and so far as effect cannot be given to such provision, then to some other charitable object.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Names, Addresses and descriptions of subscribers

1. Peter Davies OBE
Ley Cottage
Elmore Road
Chipstead
Surrey CR3 3SG



2. Dr Leah Levin
18 Ivor Street
London NW1 9PJ



Dated: 7th December, 1992.

Witness to the above signatures

Giles Meyer
31 Belgrave Court
Apsalton St.
Battersea
SW7.

The Secretary to The Redress
Trust.

THE COMPANIES ACTS 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE REDRESS TRUST LIMITED

INTERPRETATION

In these Articles:-

1. "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or reenactment of that provision for the time being in force.

"the Company" means the above named company.

"the Seal" means the Common Seal of the Company.

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

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

"the Auditors" means the Auditors for the time being of the Company.

"these presents" means these Articles of Association and the regulations of the Company from time to time in force.

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 visible form.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender shall include the feminine gender.

Subject as aforesaid, any words or expressions defined in the Act shall (if not inconsistent with the subject or context) bear the same meanings in these present.

MEMBERS AND MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as the Board of Directors shall admit to membership shall be members of the Company. The rights of a member shall not be transferable or transmissible. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Board of Directors require, executed by him.

3. (a) The provisions of Section 110 of the Act shall be observed by the Company and every member of the Company other than the subscribers to the Memorandum of Association of the Company shall either sign a written application or consent to become a member or sign the Register of Members on becoming a member.

(b) It shall be lawful for any person being a member of the Company to guarantee any larger sum than £1 by executing a bond or subscription contract with the Company to that effect.

4. The Secretary shall keep an accurate Register of Members of the Company.

5. Any member may withdraw from the Company by giving three months' notice in writing to the Secretary of his intention so to do but any person ceasing by any means to be a member shall remain liable for and shall pay to the Company all moneys due from him to the Company at the time of his ceasing to be a member or for which he may become liable under the provisions of the Memorandum of Association.

6. The sole right of admission to membership shall be vested in the Board of Directors who may for any reason (but such reason to be given) refuse to admit any person as a member of the Company but nothing herein contained shall entitle the Board of Directors to discriminate in any way between applicants by reason of race, colour, creed or sex.

7. The Board of Directors may by a resolution passed by a majority consisting of not less than two-thirds of the Board of Directors present at

a Special Meeting of the Board of Directors of and at which the member in question has been given reasonable notice and a reasonable opportunity of being heard in his own defence convened solely or inter alia for the purpose of considering such resolution refuse to continue any person as a member of the Company and if such resolution shall be so passed then (subject as in Article 6 provided) such person shall cease to be a member and his name shall be removed from the Register of Members.

8. It shall be lawful for the Board of Directors to provide for the admission of such persons as they may think fit to be Associates of the Company and for the rights, duties and liabilities (if any) of such Associates but so that such persons shall not by virtue only of having been admitted to be such Associates as aforesaid be members of the Company and that such rights shall not include a right to speak or vote at General Meetings of the Company.

9. Entrance fees (if any) payable for becoming members and Associates of the Company and the annual, quarterly or other subscriptions or payments (if any) payable by members of an Associates of the Company shall be fixed at a General Meeting of the Company and not otherwise. The Board of Directors shall have power to waive payment of such entrance fees, subscriptions, or payment in cases where this is deemed appropriate by the Board of Directors.

GENERAL MEETING

10. The Company shall in 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 after 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 of Directors shall appoint.

11. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

12. The Board of Directors 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 Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board of Directors.

NOTICE OF GENERAL MEETINGS

13. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day on which it is given, and shall specify the place, the day and the hour of the meeting and, in the 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 a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat;

(b) in the case of any other meeting, by a majority in number 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.

14. 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

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the Accounts, Balance Sheets, and the Report of the Board of Directors and Auditors, the Election of the Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

16. 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; save as herein otherwise provided 2 members shall be present in person.

17. If within half-and-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand 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 of Directors may determine, and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting the members present shall be a quorum.

18. The Chairman, if any, of the Board of Directors or in his absence the Vice-Chairman shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman or Vice-Chairman or if he shall not be present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.

19. If at any meeting no Director is willing to act as Chairman or if not Director is present within fifteen minutes after the time appointed for the holding of the meeting, the members present shall choose one of their number to be Chairman of the meeting.

20. The Chairman 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 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 thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

21. 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 Chairman; or
- (b) by at least three members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the Chairman 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 book containing 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.

22. Except as provided in Article 24, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

24. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

25. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several instruments in the like form each executed by or on behalf of one or more members.

26. Any matter of thing which may under these presents be dealt with by Ordinary Resolution and is not required by law to be dealt with in general meeting may, if the Board of Directors so resolve, be determined by a postal ballot to be conducted in such manner as the Board of Directors may think fit and any resolution declared by the Board of Directors to have been carried by a majority of the members voting on such ballot shall have effect in all respect as if it were an Ordinary Resolution duly passed at a meeting of the Company duly convened and held.

VOTE OF MEMBERS

27. Subject as otherwise provided by these presents every member shall have one vote.

28. A member in respect of whom an order has been made by any Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis, or other person authorised in that behalf appointed by that Court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

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

30. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands.

31. The instrument appointing a proxy shall be in writing under the hands of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

32. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

33. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"The Redress Trust Limited"

"I/We,
of

being a member/members of the above-named Company
hereby appoint

of,

or failing him,

of

, as my/our proxy to vote for me/us on my/our behalf
at the (Annual or Extraordinary, as the case may be) General Meeting
of the Company to be held on the day of 19
and at any adjournment thereof.

Signed this day of 19 ."

34. Where it is desired to afford members an opportunity of voting for or against a Resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"The Redress Trust Limited"

"I/We,
of

being a member/members of the above-named Company hereby appoint
of,

or failing him,

of , as my/our
proxy to vote for me/us on my/our behalf at the (Annual or
Extraordinary, as the case may be) General Meeting of the Company to
be held on the day of 19 and at any
adjournment thereof.

Signed this day of 19 ."

"This form is to be used* in favour of/against the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike our whichever is not desired."

35. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

36. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

37. Any corporation which is a member of the Company may by resolution of its Directors 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 corporation which he represents as the corporation could exercise if it were an individual member of the Company.

HONORARY OFFICERS

38. It shall be lawful for the Board of Directors to provide for the creation of the Office of President and (one or more) Vice-Presidents and Patrons and (one or more) Vice-Patrons, for the admission and retirement of persons to such offices and for the powers, rights, duties and liabilities (if any) of such persons but so that such persons shall not by virtue only of having been admitted to be Honorary Officers be members of the Company and that such rights shall not include a right to speak or vote at General Meetings or meetings of the Board of Directors of the Company.

39. Until otherwise determined by a General Meeting the number of Directors shall not be less than 2 nor more than 12.

40. The Directors shall be able to claim all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee or sub-committee of the Board of Directors or General Meetings or the Company or in connection with the business of the Company.

BORROWING POWERS

41. The Board of Directors may exercise all the powers of the Company to borrow money, without limit as to amount and upon such terms and in such manner as they think fit, and to mortgage or charge its undertakings 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 third party.

APPOINTMENT OF DIRECTORS

42. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association.

43. No person shall be appointed a Director at any General Meeting unless either:-

- (a) he is recommended by the Directors; or
- (b) not less than 14 nor more than 35 clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

44. Subject to Clause 43 above the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

POWERS AND DUTIES OF DIRECTORS

45. The business of the Company shall be managed by the Board of Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General

Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made.

46. The Board of Directors shall have power from time to time to adopt and make, alter or revoke, bye-laws for the regulation of the Company and otherwise for the furtherance of the purposes for which the Company is established, provided that such bye-laws are not repugnant to the Memorandum or Articles of Association. All such bye-laws for the time being in force shall be binding upon all members of the Company until the same shall cease to have effect as hereinbefore provided or shall be varied or set aside by an Ordinary Resolution of the Company. No member shall be absolved from such bye-laws by reason of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them. It is expressly declared that without prejudice to the powers of the Board of Directors to make bye-laws on other matters the following shall be deemed to be matters which may be governed by bye-laws within the meaning of this Article, this is to say:-

- (a) as to the persons eligible for membership of the Company;
- (b) as to the conditions on which persons shall be admitted to membership of the Company;
- (c) as to the rights and privileges to be accorded to, and the qualifications, restrictions and conditions to be imposed on, members of the Company;
- (d) as to committees and sub-committees of members and other persons, in connection with the various branches of the activities of the Company and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such committee and sub-committees.

47. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board of Directors shall from time to time by resolution determine.

48. The Board of Directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers, Associates and Honorary Offices made by the Board of Directors;
- (b) of the names of the Directors present at each meeting of the Board of Directors and of any committee or sub-committee of the Board of Directors;

(c) of all resolutions and proceedings at all meetings of the Company and of the Board of Directors and of committees and sub-committees of the Board of Directors.

DISQUALIFICATION OF DIRECTORS

49. The office of Directors shall be vacated if the Director:
- (a) without the consent of the Company in General Meeting holds any other office of profit under the Company; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a Director by reason of any order made under the Act; or
 - (d) becomes of unsound mind; or
 - (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 199 of the Act; or
 - (f) resigns his office by notice in writing to the Company; or
 - (g) ceases to be a Director by virtue of Section 185 of the Act.
50. A Director 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.
51. At the third Annual General Meeting of the Company and at every third Annual General Meeting thereafter all the Directors shall retire from the office.
52. A retiring Director shall be eligible for re-election.
53. The Company at the meeting at which the Directors retire in manner aforesaid may fill the offices vacated by electing any persons thereto, and in default, such retiring Directors shall, if offering themselves 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 Director shall have been put to the meeting and lost.
54. No person other than a Director retiring at the meeting shall unless recommended by the Board of Directors be eligible for election to the office of Director at any General Meeting unless, not less than three nor more than

twenty-one days before the date appointed for the meeting there shall have been left at the Office of the Company, notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person to be proposed of his willingness to be elected.

55. The Board of Directors shall have power, at any time from time to time, to appoint any person to be a Director either fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

56. Any Director appointed to fill a casual vacancy or as an addition to the existing Director shall hold office only until the next following Annual General Meeting and shall be eligible for re-election at such Meeting.

57. The Company may by Ordinary Resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.

58. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under the immediately preceding article. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF THE BOARD OF DIRECTORS

59. The Directors 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 Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board of Directors.

60. Save as herein otherwise provided the quorum necessary for the transaction of the business of the Board of Directors may be fixed by the Board of Directors, and unless so fixed shall be 3.

61. The continuing Directors 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 Council, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

62. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office; but, if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

63. The Board of Directors may delegate any of their powers to committees or sub-committees consisting of such Directors as the Board of Directors think fit; any committee or sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board of Directors. Any such regulations may provide for or authorise co-option to any such committee or sub-committee of members of the Company not being members of the Board of Directors or of others not being members of the Company or of the Board of Directors and for such co-opted member to have voting rights as members of such committee or sub-committee but so that the number of co-opted members shall not exceed one-half of the total number of members of such committee or sub-committee provided that no resolution of such committee or sub-committee shall be effective unless a majority of the members of such committee or sub-committee present at the meeting are members of the Company and/or of the Board of Directors or unless the resolution is confirmed by the Directors. All acts and proceedings of each such sub-committee should be reported back to the Board of Directors as soon as possible.

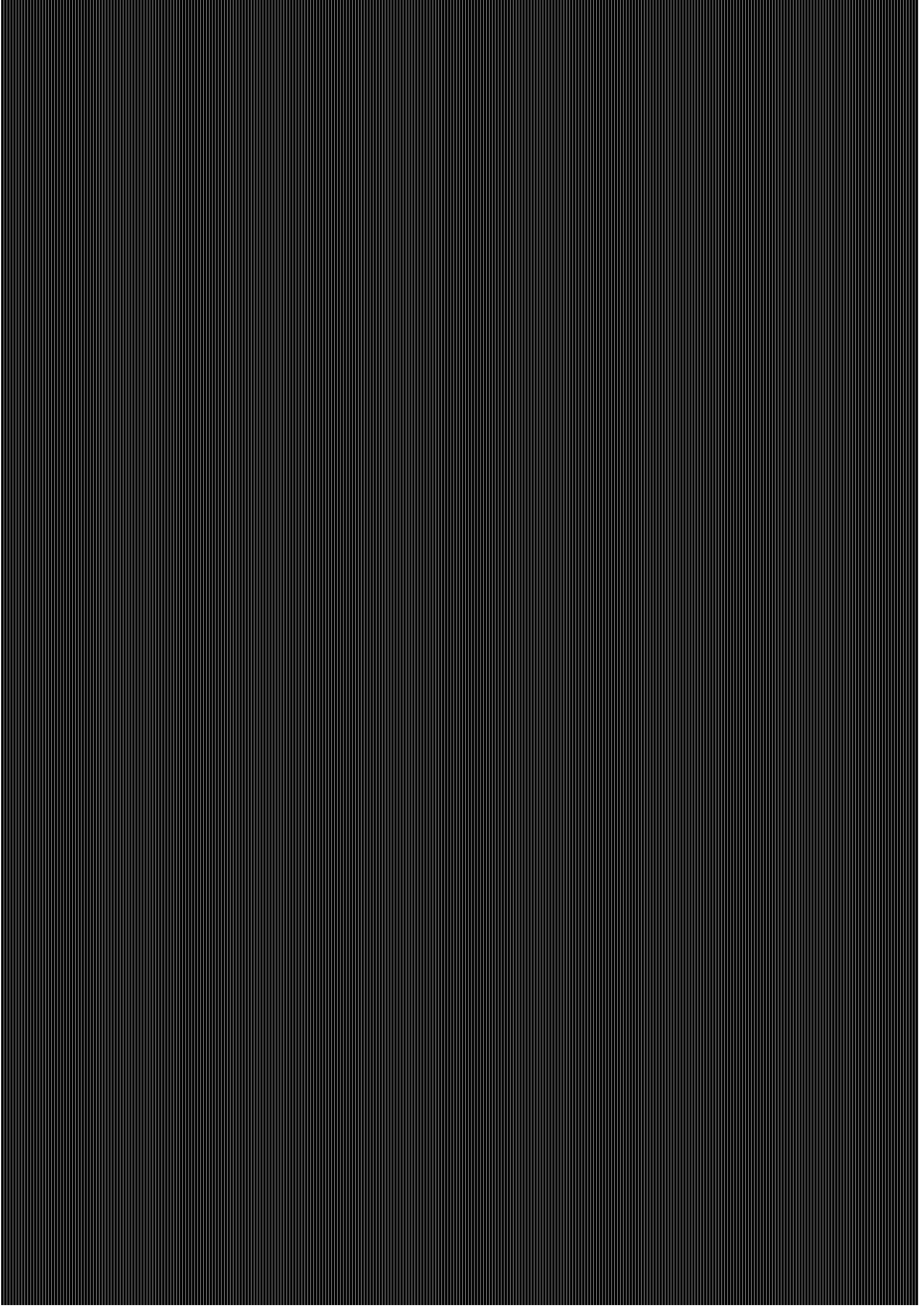
64. The meetings and proceedings of any such committee or sub-committee as is referred to in the preceding Article shall be governed by the provisions of these presents regulating the meetings and proceedings of the Board of Directors so far as the same are applicable and are not superseded by any regulations made by the Board of Directors.

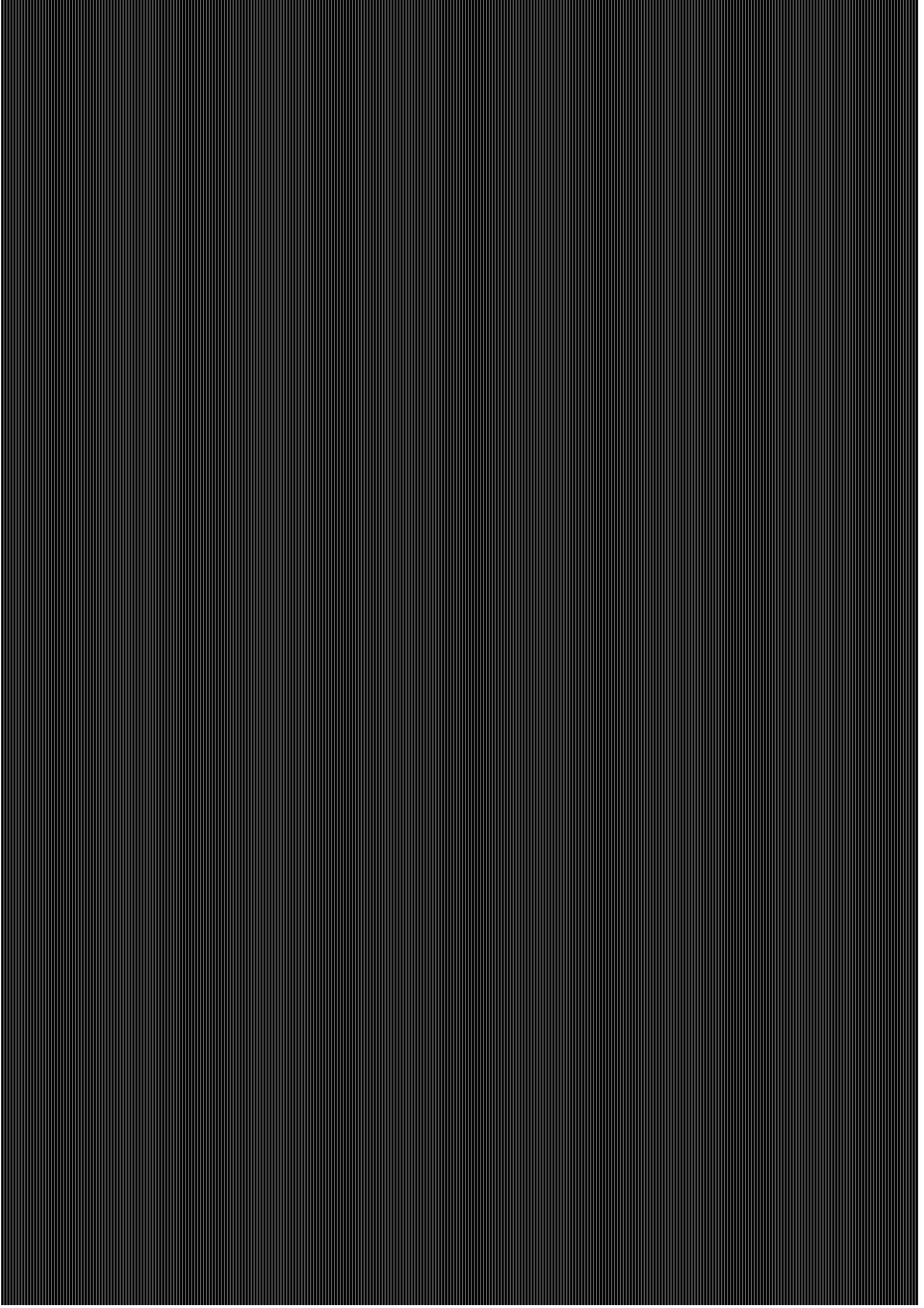
65. All acts bona fide done by any meeting of the Board of Directors or of a committee or sub-committee of the Board of Directors, or by any person acting as a Director or as a member of a committee or sub-committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors 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 Director or member of a committee or sub-committee.

66. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Board of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and held.

SECRETARY

67. Subject to Section 21(5) of the Companies Act 1976 the Secretary shall be appointed by the Board of Directors for such time, at such remuneration and upon such conditions consistent with Clause 4 of the





Memorandum of Association of the Company as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Board of Directors may from time to time by resolution appoint an assistant or deputy of the Secretary if there be no Secretary or no Secretary capable of acting.

68. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

69. The Board of Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board of Directors of a committee or sub-committee of the Board of Directors authorised by the Board of Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board of Directors for the purpose.

ACCOUNTS

70. The Board shall cause proper accounting records to be kept in accordance with Section 221 of the Companies Act 1985.

71. The Accounting records shall be kept at the office or, subject to Section 222 of the Companies Act 1985, at such other place or places as the Board of Directors shall think fit, and shall always be open to the inspection of the members.

72. The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board of Directors or by the Company in General Meeting or ordered by a court of competent jurisdiction.

73. A proper income and expenditure account shall be made up in respect of each financial year of the Company in accordance with the Act together with a proper balance sheet made up as at the date to which the said account is made up. The said account and the said balance sheet shall be accompanied by proper reports of the Board of Directors and of the Auditors and by any other documents required by law to be annexed or attached thereto ("the Accounts"). The Accounts shall from time to time be laid before the Company in General

Meeting in accordance with the Act and shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

74. Once at least in every year the Accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by any one or more properly qualified Auditor or Auditors.

75. Auditors shall be appointed and their duties regulated in accordance with Chapter V of the Companies Act 1985 and Sections 13 to 18 of the Companies Act 1976, the Directors being treated as the Directors mentioned in those Sections.

NOTICES

76. A notice may be given by the Company to any member either personally or by sending it by post to his registered address. Where a notice is sent by post, services of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, and to have been effected at the expiration of 7 days after the letter containing the same is posted.

77. Notice of every General Meeting shall be given in any manner hereinafter authorised to every member and to the Auditors for the time being of the Company.

78. If a member has no registered address for the giving of notice to him, he shall not be entitled to receive any notice from the Company.

INDEMNITY

79. Subject to the provisions of the Act and of the Memorandum and Articles of Association every Director or other officer (including any Auditor) of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer (including any Auditor) shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his officer or in relation thereto.

WINDING-UP

80. The provisions of Clause 8 of the Memorandum of Association relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.



COMPANIES HOUSE

10

Statement of first directors and secretary and intended situation of registered office

This form should be completed in black.

Company name (in full)

CN

For official use

THE REDRESS TRUST LIMITED

Registered office of the company on incorporation.

RO

6 Queen Square

Post town

London

County/Region

Postcode

WC1N 3BG

If the memorandum is delivered by an agent for the subscribers of the memorandum mark 'X' in the box opposite and give the agent's name and address.

RA

Name

Post town

County/Region

Postcode

Number of continuation sheets attached

To whom should Companies House direct any enquiries about the information shown in this form?

Mishcon de Reya

Ref: AJC

21 Southampton Row

London

Postcode

WC1B 5HS

Telephone

071 405 3711

Extension

Company Secretary (See notes 1 - 5)

Name *Style/Title
 Forenames
 Surname
 *Honours etc
 Previous forenames
 Previous surname

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

<input type="checkbox"/> CS	MR
	GILES DOMINIC HUMPHREY
	MEYER
<input type="checkbox"/> AD	31 Belgrave Court
Post town	Battersea
County/Region	London
Postcode	SW7
Country	England
I consent to act as secretary of the company named on page 1	
Signed	<i>[Signature]</i> Date <i>6 December '92</i>

Consent signature

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
 Forenames
 Surname
 *Honours etc
 Previous forenames
 Previous surname

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

<input type="checkbox"/> CD	MR
	PETER
	DAVIES
	O.B.E.
<input type="checkbox"/> AD	Ley Cottage
	5 Elmore Road
Post town	Chipstead
County/Region	Surrey
Postcode	CR3 3SG
Country	England
Date of birth	<i>DO</i> 04/10/19
Nationality	<input type="checkbox"/> NA British
Business occupation	<i>OC</i> British Council officer retired
Other directorships	<i>OD</i> nil
I consent to act as director of the company named on page 1	
Signed	<i>[Signature]</i> Date <i>7.11.1992</i>

* Voluntary details

Consent signature

Directors (continued)

(See notes 1 - 5)

Name *Style/Title
 Forenames
 Surname
 *Honours etc
 Previous forenames
 Previous surname

Address

Usual residential address must be given.
 In the case of a corporation, give the
 registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

<input type="checkbox"/> CD	DR
	LEAH
	LEVIN
<input type="checkbox"/> AD	18 Ivor Street
	Post town
	County/Region London
	Postcode NW1 9PJ
	Country England
<input checked="" type="checkbox"/> DO	010432
	Nationality <input type="checkbox"/> NA British
<input checked="" type="checkbox"/> OC	Retired
<input checked="" type="checkbox"/> OD	Readers International
I consent to act as director of the company named on page 1	
Signed	<i>Leah Levin</i> Date 3 December 92

Delete if the form is signed by the subscribers.

Signature of agent on behalf of all subscribers	Date
---	------

Delete if the form is signed by an agent on behalf of all the subscribers.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Notes

- 1 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames 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 forenames or surname 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.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you 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.

- 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. It also includes a shadow director.

- 3 Directors details:

Show for each individual director their 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 individual 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,
- 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.

- 5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name and number.

- 6 The address for companies registered in England and Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

Statutory Declaration of compliance with requirements on application for registration of a company

Please do not write in this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

Please complete legibly, preferably in black type, or bold block lettering

[] [] [] [] [] [] [] []

[]

Name of company

* THE REDRESS TRUST LIMITED

* insert full name of Company

I, ANDREA JAYNE CROPLEY

of 21 Southampton Row, London WC1B 5HS

† delete as appropriate

do solemnly and sincerely declare that I am a ~~person named as director or secretary of the company in the statement delivered to the registrar under section 10(2)†~~ Solicitor engaged in the formation of the company† and that all the requirements of the above Act 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 provisions of the Statutory Declarations Act 1835

Declared at 125 High Holborn London WC1. Declarant to sign below

the 10th day of December. One thousand nine hundred and ninety two before me [Signature] CHARLOTTE STONE'S

A.J. Cropley

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Presenter's name address and reference (if any):

Mishcon de Reya
21 Southampton Row
London
WC1B 5HS

Ref : AJC

For official Use	
New Companies Section	Post room