

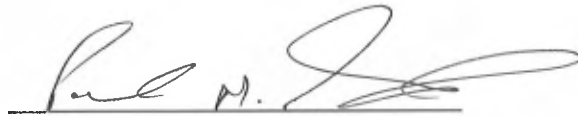
Company Number: 05138299

YMCA PENSION PLAN TRUSTEE LTD (THE "COMPANY")

Enclosed with this letter and resolutions is a composite copy of the Company's articles of association, as amended by the written resolution (the "**Amended Articles**").

The Company requests that the Amended Articles in composite copy form, as enclosed, are filed on the register at Companies House together with the written resolution.

Signed:

A handwritten signature in black ink, appearing to be 'Paul M. Jones', written over a horizontal line.

Company Secretary

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

The YMCA Pension Plan Trustee Ltd

PRELIMINARY

1. The articles hereinafter shall constitute the articles of association of the Company.

INTERPRETATION

2. (A) In these Articles: -

"**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 re-enactment of that provision for the time being in force and the expression shall mean the Act, the Companies Act 1989 and all other legislation for the time being in force concerning companies and affecting the Company.

"**Chair**" means the chair appointed in accordance with paragraph 2 of Director Byelaw 1.

"**clear days**" means in relation to the period of a notice means that 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.

"**communication**" includes a communication comprising sounds or images or both and a communication effecting a payment.

"**company 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.

"**Director**" means a person appointed to the office of director in accordance with Article 13.

"**electronic communication**" means a communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa) –

(A) by means of a telecommunication system (within the meaning of the Telecommunications Act 2000); or

(B) by other means but while in an electronic form.

"**executed**" includes any mode of execution.

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

"**the United Kingdom**" means Great Britain and Northern Ireland.

"**Principal Employer**" means that as determined in the Trust Deed and Rules of the Young Men's Christian Associations Pension and Assurance Plan for England, Scotland and Wales.

"**The Plan**" means the Young Men's Christian Associations Pension and Assurance Plan for England, Scotland and Wales as detailed in the Trust Deed and Rules.

"**YMCA England**" means the National Council of Young Men's Christian Associations (Incorporated).

(B) Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

(C) Where the context requires words used in the Articles which refer to one gender refer also to the other gender and words which refer to the singular also to the plural and vice versa.

(D) Reference in these Articles to writing shall include word processing, typewriting, printing, lithography, photography, telex and fax messages and electronic communication if capable of being reproduced in writing and any other means of representing or reproducing words in a legible and non-transitory form.

MEMBERS

3. The subscribers to the Memorandum of Association of the Company were the National Council of Young Men's Christian Associations (Incorporated), the Scottish National Council of YMCAs and the National Council of YMCAs of Wales.

4. A member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Membership shall not be transferable.

GENERAL MEETINGS

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.

6. 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

7. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution 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: -
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all members.

The notice shall specify the time and place of the meeting and if there is special business to be transacted then the general nature of such business is to be given and, in the case of an annual general meeting, shall specify the meeting as such.

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

8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
9. Wherever the Company has an election in force to dispense with the laying of accounts and reports in general meeting, notice to members of their right to require a general meeting may be satisfied by the inclusion of an appropriate notice within the Directors' report accompanying the accounts.

PROCEEDINGS AT GENERAL MEETINGS

10. The proceedings at General Meetings shall be conducted in accordance with Members Bye-law 1. General Meetings may be held in person or by electronic means.

VOTES OF MEMBERS

11. 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.

DIRECTORS

12. The Directors shall not be less than four in number. No person shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of seventy years or any other age.

13. Subject to the provisions of (and any alternative arrangements in force under) the Pensions Act 1995 and any subsequent legislation amending or replacing the Pensions Act 1995 Directors shall be appointed and removed from office as follows:
 - (a) **Scottish National Council of YMCAs**

One Director shall be appointed by and hold office at the pleasure of the Scottish National Council of YMCAs whose principal office is at James Love House, 11 Rutland St, Edinburgh EH1 2AE. The Scottish National Council of YMCAs may also remove said Director from office and shall cause said Director to be removed on the expiry of 4 years from the date of appointment. Any appointment and removal of such a Director shall be conclusively notified in writing under the hand of a duly authorised officer of Scottish National Council of YMCAs and such notice shall be given to the Company at its registered office.

 - (b) **YMCA England**

One Director shall be appointed by and hold office at the pleasure of the Board of Trustees of YMCA England whose principal office is at 640 Forest Rd, London E17 3DZ. YMCA England may also remove said Director from office and shall cause said Director to be removed on the expiry of 4 years from the date of appointment. Any appointment and removal of such a Director shall be conclusively notified in writing under the hand of a duly authorised officer of YMCA England and such notice shall be given to the Company at its registered office.

 - (c) **Principal Employer**

One or two Directors shall be appointed by and hold office at the pleasure of the principal employer from time to time. The Principal Employer may also remove said Director from office and shall cause said Director to be removed on the expiry of 4 years from the date of appointment. Any appointment and removal of such a Director shall be conclusively notified in writing under the hand of a duly authorised officer of the Principal Employer and such notice shall be given to the Company at its registered office.

 - (d) **Member Nominated Directors**

No more than four Directors shall be appointed and hold office under the arrangements approved in accordance with the requirements of the Pensions Act 2004, or any subsequent legislation amending or replacing the Pensions Act 2004.

(e) **Co-opted Directors**

No more than four Directors shall be appointed by and hold office at the pleasure of the Directors of the Company.

14. The term of office for Directors shall be determined under Members Bye-law 2.

POWERS OF DIRECTORS

15. 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 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 regulation 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 powers exercisable by the Directors.
16. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

17. The office of a Director shall be vacated if: -
- (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he resigns his office by notice to the Company; or
 - (d) he is removed in accordance with the provisions in Article 13.

DIRECTORS' EXPENSES

18. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or otherwise in connection with the discharge of their duties.
19. Provided that a Director has disclosed the nature and extent of any material interest then no Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company. However the Director may not vote and will not be taken into account for the purpose of constituting a quorum in respect of contracts or arrangements in which he may be in any way interested. It is recognised that some directors may be members of the Plan, however, they must act in the best interest of all beneficiaries of the Plan.

PROCEEDINGS OF DIRECTORS

20. The proceedings of Directors shall be governed in accordance with Director Bye-law 1.

TELEPHONE OR VIDEO LINKED MEETINGS

21. Rules governing the conduct of such meetings shall be determined under Director Bye-law 2.

COMPANY SECRETARY

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

MINUTES

23. The Directors shall cause minutes to be made in books kept for the purpose: -
- (a) of all appointments of officers made by the Directors; and
 - (b) 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.

ACCOUNTS

24. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Directors or by ordinary resolution of the Company.

NOTICES

25. 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), or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.

In this Article "address" in relation to electronic communications includes any number or address used for the purposes of such communications.

26. The Company may give any notice to a member or Director either personally or by sending it by post in a prepaid envelope addressed to the member or Director at his registered address or by leaving it at that address, or by giving it using electronic communications to an address for the time being notified to the Company member. Any member or Director whose registered address is not within the United Kingdom and who gives the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to receive any notice from the Company at that address.

In this Article "address" in relation to electronic communications includes any number or address used for the purposes of such communications.

27. A member or Director present at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
28. (A) A notice sent by post to an address within the United Kingdom is deemed to be given -
 - (i) 24 hours after posting, if pre-paid as first class; or
 - (ii) 48 hours after posting, if pre-paid as second class.(B) A notice sent by post to an address outside the United Kingdom is deemed to be given 72 hours after posting, if pre-paid as airmail.
(C) A notice contained in an electronic communication is deemed to be given 24 hours after the time it was sent.
29. Proof that an envelope containing the notice was properly addressed, pre-paid and posted is conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was so given. A notice not sent by post but left at a member's or Director's registered address is deemed to be given on the day it was left.
30. Where the Articles require the giving of notice of any meeting to any person, the accidental omission to give such notice or the non-receipt of such notice by any person entitled to receive such notice shall not invalidate the proceedings at that meeting.

INDEMNITY

31. "Subject to the provisions of the Act, and without prejudice to any other indemnity to which a Director may be entitled, every director or other officer of the Company shall be indemnified out of the assets of the Company against -
 - (A) any liability incurred by him 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; and
 - (B) any other losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto."

32. To the extent permitted by the law the Directors may arrange insurance cover at the cost of the Company in respect of any liability, loss or expenditure incurred by any Director, officer or the Auditors of the Company and/or any of its subsidiary undertakings in relation to anything done or alleged to have been done or omitted to be done as a Director, officer, or as the auditors of the Company and/or, as the case may be, any of its subsidiary undertakings.

EXECUTING DOCUMENTS

33. The Company may exercise all the powers conferred by the Act with regard to executing documents, and such powers shall be vested in the Directors. Any instrument to be executed shall be signed by such persons, if any, as the Directors may from time to time determine and unless otherwise so determined it shall be signed by a Director and by the Company Secretary or by a second Director.

RECORDS

34. The Directors undertake to comply with any record keeping requirements as set out in the Pensions Act 1995 and any subsequent legislation amending or replacing the Pensions Act 1995 so far as the same applies to the Company.

YMCA PENSION PLAN TRUSTEE LTD

MEMBER BYELAWS

BYELAW 1

PROCEEDINGS AT GENERAL MEETINGS

1. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member, shall be a quorum at the time when the meeting proceeds to business.
2. If a quorum is not present within half an hour from the time appointed for a general meeting, the general meeting 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 members may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.
3. The members present and entitled to vote shall choose one of their number to be chairman.
4. 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 any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. It shall not be necessary to give any notice of an adjourned meeting.
5. 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: -
 - (a) by the chairman; or
 - (b) by any member having the right to vote at the meeting.
6. 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.
7. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

8. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
9. 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 either forthwith 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 the continuance of a meeting for the transaction of any business other than the question on which the poll was 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.
10. On a show of hands every member present in person shall have one vote. On a poll every member present in person shall have one vote.
11. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
12. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.
13. For the avoidance of doubt, nothing in this Member Bye-law 1 shall prevent general meetings being held by electronic means.

TELEPHONE OR VIDEO LINKED MEETINGS

14. For the purposes of the Articles the contemporaneous linking together by telephone, video link or other means of instantaneous, or near instantaneous communication by way of an interactive media (being defined as "**telephone**" or "**telephone communication**" as the context permits) of a number of Members, being at least a quorum, be deemed to constitute an extraordinary general meeting notwithstanding that the Members do not physically meet together in the same place and all the provisions of these Articles as to extraordinary general meetings shall apply to such a meeting if the following conditions are met:-
 - (a) all the Members entitled to notice of an extraordinary general meeting have received notice;
 - (b) all the Members wanting to take part in the meeting are linked by telephone for the purpose of the meeting; and
 - (c) at the commencement of the meeting each Member taking part acknowledges the presence for the purposes of the meeting of each of the other Members taking part and that he is able to hear each of them.

15. In determining whether a quorum exists, fixed by or in accordance with the Articles as that necessary for the transaction of the business of the Members, the following shall be counted in the quorum: -
 - (a) in the case of a resolution agreed by the Members in telephone communication, all such Members;
 - (b) in the case of an extraordinary general meeting, in addition to the Members present at the meeting any Member in telephone communication with the meeting; and
 - (c) in the case of a resolution agreed by the Members by exchange of facsimile transmission, all Members taking part in such exchange.
16. A Member may not leave a telephone meeting by disconnecting the telephone or other form of interactive communication without the consent of the Chairman of the meeting and a Member is to be deemed to be present and form part of the quorum throughout the meeting unless the Member has obtained the consent of the Chairman of the meeting to leave the meeting.
17. A minute of the proceedings at a telephone meeting is sufficient evidence of the proceedings and the observance of all necessary formalities if it is certified as a correct minute by the Chairman of the meeting.

YMCA PENSION PLAN TRUSTEE LTD

MEMBER BYELAWS

BYELAW 2

DIRECTORS TERM OF OFFICE

1. Directors appointed in accordance with Article 13 (a); (b); (c) and (d) may not serve for more than two consecutive terms of four years and must stand down for at least one year before being eligible for re appointment. A Director may be appointed as Chair during or at the end of his or her term of office, and in this case his or her term of office will be calculated in accordance with paragraph 4 below.
2. In the event that a Director appointed in accordance with Article 13(a), (b) and (c), ceases to hold office before the expiry of his or her term the respective appointing body shall have power to fill this vacancy. Such new Director appointed may not serve for more than two consecutive terms of four years and must stand down for at least one year before being eligible for re appointment.
3. In the event that a Director appointed in accordance with Article 13(d) ceases to hold office before the expiry of his or her term, the provisions under Article 13(d) shall apply. Such new Director appointed may not serve for more than two consecutive terms of four years and must stand down for at least one year before being eligible for re appointment.
4. A Director who is appointed to the position of Chair of the board in accordance with paragraph 2 of Director Byelaw 1 may serve up to two consecutive terms of four years as Chair and must stand down for at least one year before being eligible for re appointment on the board, provided that:
 - a. when calculating his term of office as Chair, any period served as Director but not as Chair up to four years shall be ignored; and,
 - b. if a Director has served more than 4 years as Director before being appointed Chair, his maximum term as Chair will be reduced accordingly so that his overall term does not exceed a total of three consecutive terms of four years.

YMCA PENSION PLAN TRUSTEE LTD

DIRECTOR BYELAWS

BYELAW 1

PROCEEDINGS OF DIRECTORS

1. The Directors undertake to conduct Directors' meetings in accordance with the provisions of the Pensions Act 1995 and any subsequent legislation amending or replacing the Pensions Act 1995 so far as the same applies to the Company.
2. Subject to the provisions of the articles, the Directors may regulate their proceedings as they think fit. The Directors may appoint one of their number to be Chair of the board of Directors 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. But 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 Chair of the meeting. A Director may, and the Company 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 Chair shall have a second or casting vote.
3. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be four.
4. The continuing Directors or a sole continuing Director 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.
5. A Director absent or intending to be absent from the United Kingdom may request that notices of board meetings shall during his absence be given to him at his last known address or any other address given by him to the Company for this purpose.
6. The Directors may delegate any of their powers, if a majority of them voting at any meeting of Directors so decides, to any committee consisting of one or more Directors and/or any third party. They may also delegate to any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of Directors so far as they are capable of applying.
7. All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director 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.

8. 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 effectual 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 and may consist of several documents (or facsimile copies thereof) in the like form each signed by one or more Directors.
9. Subject to Section 39 of the Pensions Act 1995 (and any subsequent amending legislation) a Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
10. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.
11. If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chair of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

YMCA PENSION PLAN TRUSTEE LTD

DIRECTOR BYELAWS

BYELAW 2

TELEPHONE OR VIDEO LINKED MEETINGS

1. For the purposes of the Articles the contemporaneous linking together by telephone, video link or other means of instantaneous, or near instantaneous communication by way of an interactive media (being defined as "**telephone**" or "**telephone communication**" as the context permits) of a number of Directors, being at least a quorum, be deemed to constitute a meeting of the Directors or, as the case may be, of a committee of Directors notwithstanding that the Directors do not physically meet together in the same place and all the provisions of these Articles as to meetings of the Directors shall apply to such a meeting if the following conditions are met:-
 - (a) all the Directors entitled to notice of a meeting of the Directors or, as the case may be, of a committee of Directors have received notice of the meeting and for this purpose notice of the meeting may be given on the telephone;
 - (b) all the Directors wanting to take part in the meeting are linked by telephone for the purpose of the meeting; and
 - (c) at the commencement of the meeting each Director taking part acknowledges the presence for the purposes of the meeting of each of the other Directors taking part and that he is able to hear each of them.
2. In determining whether a quorum exists, fixed by or in accordance with the Articles as that necessary for the transaction of the business of the Directors, the following shall be counted in the quorum: -
 - (a) in the case of a resolution agreed by the Directors in telephone communication, all such Directors;
 - (b) in the case of a meeting of the Directors, in addition to the Directors present at the meeting any Director in telephone communication with the meeting; and
 - (c) in the case of a resolution agreed by the Directors by exchange of facsimile transmission, all Directors taking part in such exchange.
3. A Director may not leave a telephone meeting by disconnecting the telephone or other form of interactive communication without the consent of the Chair of the meeting and a Director is to be deemed to be present and form part of the quorum throughout the meeting unless the Director has obtained the consent of the Chair of the meeting to leave the meeting.

4. A minute of the proceedings at a telephone meeting is sufficient evidence of the proceedings and the observance of all necessary formalities if it is certified as a correct minute by the Chair of the meeting.