

FILE COPY



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

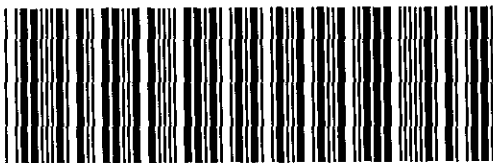
Company No. 6088923

The Registrar of Companies for England and Wales hereby certifies that

THE BRITISH UKRAINIAN SOCIETY

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 7th February 2007



N06088923N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Please complete in typescript, or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

THE BRITISH UKRAINIAN SOCIETY

I, MICHAEL PAUL CAMPS

of THE CORN EXCHANGE, BAFFIN'S LANE, CHICHESTER, WEST SUSSEX PO19 1GE.

† Please delete as appropriate.

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

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

Declarant's signature

Michael Camps

Declared at

*one corner, 16 market old Hotel floor
Chichester West Sussex*

Day Month Year

On

01 02 2007

● Please print name.

before me ●

Thomas Egggar

Signed

Thomas Egggar

Date

1.2.07

† A Notary Public or Notary Public for Scotland or a 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.

Thomas Egggar
Corn Exchange, Baffins Lane, Chichester, West Sussex, PO19 1GE
Tel 01243 786111
DX number 30300 DX exchange Chichester

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

THURSDAY
A02 01/02/2007 213
COMPANIES HOUSE
AUVQ7MP7
Laserform International 12/99



Companies House
for the uk and NI

30(5)(a)

Please complete in typescript,
or in bold black capitals.

CHWP000

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

THE BRITISH UKRAINIAN SOCIETY

I, MICHAEL PAUL CAMPS
of THE CORN EXCHANGE, BAFFIN'S LANE, CHICHESTER
WEST SUSSEX PO19 1GE

† 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

Michael Camps

Declared at

*over Henry Bomes's old Madge House
Hobart Hill Chichester, W Sussex*

Day Month Year

on

01 02 2007

● Please print name.

before me ●

Beradette Louise Kelly

Signed

[Signature]

Date

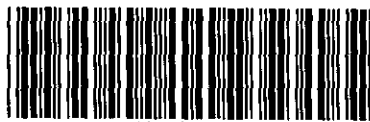
01.02.07

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.

Thomas Eggar,
The Corn Exchange, Baffin's Lane, Chichester, West Sussex PO19 1GE
Tel 01243 813144
DX number 30300 DX exchange Chichester

THURSDAY



A02 *AUJQ6MP6* 214
01/02/2007
COMPANIES HOUSE

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

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

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Please complete in typescript, or in bold black capitals.

First directors and secretary and intended situation of registered office

CHFP025

Notes on completion appear on final page

[Empty box]

Company Name in full

THE BRITISH UKRAINIAN SOCIETY

Proposed Registered Office

(PO Box numbers only, are not acceptable)

25 KNIGHTSBRIDGE

[Empty box]

Post town LONDON

County / Region

[Empty box]

Postcode SW1X 7RZ

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

THOMAS EGGAR SECRETARIES LIMITED

Address

THE CORN EXCHANGE

BAFFINS LANE

Post town

CHICHESTER

County / Region

WEST SUSSEX

Postcode PO19 1GE

Number of continuation sheets attached

0

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

Thomas Eggar
Belmont House, Station Way, Crawley, RH10 1JA

Tel (01293) 742700
DX number DX: 85715 DX exchange Crawley

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

THURSDAY



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A02 01/02/2007 212
COMPANIES HOUSE

Company Secretary (see notes 1-5)

Company name **THOMAS EGGAR SECRETARIES LIMITED**

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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

Address †† **THE CORN EXCHANGE**

BAFFINS LANE

Post town **CHICHESTER**

County / Region **WEST SUSSEX** Postcode **PO19 1GE**

Country **ENGLAND**

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

Consent signature  X Date **01/02/07**

**FOR AND ON BEHALF OF
THOMAS EGGAR SECRETARIES LIMITED**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **MR** *Honours etc

Forename(s) **RICHARD**

Surname **SPRING**

Previous forename(s) **-**

Previous surname(s) **-**

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

Address †† **124 CAMBRIDGE STREET**

Post town **LONDON**

County / Region Postcode **SW1V 4RF**

Country **UK**

Day Month Year

Date of birth **24 09 1946** Nationality **BRITISH**

Business occupation **MEMBER OF PARLIAMENT**

Other directorships **BRITISH SYRIAN SOCIETY**

SMALL BUSINESS BUREAU

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

Consent signature  Date **01/02/07**

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.

679

857912/50

The Companies Acts 1985 to 1989

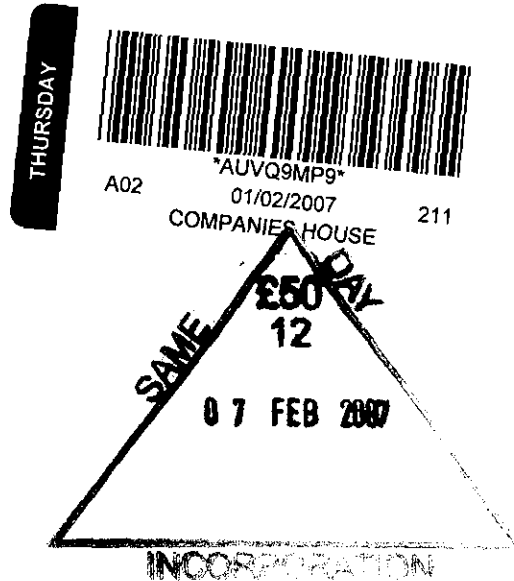
Company Limited by Guarantee

and Not Having a Share Capital

MEMORANDUM OF ASSOCIATION

of

THE BRITISH UKRAINIAN SOCIETY



1. The Company's name is THE BRITISH UKRAINIAN SOCIETY
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (a) (i) To carry on the business of the promotion and development of closer relations and better understanding between Ukraine and the United Kingdom and the people of both countries at all levels in all fields of human activity.
 - (ii) To carry on the business of the development and promotion of closer and better understanding between Ukraine and other countries and the people of such countries at all levels and in all fields of human activity.
 - (iii) To promote and develop educational programmes and the dissemination of information.
 - (iv) To liase with supporting associations and groups with similar objectives world wide.
 - (v) To promote and develop social, economic, cultural, business and political programmes, activities and events.
 - (vi) To organise fund raising events.
 - (vii) To promote and organise cultural and trade business and political exchange visits involving Ukrainian and British delegations.
 - (viii) To promote and organise any activity in any country which in the opinion of the Board will promote or advance closer and better relations between Ukraine and other countries.
- (b) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
- (c) To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or

convenient for the purposes of or in connection with the Company's business.

(d) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(e) To acquire by subscription or otherwise and hold, sell, deal with, make a market in or dispose of any shares, stocks, debentures, debenture stock, or other securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to exercise and enforce all rights and powers conferred by the ownership thereof.

(f) To receive money on deposit or otherwise either with or without security.

(g) To take any gift or any real or personal property for any one or more of the objects of the Company whether or not subject to any special trust or condition.

(h) To borrow and secure the repayment of money in such manner as the Company may think fit and to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding upon it.

(i) To lend money or advance credit with or without security, upon such terms as the Company may approve, and to guarantee or secure the payment of any moneys or the performance of any obligation by any person or company.

(j) To undertake and execute any trust or agency business (whether gratuitously or otherwise) the undertaking whereof may seem desirable whether as being convenient for or conducive to any of the objects of the Company.

(k) To take part in the formation, management, supervision or control of the Company and for that purpose and subject to Clause 4 hereof to appoint and remunerate any Professional Advisors, Consultants, experts or agents and to pay all or any expenses incurred in connection with these activities.

(l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(m) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired.

(n) to amalgamate with or support any other company or undertaking whose objects may (in the opinion of the Board) advantageously be combined with the objectives of the Company.

(o) To sell, let or dispose of all or any of the property of the Company and to invest and deal with the moneys of the Company not immediately required.

(p) To employ experts, consultants and valuers to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

(q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company.

(r) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

(s) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the business and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(t) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.

(u) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and or discharge of their duties and or in the exercise of their powers and or otherwise in relation to their duties, powers or offices in relation to the Company, and to such extent as may be permitted by law or otherwise to indemnify or to exempt any such person against or from any such liability.

(v) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.

(w) To do all such other things (whether similar to any of the foregoing or not) as are incidental to or which the Company may think conducive to the above objects or any of them.

PROVIDED ALWAYS that the objects set forth in any sub-clause of this Clause shall not, except when the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary to the objects mentioned in the first sub-clause but the Company shall have full power to exercise all or any of the powers conferred by any parts of this Clause notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this Clause.

4. The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no Director shall be appointed to any office of the Company paid by salary or fees or

receive any remuneration or other benefit in money or money's worth from the Company: Provided that nothing in this document shall prevent any payment in good faith by the Company :

(1) of the usual professional charges for business done by any Director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf : Provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

(2) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a Director;

(3) of interest on money lent by any member of the Company or Director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Directors;

(4) of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the issued capital of that company;

(5) of reasonable and proper rent for premises demised or let by any member of the Company or a Director;

(6) to any Director of reasonable out-of-pocket expenses;

(7) of premiums on the indemnity insurance referred to in part (t) above.

5. The liability of the members is limited.

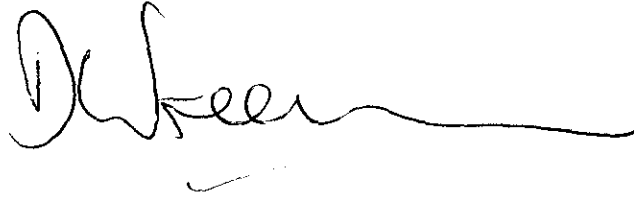
6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some Company or Charity having Objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Clause 4 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.

I, the person whose name and address is subscribed is desirous of being formed into a Company in pursuance of this Memorandum of Association.


Name and Address of Subscriber

David Charles Freeman
Combe End, Danes Hill
The Hockering
Woking
Surrey GU22 7HQ



Dated: 1st February 2007

WITNESS to the above signature:

Witness Signature : 
Witness Name : PAMELA JILL TRING
Witness Address : 10 SCHOOL HILL, WARNHAM RH12 3PN
Witness Occupation : SECRETARY.

The Companies Acts 1985 and 1989

Company Limited by Guarantee

and Not Having a Share Capital

ARTICLES OF ASSOCIATION

of

THE BRITISH UKRAINIAN SOCIETY

Interpretation

1. In these articles:

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Company;

"AGM" means an annual general meeting of the Company;

"Board" means the board of Directors of the Company, acting collectively;

"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;

"Director" means a director of the Company acting individually;

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the Company;

"objectives" means the objects of the Company as set out in the Memorandum from time to time.

"office" means the registered office of the Company;

"the seal" means the common seal of the Company if it has one;

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

"Trustee Member" means a member of the Company;

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

2. (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 57 shall be members of the Company. No person shall be admitted a member of the Company unless his application for membership is approved by the Directors.

(2) Unless the Directors or the Company in general meeting shall make other provision under Article 57, the Directors may in their absolute discretion permit any member of the Company to retire, provided that after such retirement the number of members is not less than two.

Admission of Trustee Members

3. The Company must keep a register of the Trustee Members as required by the Act. The Trustee Members are:
 - (1) the subscribers to the Memorandum and Articles of Association; and
 - (2) individuals who apply for admission, are admitted as Trustee Members by the Board, and, (if stated in the application for Trustee Membership pay a subscription. Every application for Trustee Membership must be in the form set out in Article 50 or another form approved by the Board. At the next meeting of the Board (or any committee of the Board established for the purposes of considering applications for admission) after the receipt of any application for membership, the application must be considered by the Board (or committee) who must decide whether to admit or reject the applicant. The Directors are not required to give reasons for their decision.
4. Membership of the Company is only open to individuals and not to corporations or unincorporated organisations.
5. It shall be lawful for the Directors to provide for the admission of such persons as they may think fit to be friends or associates or members of such other categories of association with the Company as Directors think fit and for the rights duties and liabilities (if any) of such friends or associates or members of such other categories but so that such persons shall not by virtue of being friends or associates or members of other categories as aforesaid be members of the Company and their rights (if any) shall not include a right to speak or vote at general meetings of the Company. The Secretary shall keep an accurate register of such friends or associates or members of other categories of associates of the Company

Retirement of Trustee Members

6. A Trustee Member will cease to be a member:
 - (1) if he resigns by giving notice to the Company;
 - (2) if an individual, upon death, or if he becomes of unsound mind, or is convicted of any indictable offence for which he is sentenced to a term of imprisonment;
 - (3) in any case, if any subscription or membership fee due to the Company remains outstanding for more than one month; or

- (4) if he is removed from the Trustee Membership in accordance with any Rule established from time to time pursuant to Article 47.

7. No Trustee Member of the Company is entitled to any refund of subscription or membership fee on ceasing to be a Trustee Member for any reason. Trustee Membership of the Company is not transferable.

Expulsion of Trustee Members

8. Any Trustee Member of the Company may be removed from membership in accordance with the following rules but by no other method:

- (1) A Trustee Member may be removed if, in the opinion of the other Trustee Members, he has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole or if his conduct (whether as a member or otherwise) is likely to bring the Company, or any or all of its Directors or members into disrepute.
- (2) If at a duly convened meeting of the Trustee Members a resolution is passed to remove a member, the Board must serve a notice on the Trustee Member stating that the Trustee Members have resolved to invoke the provisions of these Articles and giving a statement of the reasons for the Trustee Members' decision. The statement of reasons must be sufficiently detailed in the circumstances to enable the member to know the case against him.
- (3) The notice to the Trustee Member concerned must also give him the opportunity to make representations to the other Trustee Members in writing but in any event within fourteen (14) days after receipt by him of the notice referred to in Article 4.3 as to why he should not be removed as a Trustee Member. The other Trustee Members must consider any representations made by the Trustee Member concerned and, if the representations are not made by the Trustee Member at a duly convened meeting of the Trustee Members, the Board must convene a meeting of the Trustee Members for the purposes of considering the representations for a date not less than twenty eight (28) days after the receipt by the other Trustee Members of the representations concerned.
- (4) After the meeting of the other Trustee Members at which the representations are considered, the Board must serve a notice on the Trustee Member informing him of the decision. If the decision is to remove the Trustee Member, this must be reflected in the register of Trustee Members as soon as reasonably practicable.
- (5) There will be no right of appeal from a decision of the other Trustee Members to remove a Trustee Member. After the removal of the Trustee Member has been noted in the register of Trustee Members he will have no right to attend and vote at general meetings of the Company and he will cease to be entitled to any other benefits of Trustee Membership. He will not be entitled to a refund of any subscription, membership fee or joining fee paid by him for his membership of the Company.
- (6) The other Trustee Members' and the Board's proceedings and the statement of reasons for removal will be confidential and neither the other Trustee Members nor the Board shall make any statement concerning the Trustee Member's removal unless the Trustee Member himself chooses to make public the issue of his removal.

General meetings

9. The Company shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the 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 times and places as the Directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

10. The Directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any member of the Company may call a general meeting.

Notice of general meetings

11. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

(1) in the case of an annual general meeting, by all the members entitled to attend and vote; and

(2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

12. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

13. The notice shall be given to all the members and to the Directors and auditors.

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. No business shall be transacted at any meeting unless a quorum of Trustee Members of the Company is present. The quorum is one half of the Trustee Members of the Company or two Trustee Members of the Company (whichever is the greater) present in person or by proxy shall constitute a quorum.

16. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.

17. The chairman, if any, of the Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.

18. If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Trustee members present and entitled to vote shall choose one of their number to be chairman.

19. A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

20. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

21. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

(1) by the chairman; or

(2) by at least two trustee members present in person or by proxy; or

(3) by any trustee member or trustee members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

22. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

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

24. Except as provided in Article 17, if a poll is demanded it may be taken in such manner as the chairman directs but the chairman has no authority in exercising this power to extend the poll to trustee members of the Company who are not present at the meeting in question. The result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.

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

26. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either

immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

27. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

28. Subject to Article 17, every trustee member shall have one vote.

29. No member shall be entitled to vote at any general meeting unless all moneys then payable by him 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 chairman 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 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.

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

Directors

33. The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

34. The first Directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future Directors shall be appointed as provided subsequently in the articles.

Powers of Directors

35. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Directors by the articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

36. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Directors shall have the following powers, namely:

- (1) to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Company;
- (2) to enter into contracts on behalf of the Company.

Appointment and retirement of Directors

37. At the first annual general meeting all the Directors shall retire from office, and at every subsequent annual general meeting one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one Director who is subject to retirement by rotation, he shall retire.

38. Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

39. If the Company at the meeting at which a Director retires by rotation, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.

40. No person other than a Director retiring by rotation shall be appointed or reappointed a Director at any general meeting unless:

- (1) he is recommended by the Directors; or
- (2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of Directors together with a notice executed by that person of his willingness to be appointed or reappointed.

41. No person may be appointed as a Director:

- (1) unless he has attained the age of 18 years; or
- (2) in circumstances such that, had he already been a Director, he would have been disqualified from acting under the provisions of Article 38.

42. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly

given to the Company of the intention to propose him at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of Directors.

43. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire.

44. The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

45. Subject as aforesaid, a Director who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of Directors

46. A Director shall cease to hold office if he

- (1) ceases to be a Director by virtue of any provision in the Act;
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (3) resigns his office by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- (4) is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated.

Directors' appointments

47. Subject to the provisions of the Act, the Directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company. Any such appointment may be made upon such terms as the Directors determine. Any appointment of a Director to an executive office shall terminate if he ceases to be a Director. A managing director and a Director holding any other executive office shall not be subject to retirement by rotation.

Proceedings of Directors

48. Subject to the provisions of the articles, the Directors may regulate their proceedings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

49. The quorum for the transaction of the business of the Directors may be fixed by the Directors but shall not be less than one third of their number or two Directors, whichever is the greater.

50. The Directors may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

51. The Directors may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. If there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.

52. The Directors may appoint one or more sub-committees consisting of three or more Directors for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Directors would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Directors.

53. All acts done by a meeting of Directors, or of a committee of Directors, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

54. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be as valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.

55. Any bank account in which any part of the assets of the Company is deposited shall be operated by the Directors and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed by at least two Directors.

Secretary

56. Subject to the provisions of the Act, the secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

57. The Directors shall keep minutes in books kept for the purpose:

(1) of all appointments of officers made by the Directors; and

(2) of all proceedings at meetings of the Company and of the Directors and of committees of Directors including the names of the Directors present at each such meeting.

The Seal

58. The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

Accounts

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

Notices

60. 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 Directors need not be in writing.

61. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

62. 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.

63. 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

64. Subject to the provisions of the Act every Director 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 in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

65. Subject to the Act, the Company may purchase and maintain for any Director or for any officer of the Company, insurance cover against any liability which may attach to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Company, and against all costs, charges, losses, expenses and liabilities incurred by him and for which he is entitled to be indemnified by the Company under Article 48.

Forms

66. The form of the application for Trustee Membership referred to in Article 2 is as follows.

To the Board of the British Ukrainian Society

I, [name]
of [address]

wish to become a Trustee Member of the British Ukrainian Society Limited, subject to the provisions of the Memorandum and Articles of Association of the Company and to the Rules. I agree to pay to the company an amount of up to £1 if the company is wound up while I am a member or for up to 12 months after I have left the Company. [(If appropriate:) I agree to pay a subscription of [amount] on [date], and to pay any membership fee levied in accordance with the Company's Rules.]

Signature:

Date:

67. The one-way proxy form referred to in Article 20 is as follows:

The British Ukrainian Society

I, *[name]*

of *[address]*

being a Trustee Member of the above Company, appoint *[name of proxy]*

of *[address of proxy]*

or failing him/her *[name of alternative proxy]*

of *[address of alternative proxy]*

as my proxy to vote for me on my behalf at the General Meeting of the Company to be held on *[date]* and at any adjournment, and to join in any demand for a poll in accordance with the Articles.

Signed:

Date:

68. The two-way proxy form referred in Article 20 is as follows:

The British Ukrainian Society

I, *[name]*

of *[address]*

being a Trustee Member of the above Company, appoint *[name of proxy]*

of *[address of proxy]*

or failing him/her *[name of alternative proxy]*

of *[address of alternative proxy]*

as my proxy to vote for me on my behalf at the Annual/Extraordinary* General Meeting of the Company to be held on *[date]* and at any adjournment, and to join in any demand for a poll in accordance with the Articles.

Signed:

Date:

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

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

*Strike out whichever you do not want.

Rules

69. (1) The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

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

(ii) the conduct of members of the Company in relation to one another, and to the Company's servants;

(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 Directors and committees of the Directors in so far as such procedure is not regulated by the articles;

(v) generally, all such matters as are commonly the subject matter of company rules.

(2) The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or bye laws, which shall be binding on all members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

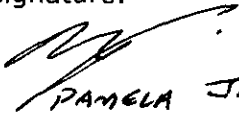
Name and Address of Subscriber

David Charles Freeman
Combe End, Danes Hill
The Hockering
Woking
Surrey GU22 7HQ



Dated: 1st February 2007

WITNESS to the above signature:

Witness Signature : 
Witness Name : PAMELA JILL TRING
Witness Address : 10 SCHOOL HILL, WARNHAM, RH12 3PN
Witness Occupation : Secretary