

No. 848100

170
THE COMPANIES ACTS 1948 to 1976

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

Handwritten signature
Simon R. ...

**NEW
Memorandum**

AND

Articles of Association

OF

INTERMENZA LIMITED

(Adopted by Special Resolution of the Company passed on 6th November 1977)

Incorporated the 7th day of May, 1965



**DURRANT PIESSE
73 Cheapside
LONDON, EC2V 6ER**

Number of Company: 848100

THE COMPANIES ACTS 1948 to 1976

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

Special Resolution
(Pursuant to the Companies Act, 1948 S.141)

OF

INTERMENSA LIMITED

PASSED 6th November, 1977.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Victory (Services) Club, 63 Seymour Street, London, W.2. on the 6th day of November, 1977, the subjoined SPECIAL RESOLUTION was duly passed, viz:—

RESOLUTION

That the new Memorandum and Articles of Association attached hereto and initialled for identification purposes by the Chairman, be now adopted.

V. SEREBRIAKOFF

Chairman

Number of Company: 848100

THE COMPANIES ACT 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

Special Resolution

(Pursuant to the Companies Act, 1948 S.141)

OF

INTERMENZA LIMITED

PASSED 16th November 1965

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 77 Queensgate London S.W.1. on Tuesday the 16th day of November 1965, the following SPECIAL RESOLUTION was passed, viz :-

RESOLUTION

"THAT the Articles of Association of the Company be amended by the deletion of the last four words of Article 30".

JOSEPH DALE WILSON

Chairman

Note: This resolution has been superseded by the Special Resolution dated 6th November 1977 and does not affect the New Memorandum and Articles of Association attached hereto.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

Memorandum of Association

OF

INTERMENZA LIMITED

1. The name of the Company (hereinafter called "the Association") is "INTERMENZA LIMITED".
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:--
 - (A) To take over or purchase, receive and hold all the freehold or leasehold properties and all other assets of the unincorporated body known as "Mensa," or of any associated body or body having similar aims (hereinafter referred to as "Mensa"), of whatsoever kind or description the said property shall be and whether or not subject to any trusts, directions, mortgages, charges or other liabilities.
 - (B) To promote the free association of persons of high intelligence for mutual education instruction, enlightenment and discussion between such persons, and to promote or assist in promoting research into psychological and social science and other matters of public importance or interest and research into public opinion, and for those purposes and for any other purpose of a like nature to conduct tests, hold meetings and conferences in Great Britain or elsewhere and promote courses of instruction and to collect and disseminate information by post or otherwise, and to enter into association with or promote similar associations in Great Britain or elsewhere.
 - (C) To hold shares or any other interest in or to associate with or enter into formal relationship with or subscribe or contribute to any association (wheresoever situated) having similar objects to the Association.

- (D) 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 necessary or convenient for the work of the Association.
- (E) 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 a view to the promotion of its objects.
- (F) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (G) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (H) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (I) To establish and support or assist in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (J) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that :

- (i) 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 such manner as allowed by law, having regard to such trusts.
- (ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union, or support with its funds any political party or religious sect.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, 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 directors or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such directors or Governing Body 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, the Charity Commissioners or the Minister of Education over such directors or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

- (iv) Any property held by the Association outside England and Wales shall be dealt with in accordance with the local law and the directors or Governing Body of the Association shall be answerable and accountable in like manner as in the preceding clause hereof.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a reasonable rate on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the board of directors or Governing Body of the Association shall be appointed to any salaried office; provided that the provision last aforesaid shall not apply to any payment to any company of which any member of the board of directors or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

- 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 while he is a member, or within one year after he ceases to be a member, for 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, and for the adjustment of the rights of the contributories among them-

selves, such amount as may be required not exceeding £1.

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 other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the 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 and so far as effect cannot be given to such provision, then to some charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

1. VICTOR VLADIMIR SEREBRIAKOFF, Flat 1, No.6 The Paragon, Blackheath, London, S.E.3., England, Works Manager.
2. JOYCE ROSEMARY MUMFORD, "Brailes," Green Lane, Chessington, Surrey, Housewife.
3. JOSEPH DALE WILSON, 77 Queens Gate, London, S.W.7., Executive.
4. STEPHEN FREDERICK RUSSELL, 89 Chase Road, Southgate, London, N.14, Chief Accountant.
5. ERIC VICTOR HILLS, 39 Hawthorn Avenue, London, N.13, Civil Servant.
6. HORACE ALAN STABLEFORD, 11 Lyndhurst Way, Northfleet, Kent, Company Director.
7. PETER ASSHETON STURGEON, 105 Ashland Place, Brooklyn, New York, U.S.A., Medical writer and editor.
8. JOHN JOSEPH CODELLA, 34-16 86th Street, Jackson Heights, 72 State of New York, U.S.A., Advertising and Public Relations executive.

Dated this 19th day of May, 1964.

Witness the above Signatures Numbers 1 to 6—

JOHN SIMPKINS,
57 Drayton Gardens,
Kensington,
London, S.W.10,
Technical Sales Manager.

Witness to the above Signature number 7—

ALFRED RUBINSTEIN,
129 8th Street,
Hicksville,
N.Y., U.S.A.,
Attorney at Law.

Witness to the above Signature number 8—

ALFRED RUBINSTEIN,
129 8th Street,
Hicksville,
N.Y., U.S.A.,
Attorney at Law.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

Articles of Association

OF

INTERMENZA LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings 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, 1948.
These presents	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above-named Company.
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 reproducing words in a visible form.

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 or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

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

MEMBERS

3. The number of members with which the Association proposes to be registered is eight, but the directors may from time to time register an increase of members and shall register such an increase at the request of the International General Committee of Mensa.

4. The provisions of section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

5. The following persons shall be members of the Association:—

(1) The Subscribers to the Memorandum of Association.

(2) Such other persons as the International General Committee of Mensa shall admit to membership in accordance with the provisions of Article 6.

6. Applications for membership shall be in such form as the International General Committee of Mensa may from time to time prescribe. An application for membership shall be approved or rejected by the International General Committee of Mensa who shall not be bound or required to give any ground or reason for the rejection of an applicant.

7. A person shall automatically cease to be a member of the Association if not less than three-fourths of the members of the International General Committee of Mensa present at a meeting called to consider the case shall so resolve. A person ceasing to be a member under the provisions of this Article shall be notified in writing by the Secretary to that effect and shall not be eligible for re-admission as a member unless otherwise determined by the International General Committee of Mensa.

GENERAL MEETINGS

8. 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 directors, and shall specify the meeting as such in the notices 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, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

9. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

10. The directors may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

11. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), 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 presents 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 meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

12. 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 had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. 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 directors and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

14. 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 five members personally present shall be a quorum.

15. If within half an hour from the time appointed for the holding of the 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, and at the same time and place, or at such other place as the directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

16. The Chairman (if any) of the board of directors shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he 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 some member of the board of directors or if no such member be present, or if all the members of the board of directors present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

17. 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.

18. 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 three members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or carried un-animously or by a 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.

19. Subject to the provisions of Article 20, 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 the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

21. 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 or casting vote.

22. The demand of 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.

VOTES OF MEMBERS

23. Subject as hereinafter provided, every member shall have one vote.

24. Save as herein expressly provided, 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 either personally or by proxy, or as a proxy for another member, at any General Meeting.

25. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

27. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

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

29. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit :--

"INTERMENZA LIMITED.

"I, _____,
"of _____,
"a member of INTERMENZA LIMITED, hereby appoint
" _____,
"of _____,
"and failing him, _____,
"of _____,
"to vote for me and on my behalf at the (Annual or Extra-
"ordinary, or Adjourned, as the case may be) General
"Meeting of the Association to be held on the
"day of _____, and at every adjournment there-
"of.

"As witness my hand this _____ day of _____, 19 ____."

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

DIRECTORS

30. Unless otherwise determined by a General Meeting, the number of directors shall not be less than five.

31. The first directors shall be the members of the International General Committee of Mensa at the date of incorporation of the Association.

32. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a director.

POWERS OF THE DIRECTORS

33. The business of the Association shall be managed by the directors who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Association, and do on behalf of the Association all such acts as may be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes for the time being in force and affecting the Association, 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 directors which would have been valid if such regulation had not been made.

34. The directors may act notwithstanding any vacancy in their body; provided always that in case the directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as directors for the purpose of summoning a General Meeting, but not for any other purpose.

SECRETARY.

35. The Secretary shall be appointed by the directors for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The directors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

36. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the directors and in the presence of either the Secretary together with one director or at least two directors, and the said Secretary and director or the said directors 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.

DISQUALIFICATION OF DIRECTORS.

37. The office of director shall be vacated if the director

- (A) Becomes bankrupt or a receiving order is made against him or he makes any arrangement or composition with his creditors; or
- (B) Becomes of unsound mind; or
- (C) Ceases to be a member of the Association.

PROCEEDINGS OF THE DIRECTORS

38. A director may, and on the request of a director the Secretary shall, at any time, summon a meeting of the directors by notice served upon the several directors.

39. The directors shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the directors at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the directors present shall choose one of their number to be Chairman of the meeting.

40. A meeting of the directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the directors generally.

41. The directors may delegate any of their powers to committees consisting of such director or directors as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the directors. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the directors so far as applicable and so far as the same shall not be superseded by any regulations made by the directors.

42. All acts bona fide done by any meeting of the directors or of any committee of the directors, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such director 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 director.

43. The directors shall cause proper minutes to be made of all appointments of officers made by the directors and of the proceedings of all meetings of the Association and of the directors and of committees of the directors 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.

44. A resolution in writing signed by all the directors for the time being or all the members of any committee of the directors who are entitled to receive notice of a meeting of the directors or of such committee shall be as valid and effectual as if it had been passed at a meeting of the directors or of such committee duly convened and constituted.

ACCOUNTS

45. The directors shall cause proper accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

46. The accounting records shall be kept at the office, or, subject to section 12(5) and (6) of the Companies Act 1976 at such other place or places as the directors shall think fit, and shall always be open to the inspection of the offices of the Association.

47. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being directors and no member (not being a director) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the directors or by the Association in General Meeting.

48. The Directors shall from time to time in accordance with sections 150 and 157 of the Act and sections 1, 6 and 7 of the Companies Act 1976 cause to be prepared and printed and to be laid before the Association in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in these sections.

49. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditor's report and director's report, shall, not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the Association and to the Auditors. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDIT

50. 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.

51. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, and section 14 of the Companies Act 1967 and sections 13 and 18 of the Companies Act 1976.

NOTICES

52. 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.

53. (i) Any notice, if served by post upon a member whose address as appearing in the register of members is within the United Kingdom, 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 letter.

(ii) Any notice, if served by post upon a member whose address as appearing in the register of members is not within the United Kingdom, shall be deemed to have been served upon the eighth day following that upon 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 letter and also in the case of an address within a country or area to which the Postmaster General shall be willing to provide airmail facilities that the

letter was stamped and marked for transmission by air mail.

DISSOLUTION

54. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

1. VICTOR VLADIMIR SEREBRIAKOFF, Flat 1, No.6 The Paragon, Blackheath, London, S.E.3., England, Works Manager.
2. JOYCE ROSEMARY MUMFORD, "Brailes," Green Lane, Chessington, Surrey, Housewife.
3. JOSEPH DALE WILSON, 77 Queens Gate, London, S.W.7., Executive.
4. STEPHEN FREDERICK RUSSELL, 89 Chase Road, Southgate, London, N.14, Chief Accountant.
5. ERIC VICTOR HILLS, 39 Hawthorn Avenue, London, N.13, Civil Servant.
6. HORACE ALAN STABLEFORD, 11 Lyndhurst Way, Northfleet, Kent, Company Director.
7. PETER ASSHETON STURGEON, 105 Ashland Place, Brooklyn, New York, U.S.A., Medical writer and editor.
8. JOHN JOSEPH CODELLA, 34-16 86th Street, Jackson Heights, 72 State of New York, U.S.A., Advertising and Public Relations executive.

Dated this 19th day of May, 1964.

Witness the above Signatures Numbers 1 to 6—

JOHN SIMPKINS,
57 Drayton Gardens,
Kensington,
London, S.W.10,
Technical Sales Manager.

Witness to the above Signature number 7—

ALFRED RUBINSTEIN,
129 8th Street,
Hicksville,
N.Y., U.S.A.,
Attorney at Law.

Witness to the above Signature number 8—

ALFRED RUBINSTEIN,
129 8th Street,
Hicksville,
N.Y., U.S.A.,
Attorney at Law.