

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

COMMUNICATIONS MANAGEMENT ASSOCIATION

MEMORANDUM AND ARTICLES OF ASSOCIATION

**(New Memorandum and Articles of Association
adopted by Special Resolution passed on the
30th Day of November 1993 replacing previous
Memorandum and Articles of Association adopted
By Special Resolution passed on the 11th day of
August 1988 and amended by Special Resolutions passed
On the 7th day of July 1994, 29th day of November 1994,
9th day of July 1998, 19th day of January 1999, the 6th day of July 2000,
the 5th day of July 2001 and the 10th day of July 2003**

COMMUNICATIONS MANAGEMENT ASSOCIATION IS A CHARITY

**COMPANY NUMBER: 2238045
REGISTERED CHARITY NUMBER: 800354
INCORPORATED ON 31st DAY OF MARCH 1988**

Beachcroft
Wansbroughs
SOLICITORS

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THE COMPANIES ACT 1985

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NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF
COMMUNICATIONS MANAGEMENT ASSOCIATION

(Adopted by Special Resolution passed on the
30th Day of November 1993 and amended by Special Resolutions passed
on the 7th day of July 1994, 29th day of November 1994,
9th day of July 1998, 19th day of January 1999
and the 6th day of July 2000)

1. THE name of the Association is "COMMUNICATIONS MANAGEMENT ASSOCIATION".¹
2. THE registered office of the Association will be situated in England and Wales.
3. A. The objects for which the Association are established are for the public benefit to advance and promote the science, technology, use and application of telecommunications and information systems and services which are dependent upon telecommunications as a means of delivery and distribution and to encourage the promotion and development and improvements in and improved means of the same and the use thereof both generally and in particular for organisations of all kinds. In the remainder of this Memorandum of Association, reference to "telecommunications" shall include information systems and services which are dependent on telecommunications as a means of delivery and distribution.

B. In furtherance of the above objects but not further or otherwise the Association shall have the following powers:
 - (i) To collect, collate and disseminate to the public information, knowledge, ideas, inventions, statistics and experience relating to telecommunications and the use thereof.
 - (ii) To advance and promote discussion, education, training, research, development and scientific and technical work of all kinds in connection with telecommunications and the use thereof and to publish

1. Change of name from Telecommunications Managers Association to the Communications Management Association upon the issue of the Certificate of Incorporation on Change of Name by the Registrar of Companies on 26th September 2000.

the useful results of such research and to encourage, promote, organise, market, hold, sponsor, develop, manage and conduct meetings, gatherings, conferences, congresses, symposia, workshops, exhibitions, facilities,

engagements and co-operation in any way relating thereto at any place or places either in the United Kingdom or elsewhere.

(iii) To carry out for persons engaged in or in any way associated or connected with or interested in telecommunications or the use thereof, the function of and provide the organisation for identifying, examining, investigating, commenting, advising and informing upon all matters of common interest thereto and to provide, support and encourage the education, instruction and training of such persons in the art, science and use of telecommunications and with regard to all technological, regulatory, legislative, commercial, business and managerial developments relating thereto.

(iv) To prepare, edit, print, publish and issue books, papers, periodicals, gazettes, circulars and other literary undertakings, films, tapes, discs or other means of communication, treating of or bearing upon telecommunications and the use thereof and to circulate or sell such items, and to establish, form and maintain museums, libraries and collections of literature, statistics, scientific data and other information or objects relating thereto or to matters of interest to any person or persons in any way connected therewith and to translate, compile, publish, lend and sell, and endeavour to secure, or contribute to, the translation, compilation, publication and sale by Parliament, Government Departments and other bodies or persons, of any such literature, statistics, scientific data and information, and to disseminate information to the public by means of reading papers, the delivery of lectures, the giving of advice, the appointment of advisory officers or otherwise. In respect of any of the activities referred to in this paragraph 3B(iv), to make use of all forms of electronic and online communications, including any of the facilities provided by the Internet.

(v) To encourage work which may result in, and to investigate and make known the nature and merits of discoveries, inventions, improvements, processes, materials and designs which may seem capable of being used by members of the Association and others.

(vi) To enter into discussions, negotiations and agreements with Governments, statutory or other bodies, authorities or associations, companies, firms or other persons on all matters of common interest which may further the objects of the Association.

(vii) To establish, maintain, control and manage branches of the Association in the United Kingdom or elsewhere as may seem expedient, and from time to time determine the constitution, rights, privileges, obligations and duties of such branches, and, when thought fit, to dissolve or modify the same.

(viii) To retain or employ skilled, professional or technical advisers or teachers or workers in connection with the objects of the Association, and subject to Clause 4 hereof, to pay therefor such reasonable and proper fees or remuneration as may be thought expedient and to found, aid, maintain and endow scholarships and bursaries for the remuneration, instruction and support of research students, or persons studying the principles involved in or connected with telecommunications whether in the laboratories of the Association or elsewhere, and subject to Clause 4 hereof, to employ upon such reasonable and proper terms as to remuneration and otherwise as may be expedient, instructors and supervisors for such students or persons paying due heed to the provision of instruction by existing institutions.

(ix) To provide facilities for the holding of classes and examinations and the awarding of certificates, diplomas, prizes and scholarships for proficiency in connection with telecommunications and the use thereof.

(x) To apply to Government Departments, any department of any institution of the European Union, Local Government Authorities or other public bodies or to corporations, companies or persons for, and to accept grants of money, land, donations, gifts, subscriptions and other assistance for promoting the objects of the Association, and to discuss and negotiate with them and with Government Departments schemes of research, training, education and other work and matters within the objects of the Association and to conform to any proper conditions upon which such grants and other payments may be made.

(xi) To use the funds of the Association in the provision and use of buildings, and of instruments, materials and appliances, and of any of the equipment of the Association for any form of studies which may be considered to be relevant, whether immediately or ultimately, to problems involved in telecommunications.

(xii) To defray or contribute towards any expenses incurred in the furtherance of any of the objects herein set forth.

(xiii) To establish, promote, cooperate with, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, or afford financial or other assistance to the work of any charitable associations and institutions and other charitable bodies

incorporated or not incorporated, whose objects include research into the science, technology, use or application of telecommunications and information systems and services which are dependent on telecommunications as a means of delivery and distribution, in particular to purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of, or lend money to, subsidise or otherwise assist any such association, institution or other body.

(xiv) Subject to such consents as are required by law to borrow or raise money, and to issue debentures or other securities, for the purposes of securing any debt or obligation of the Association, to mortgage or charge all or any part of the property of the Association.

(xv) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections I necessary or convenient for the work of the Association.

(xvi) Subject to such consents as are required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with the view to the promotion of its objects.

(xvii) To invest the monies of the Association not immediately required for its purposes in or upon such investments securities or property as maybe thought fit (subject nevertheless to such conditions as may for the time being be imposed or required by law).

(xviii) To undertake and execute any charitable trusts which may help to attain any of the objects of the Association.

(xix) To acquire all or any part of the property, assets or liabilities of any charitable association, society or corporation in any part of the world, whose objects are in general similar to the objects of the Association.

(xx) To amalgamate or, affiliate with, any charitable association, society or corporation whose objects are in general similar to the objects of the Association.

(xxi) To transfer all or any part of the property, assets or liabilities of the Association to any charitable association, society or corporation with which the Association is authorised to amalgamate.

(xxii) To promote any other company or body for any charitable purpose calculated to further the objects of the Association.

(xxiii) To procure the Association to be registered or recognised in any foreign country or place.

(xxiv) To pay all expenses, preliminary or incidental to the formation of the Association and its registration.

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

(xxvi) To raise funds and to invite and receive contributions, including by means of establishing a direct debit facility and entering into any arrangements necessary to achieve that purpose: provided that in raising funds, the Association shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations.

(xxvii) To the extent permitted by law from time to time, to indemnify any Trustee or officer from time to time of the Association against any liability which by virtue of any rule of law would attach to him and/or to purchase and maintain for any such Trustee or officer insurance against any such liability.

(xxviii) To do all such other lawful things as shall further the above objects or any of them.

(xxix) To procure, arrange, outsource, contract or commission the performance of any of the activities permitted herein and to exercise through an agent, volunteer, employee or contractor any of the powers herein.

PROVIDED that:-

(a) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in manner as allowed by law, having regard to such trusts.

(b) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(c) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the

Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Trustees of the Association shall be chargeable for any such property that may come into its hands and be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as it would as such Board of Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Trustees but it shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. THE income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association 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 or profit, to the members of the Association and, save as hereinafter provided, no Trustee of the Association shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association except as may be approved by the Charity Commissioners.

PROVIDED that nothing herein shall prevent the payment in good faith by the Association of:

- (a) reasonable and proper remuneration to any member, officer or servant of the Association (not, save as hereinafter provided, being a Trustee of the Association) for any services rendered to the Association;
- (b) subject to the prior written consent of the Charity Commissioners reasonable and proper remuneration to the Secretary from time to time of the Association (who shall be described by the Association as the 'Chief Executive') in return for services rendered to the Association on the condition that he shall not be entitled to be a member of the Association nor to attend any part of any meeting concerning any payment made or to be made to him;
- (c) to a Trustee of the Association of reasonable and proper remuneration in return for any professional services actually rendered to the Association, when instructed by his fellow Trustees of the Association so to act in that capacity on behalf of the Association, on the condition that he shall not be entitled to vote on any resolution nor to attend any part of any meeting concerning any payment made or to be made to him;

(d) interest at a reasonable rate not exceeding 2 per cent per annum less than the base lending rate prescribed for the time being by a clearing bank selected by its Board of Trustees or 3 per cent per annum whichever is the greater on money lent by any member of the Association or a Trustee of the Association;

(e) reasonable and proper rent for premises demised or let by any member of the Association or by any Trustee of the Association;

(f) reasonable and proper fees or remuneration to a firm, company or business of which a Trustee of the Association may be a member, partner or associate (as the case may be) in return for any professional services actually rendered to the Association on the condition that the Trustee of the Association who is such member, partner or associate (as the case may be) shall not be entitled to vote on any resolution nor to attend any part of any meeting concerning any payment made or to be made to the firm, company or business concerned;

(g) reasonable out-of-pocket expenses to any Trustee of the Association;

(h) to the extent permitted by law from time to time, any sum required to indemnify any Trustee or officer from time to time of the Association against any liability which may by virtue of any rule of law attach to him and/or any sum required to purchase and maintain for any such Trustee or officer insurance against any such liability;

(i) subject to (f) above fees, remuneration or other benefit in money or money's worth to a company of which a Trustee of the Association may be a member holding not more than one-hundredth part of the capital of that company.

5. THE liability of the members is limited.
6. EVERY member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a member, or within one year afterwards, the payment of the debts and liabilities of the Association contracted before he ceases to be a member and of the costs, charges and expenses of winding up, for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.00.
7. IF upon the winding up or dissolution of the Association 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 Association but

shall be given or transferred to some charitable institution or institutions (whether or not members of the Association) having objects similar to the objects of the Association, and prohibiting 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 Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and if insofar as effect cannot be given to such provision then to some other charitable object.

WE, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

John Reginald Hurdley
67/69 Watling Street
London EC4M 9DD

James Norbert Paul Beshoff
67/69 Watling Street
London EC4M 9DD

DATED 10TH MARCH 1988

Witness to the above signatures:
Guy St John LachIan
67/69 Watling Street
London EC4M 9DD

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

COMMUNICATIONS MANAGEMENT ASSOCIATION

(Adopted by Special Resolution passed on the 30th day of November 1993 replacing previous Articles of Association adopted by Special Resolution passed on the 11th day of August 1988 and amended by Special Resolutions passed on the 7th day of July 1994, 29th day of November 1994, 9th day of July 1998, 19th day of January 1999, 26th day of September 2000, 5th day of July 2001 and 10th day of July 2003)

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context –

WORDS

MEANINGS

“the Act”

The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.

“these Articles”

These Articles of Association, and the regulations of the Association from time to time in force.

“the Association”

The above-named Company.

“Trustee”	A member for the time being and from time to time of the Board of Trustees.
“Chief Executive”	The Secretary of the Association.
“the Board of Trustees”	The Board of Directors for the time being and from time to time of the Association who shall be, so long as the Association is a charity, the trustees of the charity.
“the Office”	The registered office of the Association.
“the Seal”	The common seal of the Association.
“the United Kingdom”	Great Britain and Northern Ireland.
“month”	Calendar Month.
“in writing”	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.
“clear days”	In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given or on which it is to take effect.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles. Subject to the consent of the Charity Commissioners (if required) the Association may by special resolution alter these Articles.

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

“MEMBERSHIP”

3. Such persons as the Board of Trustees shall admit to membership in accordance with these Articles, shall be members. of the Association and no person shall be

admitted as a member of the Association unless he is approved by the Board of Trustees in its absolute discretion. Where any person desires to be admitted to membership of the Association, he must sign and deliver to the Chief Executive an application for admission framed in such terms as the Board of Trustees shall require including a statement as to willingness to accept and be bound by these Articles and by the Rules of the Association from time to time in force. Such application must be accompanied by the sum payable in respect of the entrance fee (if any) and first yearly membership subscription. As soon as the applicant has been accepted for membership the Chief Executive shall so notify him in writing, and as from the time and date of posting of such notification the applicant shall be deemed to be a member of the Association and shall continue to be a member until the happening of one the events hereinafter mentioned by which membership shall be or be deemed to be terminated.

4. All persons who are registered as members of the Association shall be deemed to consent by virtue of and as a condition of membership of the Association to observe and be bound by these Articles and by the Rules of the Association from time to time in force.
5. Without prejudice to the Board of Trustees' right to decline any application for membership of the Association under Article 3 or to admit to membership any person under Article 6, no person shall be eligible for membership of the Association unless he is able to satisfy the Board of Trustees in its absolute discretion that he qualifies for membership by satisfying at least one of the following conditions:
 - (I) he holds a position of responsibility, in any capacity, for either the planning, project management, operation or administration of one or more private telecommunication systems;
 - (ii) he has a special interest in or knowledge of, in any capacity, the theory and/or practical application of telecommunications;
 - (iii) he holds any such position as is defined in paragraph (i) above or has any such special interest as is defined in paragraph (ii) above and is employed by a company or other organisation which is engaged in the supply of telecommunications services or equipment PROVIDED THAT such employment does not, in the absolute discretion of the Board of Trustees, give rise to any conflict of interest with any activity of the Association from time to time relating to the interest of users of telecommunications.

For the purpose of this Article 5, "telecommunications" shall mean "telecommunications and information systems and services which depend on telecommunications as a means of delivery and distribution."

6. The Board of Trustees may determine the terms and conditions on which members shall from time to time be admitted. The Board of Trustees may create such categories of members of the Association with such rights and privileges as the Board of Trustees may determine, and for the purposes of Article 32, may determine which categories of member shall be eligible to hold office as a Trustee.
7. A member may at any time withdraw from the Association by giving at least seven clear days' notice to the Association. Membership shall not be transferable and shall cease on death.
8. The amount of the entrance fee and yearly subscription payable by members shall from time to time be determined by the Board of Trustees PROVIDED that the powers of the Board of Trustees under this Article shall only be effective and enforceable if approved by a majority consisting of not less than three quarters of the Trustees who are present and entitled to vote at the Board of Trustees Meeting called for such purpose and PROVIDED that the Board of Trustees shall have power without the authority of a General Meeting of the Association to grant concessionary rights by way of remission or reduction of the prescribed entrance fee and/or yearly subscription in cases where it is considered by the Board of Trustees expedient in the interests of the Association to confer Honorary Membership, in circumstances considered by the Board of Trustees to warrant the same, such as members who rendered special services to the Association.
9. The Board of Trustees shall have power by resolution duly passed to determine the membership of any person whose subscription shall be in arrears for three months after the same shall become due, or who for any reason the Board of Trustees may consider ought not to continue to be a member PROVIDED always that no resolution of the meeting of the Board of Trustees to the effect that a member ought not to continue as such shall be effectual unless such member was afforded a reasonable opportunity to attend and speak at the meeting on his own behalf. A person whose membership has been so determined shall have no claim to the return of any money paid by him to the Association on his admission as a member thereof or by way of annual subscription and shall not be readmitted to membership of the Association unless he is approved by the Board of Trustees in its absolute discretion.

GENERAL MEETINGS

10. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Trustees, and shall specify the meeting as such in the notice calling it, provided that every Annual General meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
11. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
12. The Board of Trustees may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by section 368 of the Act.
13. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every Meeting convened to pass a Special Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, specifying the place, the day and the hour of Meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of such meetings other than Annual General Meetings, a Meeting may be convened by such notice as those members may think fit.
14. The accidental omission to give notice of a Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding held, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board of Trustees and of the Auditors, the election of Trustees in the place of those retiring and to fill vacancies arising at such Meetings and the appointment of, and the fixing of the remuneration of, the Auditors.
16. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided ten members personally present shall be a quorum.

17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board of Trustees may determine and if within half an hour from the time appointed for such adjourned meeting a quorum is not present the Meeting shall be dissolved.
18. The Chairman of the Board of Trustees or in his absence the Deputy Chairman of the Board of Trustees, shall preside as Chairman, at every General Meeting, but if there be no such Chairman or Deputy Chairman, or if at any Meeting both of them shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose a Trustee, or if no such Trustees be present, or if all the Trustees present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
19. The Chairman may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two members present in person, and unless a poll be so demanded a declaration by the Chairman of a meeting that a resolution has been carried, or carried unanimously or by particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn at any time before the close of the meeting or the taking of the poll, whichever is the earlier.
21. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and such directions may include a postal ballot and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second casting vote.
24. 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 a poll has been demanded.
25. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.

VOTES OF MEMBERS

26. Members may vote as follows:
 - 26.1 Subject as hereinafter provided or as may be determined by the Board of Trustees pursuant to Article 6, every member shall have one vote.
 - 26.2 On a show of hands or on a poll votes may be given personally or by proxy.
 - 26.3 The instrument appointing a proxy shall be in writing in any usual or common form, or in any other form which the Board of Trustees may approve, signed by the appointing member or his attorney duly authorised in writing. The signature on such instrument need not be witnessed. A proxy must be a member of the Association.
 - 26.4 An instrument appointing a proxy (and any power of attorney under which it is signed) shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose. The instrument must be deposited not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken otherwise than at the same day as the meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll at which it is to be used, and in default the instrument of proxy shall not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned.

- 26.5 An instrument appointing a proxy shall (unless the contrary is stated thereon) be valid as well for any adjournment of the meeting to which it relates. No instrument of proxy shall be valid after the expiration of 12 months from the date of its execution except at an adjourned meeting or on a poll demanded at a meeting or adjourned meeting in cases where the meeting was originally held within 12 months from that date.
- 26.6 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and to speak at the meeting.
- 26.7 A vote by proxy shall be valid notwithstanding the previous death or insanity of the appointing member or revocation of the instrument of proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Association at its registered office (or such other place (if any) as is specified for depositing the instrument of proxy) not later than the last time at which an instrument of proxy should have been delivered in order to be valid for use at the meeting or adjourned meeting or, in the case of a poll, 24 hours before the time appointed for the holding of a poll at which such vote is given.
27. Save as herein provided or as may be determined by the Board of Trustees pursuant to Article 6, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question at any General Meeting.
28. 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.

BOARD OF TRUSTEES

29. Until otherwise determined by a General Meeting (as permitted by the current Article 43), the number of the members of the Board of Trustees shall not be less than six nor more than seventeen.
30. The Board of Trustees shall, within the seven months following each Annual General Meeting of the Association, select a Chairman of the Board of Trustees and on the recommendation of the Chairman may select one or more Deputy Chairmen of the Board of Trustees who shall be Trustees PROVIDED THAT in the event that a Deputy Chairman is not appointed at the meeting of the Board of Trustees at which the Chairman is selected the Board of Trustees may select a Deputy Chairman at any meeting subsequent thereto prior to the next Annual General Meeting. Such Chairman and Deputy Chairman (or in the case of two or more Deputy Chairmen each such Deputy Chairman) shall hold office until the first meeting of the Board of Trustees following the anniversary of 12 months from the date of appointment at which meeting the Chairman or Deputy Chairman (or in the case of two or more

Deputy Chairmen each such Deputy Chairman) will be re-elected or will stand down. If at any time there is more than one Deputy Chairman the right in the absence of the Chairman to preside at a meeting of the Board of Trustees or of the Association shall be determined as between the Deputy Chairmen present or as otherwise resolved by the Board of Trustees.

31. Save as may be determined by the Board of Trustees pursuant to Article 6, the Board of Trustees may from time to time and at any time appoint any member of the Association or any person referred to in Article 32 as a Trustee either to fill a casual vacancy or by way of addition to the Board of Trustees, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
32. If the Board of Trustees so determines, persons that are not members of the Association shall be eligible to hold office as a non-elected director for a period of up to one year, provided that not more than three non-elected directors simultaneously in office shall have been appointed or re-appointed pursuant to this Article.

POWERS OF THE BOARD OF TRUSTEES

33. The business of the Association shall be managed by the Board of Trustees who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board of Trustees which would have been valid if such regulation had not been made.
34. The Trustees may act notwithstanding any vacancy in their body: provided always that in case the Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board of Trustees for the purpose of admitting persons to membership of the Association, filling up

vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

DELEGATION OF THE POWERS OF THE BOARD OF TRUSTEES

35. The Board of Trustees may delegate any of their powers to committees consisting of one or more Trustees and to committees consisting of at least one Trustee (who shall preside as Chairman of such Committee) and one or more members of the Association, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board of Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Trustees. All acts and proceedings of such committees shall be reported as soon as possible to the Board of Trustees.
36. All acts bona fide done by any meeting of the Board of Trustees or of any committee of the Board of Trustees, or by any person acting as a Trustee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee.
37. The Board of Trustees shall cause proper minutes to be made of all appointments of officers made by the Board of Trustees and of the proceedings of all meetings of the Association and of the Board of Trustees and of committees of the Board of Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
38. A resolution in writing (including facsimile transmission) signed by all the Trustees or all of the members of any committee of the Board of Trustees who are entitled to receive notice of a meeting of the Board of Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or of such committee duly convened and constituted.

ROTATION OF TRUSTEES

39. At each Annual General Meeting one-third of the Trustees, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. Any Trustee retiring before the Annual General Meeting or in accordance with Article 39A shall be counted in the number of Trustees retiring pursuant to this Article.
- 39A. Notwithstanding the final sentence of Article 40 a Trustee shall retire and not be eligible for re-appointment as a Trustee at the sixth Annual General Meeting following the Annual General Meeting at which he was first appointed or re-appointed, provided that he has been continuously in office throughout the intervening period. A Trustee who retires in accordance with this Article shall not be a Trustee during the period of 12 months immediately following the date of his retirement.

This Article shall have effect from the date of its adoption and, for the avoidance of doubt, any Trustee appointed or re-appointed at or prior to the Annual General Meeting held in 1993 and continuously in office since that date shall retire from office at the Annual General Meeting to be held in 1999.

- 39B. A Trustee who retires from office in accordance with Article 39A shall be required to retire as a director of any company which is a subsidiary of the Association unless his continuation in such office is expressly approved by the Board of Trustees. For the purpose of this Article, the expression "subsidiary" shall have the meaning ascribed to it by section 736 Companies Act 1985.
40. The Trustees to retire shall be those who have been longest in office since their last election or appointment. As between Trustees of equal seniority, the Trustees to retire shall in the absence of agreement be selected from among them by lot. The length of time a Trustee has been in office shall be computed from his last election or appointment. A retiring Trustee shall be eligible for reelection.
41. The Association may, at the meeting at which a Trustee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring Trustee shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such Trustee shall have been put to the meeting and lost.
42. A person, other than a Trustee retiring at the meeting, shall not, unless recommended by the Board of Trustees for election, be eligible for election to membership of the Board of Trustees at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Chief Executive notice in writing, by two members duly qualified to be present and vote at the meeting and neither of whom shall be a candidate for election at the said meeting for which such notice is given, of their

intention to propose such person for election Such notice shall be accompanied by a notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above-mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than 21 nor more than 90 intervening days (or such other time period as the Board of Trustees shall decide and notify to the members). In the event that nominations made pursuant to this Article exceed the number of vacancies (being vacancies arising on the retirement of any Trustees) which are available, a ballot may be held at such time and in such manner as the Board of Trustees shall decide. Unless otherwise determined by the Board of Trustees a ballot if held shall be conducted as follows. For the purpose of conducting the ballot a returning officer shall be appointed by the Board of Trustees. A person who is a member of the Association shall not be eligible in any circumstances to be the returning officer. Each member shall be entitled to cast such number of votes as are equal to the number of vacancies, on the basis of not more than one vote per candidate. The candidates with the greatest number of votes cast in their favour shall be elected. The result of the ballot shall be reported to the members of the Association at the next General Meeting. The persons whose names are reported to the General Meeting as having been elected in the ballot shall hold office from the termination of the General Meeting.

43. The Association may from time to time in General Meeting increase or reduce the number of Trustees for the purposes of Article 29 and determine in what rotation such increased or reduced number shall go out of office for the purpose of Article 39, and may make the appointments necessary for effecting any such increase.
44. In addition and without prejudice to the provisions of Section 303 of the Act and Article 45, the Association may by Extraordinary Resolution remove any Trustee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the Trustee in whose place he is appointed would have held the same if he had not been removed.

DISQUALIFICATION OF MEMBERS OF THE BOARD OF TRUSTEES

45. In addition and without prejudice to the provisions of Article 44 the office of a member of the Board of Trustees shall be vacated:
 - (A) If he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (B) If he becomes of unsound mind;

- (C) If he ceases to be a member of the Association;
- (D) If by notice in writing to the Association he resigns his office
- (E) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by the law from being a Director of a Company;
- (F) If he has acted in a manner which, in the reasonable opinion of the Board of Trustees, is likely to bring discredit upon the Association and the Board of Trustees resolve that he vacate his office for such reason;
- (G) If he shall for more than 4 consecutive months have been absent without permission of the Trustees from meetings of the Trustees held during that period and the Board of Trustees resolve that he vacate his office for such reason.
- (H) Other than Trustees referred to in Article 32, if during his period of office he ceases to be a member entitled to vote at General Meetings.

PROCEEDINGS OF THE BOARD OF TRUSTEES

- 46. The Board of Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 47. A Trustee may, and on the request of a Trustee the Chief Executive shall, at any time, summon a meeting of the Board of Trustees by notice served upon the Trustees. A Trustee who is absent from the United Kingdom shall not be entitled to notice of a meeting.

CHIEF EXECUTIVE

- 48. Subject to the provisions of the Act the Chief Executive shall be appointed by the Board of Trustees for such time at such remunerations and upon such conditions as they may think fit, and any Chief Executive so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Board of Trustees may from time to time by

resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Chief Executive if there be no Chief Executive or no Chief Executive capable of acting.

THE SEAL

49. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board of Trustees, and in the presence of at least two Trustees or one Trustee and of the Chief Executive, and the said Trustees and Chief Executive shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

50. The Board of Trustees shall cause accounting records to be kept in accordance with the requirements of the Act.
51. The accounting records shall be kept at the office, or, subject to the provisions of the Act, at such other place or places as the Board of Trustees shall think fit, and shall always be open to the inspection of the officers of the Association.
52. The Board of Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any account records or other book or document of the Association except as conferred by statute or authorised by the Board of Trustees or by the Association in General meeting.
53. At the Annual General Meeting in every year the Board of Trustees shall in accordance with the provisions of the Act lay before the Association an income and expenditure account for the period since the last preceding accounting reference date (in the case of the first account) since the incorporation of the Association together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Trustees and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting at which they are to be laid be delivered or sent by post to the Auditors and to all other persons entitled to receive notices of General Meetings in accordance with

Section 240 of the Act in the manner in which notices are hereinafter directed to be served. The Auditor's report shall be open to inspection and be read before the meeting as required by Section 241 (2) of the Act.

AUDIT

54. In accordance with the provisions of the Act once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
55. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

56. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
57. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.
58. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

DISSOLUTION

59. If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred either to some charitable institution or institutions (whether or not a member of the Association) having objects similar to the objects of the Association and prohibiting 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 Association under or by virtue of Clause 4 of the Memorandum of Association of the Association, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and insofar as effect cannot be given to such provision then to some other charitable object.

INDEMNITY

60. Subject to the provisions of the Act but without prejudice to any indemnity to which a person may otherwise be entitled, every member of the Association or the Trustees or other officer or auditor of the Association shall be indemnified out of the assets of the Association against 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 Association.

NAMES AND ADDRESSES OF SUBSCRIBERS

John Reginald Hurdley
67/69 Watling Street
London EC4M 9DD

James Norbert Paul Beshoff
67/69 Watling Street
London EC4M 9DD

DATED 10TH MARCH 1988

Witness to the above signatures:

Guy St John Lachlan
67/69 Watling Street
London EC4M 9DD