

The Companies Act 1985
Company Limited by Guarantee and
Not Having a Share Capital

MEMORANDUM AND ARTICLES OF ASSOCIATION

CEFET

COMPANY NUMBER: 2628752
INCORPORATED ON: 12 JULY 1991
CHARITY NUMBER: 1089983
REGISTERED ON: 7 JANUARY 2002

Amended by Special Resolution at an Annual General Meeting of CEFET duly convened and held for the purpose on 10th November 2010 at 1.45pm.

Amended by Special Resolution at an Annual General Meeting of CEFET duly convened and held for the purpose on 9 May 2006 at 12.55pm.

Amended by Special Resolution at an Extraordinary General Meeting of CEFET duly convened and held for the purpose on 19 May 2004 at 1pm.

Amended by Special Resolution at an Extraordinary General Meeting of CEFET duly convened and held for the purpose on 9 November 2003 at 10.30am.

Amended by Special Resolution at an Extraordinary General Meeting of CEFET duly convened and held for the purpose on 10th May 2002 at 12.40pm.

Amended by Special Resolution at an Extraordinary General Meeting of CEFET duly convened and held for the purpose on 9th May 2001 at 12.30pm.

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

MEMORANDUM OF ASSOCIATION

of

CEFET

1. The Company's name is CEFET.
2. The Company's Registered Office is to be situated in England & Wales.
3. The Company's objects are
 - (A) "To promote education and training and to alleviate poverty and improve wellbeing by any charitable means particularly but not exclusively in the Counties of Derbyshire, Leicestershire, Lincolnshire, Northamptonshire, Nottinghamshire and Rutland in England."

And the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

(B) To raise funds, whether by the levying of subscriptions by the Company, by means of donations from Companies and other business concerns, by private or public appeals or otherwise, and to seek any form of assistance, sponsorship or grant from government, municipal, commercial or private sources or for any national or international health, welfare, educational, social or cultural organisation for or on behalf of the Company, or any person or body of persons pursuing any object which this Company is authorised to carry on, and to take and accept gifts of property, whether subject to any special trust or not, for the objects of the Company.

(C) To recruit and assist in the recruitment of voluntary workers in and for the Company and to retain or employ professional or technical advisers or workers in connection with the objects of the Company and to pay reasonable and proper fees for their services.

(D) To make any financial grant or award, and to enter into any contract or arrangement for the provision to any person or body of persons of any technical, financial or other assistance, of any service or equipment, labour, or of travel, accommodation or other

facilities, and generally to do all such things as may, in the opinion of the Officers, further the primary objects of the Company.

(E) To undertake research and surveys and publish the useful results of such research, to establish, equip and maintain a library, to collect, compile, print, publish and disseminate information, to provide, publish or contribute to the publication of any papers, books, periodicals, reports or other documents, films, slides, tapes, pictures, plans or models, to give and exchange information and advice and to promote, encourage, foster and maintain the interest and support of the public in the objects and activities of the Company.

(F) To organise, provide facilities for and hold conferences, meetings, courses of instruction, demonstrations, lectures, exhibitions, competitions, tours and displays.

(G) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of, or co-operate or federate with any other organisations or associations whose objects are in whole or in part similar to the objects of the Company or the establishment or promotion of which may be beneficial to the Company, to act as trustees or agents for and to manage and to undertake the property, assets, liabilities and engagements of any such organisations or associations and to subscribe or guarantee money for any purposes in any way calculated to further the objects of the Company.

(H) To foster and encourage co-operation and communication between similar organisations, societies and institutions and local and national authorities and to co-ordinate the activities and represent the views of those making use of the facilities of the Company and its members.

(I) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, sell, mortgage, lease or otherwise dispose of or turn to account any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.

(J) To borrow or raise money for the purposes of the Company on such terms and on such security as the Officers shall think fit, and whether by the creation and issue of debentures or debenture stock or otherwise.

(K) To receive money on deposit or loan upon such terms as the Company may approve, and to undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects.

(L) To invest and deal with the moneys of the Company not immediately required for its purposes in or upon such investments or securities and in such manner as may from time to time be determined, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(M) To sell, mortgage, improve, manage, turn to account, exchange, let, or grant licences, easements and other rights in or over, and in any other manner deal with or dispose of all or any of the property and assets for the time being of the Company as may be expedient for the promotion of its objects.

(N) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents.

(O) 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.

(P) To purchase and maintain at the expense of the Company for the benefit of any past or present Officers or members of its Council of Management, Governing Body or Committee (as defined in the Company's Articles of Association), or director, officer or auditor of the Company insurance against any such liability as referred to in section 310(1) of the Companies Act 1985 ("the Act") and, subject to the provisions of the Act, against any other liability which may attach to him/her for loss or expenditure which he/she may incur in relation to anything done or alleged to have been done or omitted to be done as an Officer or a member of its Council of Management or Governing Body or the Committee or as a director, officer or auditor; provided that any such indemnity insurance shall not extend to any claim for loss arising out of any act or omission which the person or persons concerned knew to be a breach of trust or a breach of duty or which was committed in reckless disregard of whether it was a breach of trust or breach of duty or not.

(Q) To do all such other things as are necessary for the attainment of the objects of the Company or any of them.

4. The income and property of the Company, whencesoever 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 thereof 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 Council of Management or Governing Body 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 member, officer or servant of the Company (not being a member of its Council of Management or Governing Body) for any services rendered to the Company;

(b) of interest on money lent by any member of the Company or of its Council of Management or Governing Body at a rate per annum not exceeding 2 per cent less than the base lending rate for the time being prescribed by the National Westminster Bank Limited;

(c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management or Governing Body;

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management or Governing Body may be a member holding not more than 1/100th part of the capital of that company;

(e) to any member of its Council of Management or Governing Body of out-of-pocket expenses.

(f) of any premium payable in furtherance of the power contained in clause 3 (p) hereof.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1.00) to the Company's assets if it should be wound up while s/he is a member or within one year after s/he ceases to be a member, for payment of the Company's debts and liabilities contracted before s/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.

7. 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 the same as or similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such charitable institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect can not be given to this last provision, then to some other object as near as may be to that of the Company.