

1102208

Form No. 41
(No registration fee payable)

Number of
Company)

THE COMPANIES ACTS 1948 to 1967

Declaration of Compliance with the requirements of the Companies Act 1948 on application for registration of a Company

(Pursuant to Section 15(2) of the Companies Act 1948)

Insert the
Name of the
Company

POPULATION SERVICES FAMILY PLANNING PROGRAMME LIMITED

Presented by

Presentor's Reference.....

McKenne & Co.,

12, Whitehall,

LONDON SW1A 2DZ.

I, JOHN MICHAEL BOWERS

of 12, Whitehall, London, SW1A 2DZ

(a) Here Insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"
or
"A person named
"in the Articles of
Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (a) a Solicitor of the Supreme Court

engaged in the formation

of POPULATION SERVICES FAMILY PLANNING PROGRAMME Limited

and that all the requirements of the Companies Act 1948 in respect of matters
precedent to the registration of the said Company and incidental thereto have been
complied with. And I make this solemn Declaration conscientiously believing the
same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 12, Whitehall,

LONDON, SW1A 2DZ

the 2nd day of February

one thousand nine hundred and

seventy two

John Bowers

Before me,

A.B. Whitelegue

A Commissioner for Oaths (b)

A.B. WHITELEGUE

(b) Or
"Notary Public or
"Justice of the
"Peace, as the case
"may be".

PR1. 4-
N/S/C.

THE COMPANIES ACTS, 1948 to FEB-52 03 17 37 • NW 021.00

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

1102208/2

OF

POPULATION SERVICES FAMILY
PLANNING PROGRAMME LIMITED

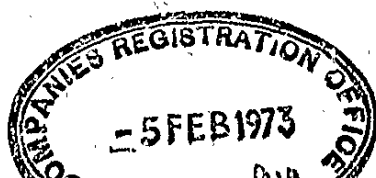
1. The name of the Company (herein called "the Company") is POPULATION SERVICES FAMILY PLANNING PROGRAMME LIMITED.

2. The Registered Office of the Company will be situate in England.

3. The Company is established for the general benefit of the public to educate the public about population growth and control and particularly about family planning, birth control and contraceptives with a view to preventing the poverty hardship and distress caused by unwanted conception.

And in furtherance of this object, but not otherwise, the Company shall have the following powers :-

- (A) To disseminate information about family planning and birth control, contraceptives, sterilisation and abortion particularly to persons needing but not now receiving family planning help and to explore in conjunction with the academic and other research communities public attitudes to family planning and birth control and new and better ways of informing the public about the same.



- (B) To conduct research into methods of family planning and birth control and to seek to improve the same.
- (C) To co-operate and enter into arrangements with any authorities, international, national, local or otherwise, and to obtain from any such authorities any rights, privileges and concessions.
- (D) To accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property (whether in England or abroad and whether or not subject to any trust), and to construct, maintain and alter any of the same as are necessary or expedient for any of the purposes of the Company and (subject to such consents as may be by law required) sell, lease or otherwise dispose of or mortgage any such real or personal estate.
- (E) To issue appeals, hold public meetings, lectures and exhibitions and take such other steps as may be required for the purpose of promoting and publicizing the objects of the Company and procuring contributions to its funds in the shape of donations, subscriptions or otherwise.
- (F) To borrow or raise money for the objects of the Company on such terms (and with such consents as are by law required) and on such security as may be thought fit.
- (G) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Company.
- (H) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts.
- (I) To invest the moneys of the Company not immediately required for its purposes in or upon such shares, stocks, funds, securities or other investments in any part of the world involving liability or not as the Company shall in its absolute discretion think fit.
- (J) To make any charitable donation either in cash or assets for the furtherance of the objects of the Company.

- (K) To establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company.
- (J) To print and publish and to arrange to have printed and published either gratuitously or by way of sale any reports, periodicals, books, leaflets or other literary works which are desirable for the promotion of the objects of the Company and to commission or make cinematograph films and sound recordings and sponsor or arrange wireless or television broadcasts.
- (M) To undertake and execute charitable trusts.
- (N) To employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company.
- (O) Subject to the provisions of Clause 4 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependants.
- (P) To amalgamate with any companies, institutions, societies or associations which shall be charitable at law and have objects altogether or mainly similar to those of the Company, and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association.
- (Q) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
- (R) To do all such other things as are necessary to the attainment of the objects of the Company or any of them:

PROVIDED ALWAYS that :-

- (a) The Company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Company would make it a Trade Union.
- (b) In case the Company shall take or hold any property subject to the jurisdiction of the court or the Charity Commissioners for England

and Wales or the Secretary of State for Education and Science, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law.

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

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

Provided that nothing herein contained shall prevent :-

- (A) The payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company;

nor

- (B) The payment of interest at a rate not exceeding 7 per cent. per annum on money lent or the rate for the time being prescribed by the Treasury in manner mentioned in section 189 (i) of the Housing Act 1957 (whichever rate shall be the less) or reasonable and proper rent for premises demised or let by any member of the Company.

But so that no Committee Member of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any Committee Member except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company, so however that this restriction shall not apply to any payment to any company of which a Committee Member may be a member and in which such member shall not have 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 Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a member or within one year after he ceases to be a member for payment

of the debts and liabilities of the Company contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of contributors amongst themselves such amount as may be required not exceeding £1.

7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable trust or body having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such trust or body to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

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

Names, Addresses and Descriptions of Subscribers.

Mr. Bowes

12 Whitehall London SW1.

Solicitor.

P.R. Ellington

12 Whitehall London SW1

Solicitor.

DATED this *1st* day of *February*, 1973.
WITNESS to the above Signatures :-

B.R. Rolland,

12 Whitehall, London SW1

Secretary.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

OF

POPULATION SERVICES FAMILY
PLANNING PROGRAMME LIMITED

1. In these Articles -

"The Act" means the Companies Act 1948 as amended by the Companies Act 1967 and these Articles shall be construed with reference thereto.

"Table C" means Table C contained in the First Schedule to the Act.

"The Committee" means the Executive Committee of the Company (or the directors when referred to in the Act and Table C in the sense of a Board of Directors) and "Committee Member" in the singular or plural means a member of the Council (or a director or directors when referred to in the Act and Table C in the sense of an individual director or individual directors).

2. The Articles contained in Table C including Article 1 shall apply to the Company and shall be deemed to be expressly incorporated herein with the exceptions, modifications and additions hereafter contained.

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

4. (a) The number of members with which the Company proposes to be registered shall be fifty.

- (b) The Committee (with the previous consent in writing of Population Services International & Co. Inc.) may from time to time admit new members provided that (excepting the persons referred to in Section 28(1)(b) of the Act) the number of members of the Company shall be limited to 50.
- (c) The subscribers of the Memorandum of Association and such other persons as the Committee shall admit to membership shall be members of the Company.
- (d) Every member shall sign a written application or consent to become a member.
- (e) The Secretary shall keep an accurate register of members.

5. The rights of a member shall not be transferable or transmissible.

6. Any member may withdraw from membership by giving one month's notice in writing to the Company (subject to the provisions of S.212 of the Act).

7. The Committee may with the previous consent in writing of Population Services International & Co. Inc., and without showing cause by a Resolution passed by a majority consisting of not less than two-thirds of the Committee members present at a special meeting of the Committee of and at which a member in question has been given reasonable notice and a reasonable opportunity of being heard in his own defence convened solely (or inter alia) for the purpose of considering such resolution refuse to continue any person as a member of the Company, and if any such resolution shall be so passed then (subject as in Article 6 provided) such person shall cease to be a member and his name shall be removed from the Register of Members.

8. If at any time or times the Company shall have a share capital the right to transfer shares shall be restricted in the following manner.

- (a) The number of members of the Company (excluding those persons referred to in S.28 (1) (b) of the Act) shall be limited to 50.
- (b) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

- 9
- (c) The Company shall not have the power to issue share warrants to bearer.
 - (d) The Committee may in their absolute discretion and without assigning any reason therefor decline to register any transfer or any share whether or not it is a fully paid share.

9. In Regulation 9 of Table C, the words "declaring a dividend" shall be omitted.

10. There shall be added to Article 23 of Table C the following words "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."

11. It shall be lawful for the Committee to provide for the creation of the office of President and (one or more) Vice-Presidents and Patrons of the Company and for the creation of an Advisory Council for the Company, for the admission and retirement of persons to such offices and to membership of the Advisory Council and for the powers, rights, duties and liabilities (if any) of such persons and of the Advisory Council but so that such persons shall not by virtue only of having been admitted to be Honorary Officers or Advisory Council members be members of the Company, and that such rights shall not include a right to speak or vote at General Meetings of the Committee of the Company. The Secretary shall keep an accurate register of such Honorary Officers and Advisory Council of the Company.

12. Article 31 of Table C shall be omitted. The first Committee Members shall be appointed in writing by the subscribers to the Memorandum of Association.

13. Unless otherwise determined by a General Meeting the number of committee members shall not be less than two nor more than fifteen.

14. In Article 32 of Table C, the first two sentences shall be omitted.

15. The Committee may appoint a Director who may or may not be a Committee Member or a member). The Director shall have such powers and duties in relation to the conduct of the business of the Company as the Committee shall from time to time determine.

16. The words "and every director present at the meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall be omitted from Article 37 of Table C.

17. Any Committee Member whose age exceeds 65 at any Annual General Meeting shall retire at that meeting, but shall be eligible for re-election. His retirement shall not be taken into account in determining the Committee Members who are to retire by rotation at such a meeting.

18. Article 44 of Table C shall be omitted.

19. In Article 52 of Table C the words "and/or such other persons" shall be inserted after the words "members of their body."

20. In Article 63 -

- (a) the words and figures "Sections 148-157" shall be substituted for the words and figures "Sections 148, 150 and 157".
- (b) The words "income and expenditure" shall be substituted for "profit and loss".
- (c) The words "group accounts (if any)" shall be omitted.

21. Every Committee Member or other officer (including Auditor) of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (b) of the proviso to S.205 of the Act) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Committee Member or other officer (including Auditor) shall be liable for any loss, damage or misfortune which may happen or be incurred by the Company in the execution of the duties of his office or in relation thereto, but this Article shall only have effect in so far as its provisions are not avoided by the said section.

22. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers.

Im. Bowers

12 Whitehall London SW1.

Solicitor.

T.R. Ellington

12 Whitehall, London SW1.

Solicitor.

DATED this 1st day of February 1973.

WITNESS to the above Signatures :-

S.E. Rolland.

12, Whitehall, London SW1

Secretary



CERTIFICATE OF INCORPORATION

No. 1102209

I hereby certify that

POPULATION SERVICES FAMILY PLANNING PROGRAMME LIMITED

is this day incorporated under the Companies Act, 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 16th March 1973

A handwritten signature in dark ink, appearing to read 'N. Taylor'.

(N. TAYLOR)

Assistant Registrar of Companies

THE COMPANIES ACT 1948 to 1969

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE

CAPITAL

SPECIAL RESOLUTION

OF

POPULATION SERVICES FAMILY PLANNING PROGRAMME LIMITED

PASSED ON THE 25th day of March 1976

at an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 25th day of March 1976 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company :-

SPECIAL RESOLUTION

1. THAT Clause 3 of the Memorandum of Association of the Company be amended by the addition of the following words at the end of sub-paragraph (A), namely:

"and to promote clinic facilities for the giving of advice on contraception the medical examination of persons seeking advice on contraception and the taking of specimens of diagnostic purposes"



DIRECTOR

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

POPULATION SERVICES FAMILY
PLANNING PROGRAMME LIMITED

Memorandum

— AND —

Articles of Association

Incorporated the 16th day of March, 1973.

Certificate No. 1102208.

McKENNA & CO.,
12, Whitehall,
London, S.W.1.





(COPY)

Certificate of Incorporation

No. 1102208.

I HEREBY CERTIFY that

POPULATION SERVICES FAMILY
PLANNING PROGRAMME LIMITED

is this day incorporated under the Companies Acts
1948 to 1967, and that the Company is Limited.

GIVEN under my hand at London the 16th
March, 1973.

N. TAYLOR.

Assistant Registrar of Companies.

THE COMPANIES ACTS, 1948 to 1967

AMENDED

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

POPULATION SERVICES FAMILY
PLANNING PROGRAMME LIMITED

=====

1. The name of the Company (herein called "the Company") is POPULATION SERVICES FAMILY PLANNING PROGRAMME LIMITED.

2. The Registered Office of the Company will be situate in England.

3. The Company is established for the general benefit of the public to educate the public about population growth and control and particularly about family planning, birth control and contraceptives with a view to preventing the poverty hardship and distress caused by unwanted conception and to promote clinic facilities for the giving of advice on contraception, the medical examination of persons seeking advice on contraception and the taking of specimens for diagnostic purposes.

And in furtherance of this object, but not otherwise, the Company shall have the following powers :-

- (A) To disseminate information about family planning and birth control, contraceptives, sterilisation and abortion particularly to persons needing but not new receiving family planning help and to explore in conjunction with the academic and other research communities public attitudes to family planning and birth control and new and better ways of informing the public about the same.

- (B) To conduct research into methods of family planning and birth control and to seek to improve the same.
- (C) To co-operate and enter into arrangements with any authorities, international, national, local or otherwise, and to obtain from any such authorities any rights, privileges and concessions.
- (D) To accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property (whether in England or abroad and whether or not subject to any trust), and to construct, maintain and alter any of the same as are necessary or expedient for any of the purposes of the Company and (subject to such consents as may be by law required) sell, lease or otherwise dispose of or mortgage any such real or personal estate.
- (E) To issue appeals, hold public meetings, lectures and exhibitions and take such other steps as may be required for the purpose of promoting and publicizing the objects of the Company and procuring contributions to its funds in the shape of donations, subscriptions or otherwise.
- (F) To borrow or raise money for the objects of the Company on such terms (and with such consents as are by law required) and on such security as may be thought fit.
- (G) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Company.
- (H) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts.
- (I) To invest the moneys of the Company not immediately required for its purposes in or upon such shares, stocks, funds, securities or other investments in any part of the world involving liability or not as the Company shall in its absolute discretion think fit.
- (J) To make any charitable donation either in cash or assets for the furtherance of the objects of the Company.

- (K) To establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company.
- (L) To print and publish and to arrange to have printed and published either gratuitously or by way of sale any reports, periodicals, books, leaflets or other literary works which are desirable for the promotion of the objects of the Company and to commission or make cinematograph films and sound recordings and sponsor or arrange wireless or television broadcasts.
- (M) To undertake and execute charitable trusts.
- (N) To employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company.
- (O) Subject to the provisions of Clause 4 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependants.
- (P) To amalgamate with any companies, institutions, societies or associations which shall be charitable at law and have objects altogether or mainly similar to those of the Company, and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association.
- (Q) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
- (R) To do all such other things as are necessary to the attainment of the objects of the Company or any of them:

PROVIDED ALWAYS that :-

- (a) The Company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Company would make it a Trade Union.
- (b) In case the Company shall take or hold any property subject to the jurisdiction of the court or the Charity Commissioners for England

and Wales or the Secretary of State for Education and Science, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law.

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

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

Provided that nothing herein contained shall prevent :-

- (A) The payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company;

nor

- (B) The payment of interest at a rate not exceeding 7 per cent. per annum on money lent or the rate for the time being prescribed by the Treasury in manner mentioned in section 189 (i) of the Housing Act 1957 (whichever rate shall be the less) or reasonable and proper rent for premises demised or let by any member of the Company.

But so that no Committee Member of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any Committee Member except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company, so however that this restriction shall not apply to any payment to any company of which a Committee Member may be a member and in which such member shall not have 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 Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a member or within one year after he ceases to be a member for payment

of the debts and liabilities of the Company contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of contributors amongst themselves such amount as may be required not exceeding £1.

7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable trust or body having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such trust or body to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

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

Names, Addresses and Descriptions of Subscribers.

J.M. BOWERS,
12, Whitehall,
London, S.W.1.
Solicitor.

P.R. ELLINGTON,
12, Whitehall,
London, S.W.1.
Solicitor.

DATED this 1st day of February, 1973.
WITNESS to the above Signatures :-

E. ROLLAND,
12, Whitehall,
London, S.W.1.
Secretary.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

OF

POPULATION SERVICES FAMILY
PLANNING PROGRAMME LIMITED

1. In these Articles -

"The Act" means the Companies Act 1948 as amended by the Companies Act 1967 and these Articles shall be construed with reference thereto.

"Table C" means Table C contained in the First Schedule to the Act.

"The Committee" means the Executive Committee of the Company (or the directors when referred to in the Act and Table C in the sense of a Board of Directors) and "Committee Member" in the singular or plural means a member of the Council (or a director or directors when referred to in the Act and Table C in the sense of an individual director or individual directors).
2. The Articles contained in Table C including Article 1 shall apply to the Company and shall be deemed to be expressly incorporated herein with the exceptions, modifications and additions hereafter contained.
3. The Company is established for the purposes expressed in the Memorandum of Association.
4. (a) The number of members with which the Company proposes to be registered shall be fifty.

(b) The Committee (with the previous consent in writing of Population Services International & Co. Inc.) may from time to time admit new members provided that (excepting the persons referred to in Section 28(1)(b) of the Act) the number of members of the Company shall be limited to 50.

(c) The subscribers of the Memorandum of Association and such other persons as the Committee shall admit to membership shall be members of the Company.

(d) Every member shall sign a written application or consent to become a member.

(e) The Secretary shall keep an accurate register of members.

5. The rights of a member shall not be transferable or transmissible.

6. Any member may withdraw from membership by giving one month's notice in writing to the Company (subject to the provisions of S.212 of the Act).

7. The Committee may with the previous consent in writing of Population Services International & Co. Inc., and without showing cause by a Resolution passed by a majority consisting of not less than two-thirds of the Committee members present at a special meeting of the Committee of and at which a member in question has been given reasonable notice and a reasonable opportunity of being heard in his own defence convened solely (or inter alia) for the purpose of considering such resolution refuse to continue any person as a member of the Company, and if any such resolution shall be so passed then (subject as in Article 6 provided) such person shall cease to be a member and his name shall be removed from the Register of Members.

8. If at any time or times the Company shall have a share capital the right to transfer shares shall be restricted in the following manner.

(a) The number of members of the Company (excluding those persons referred to in S.28 (1) (b) of the Act) shall be limited to 50.

(b) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

- (c) The Company shall not have the power to issue share warrants to bearer.
- (d) The Committee may in their absolute discretion and without assigning any reason therefor decline to register any transfer or any share whether or not it is a fully paid share.

9. In Regulation 9 of Table C, the words "declaring a dividend" shall be omitted.

10. There shall be added to Article 23 of Table C the following words "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."

11. It shall be lawful for the Committee to provide for the creation of the office of President and (one or more) Vice-Presidents and Patrons of the Company and for the creation of an Advisory Council for the Company, for the admission and retirement of persons to such offices and to membership of the Advisory Council and for the powers, rights, duties and liabilities (if any) of such persons and of the Advisory Council but so that such persons shall not by virtue only of having been admitted to be Honorary Officers or Advisory Council members be members of the Company, and that such rights shall not include a right to speak or vote at General Meetings of the Committee of the Company. The Secretary shall keep an accurate register of such Honorary Officers and Advisory Council of the Company.

12. Article 31 of Table C shall be omitted. The first Committee Members shall be appointed in writing by the subscribers to the Memorandum of Association.

13. Unless otherwise determined by a General Meeting the number of committee members shall not be less than two nor more than fifteen.

14. In Article 32 of Table C, the first two sentences shall be omitted.

15. The Committee may appoint a Director who may or may not be a Committee Member or a member). The Director shall have such powers and duties in relation to the conduct of the business of the Company as the Committee shall from time to time determine.

16. The words "and every director present at the meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall be omitted from Article 37 of Table C.

17. Any Committee Member whose age exceeds 65 at any Annual General Meeting shall retire at that meeting, but shall be eligible for re-election. His retirement shall not be taken into account in determining the Committee Members who are to retire by rotation at such a meeting.

18. Article 44 of Table C shall be omitted.

19. In Article 52 of Table C the words "and/or such other persons" shall be inserted after the words "members of their body."

20. In Article 63 -

- (a) the words and figures "Sections 148-157" shall be substituted for the words and figures "Sections 148, 150 and 157".
- (b) The words "income and expenditure" shall be substituted for "profit and loss".
- (c) The words "group accounts (if any)" shall be omitted.

21. Every Committee Member or other officer (including Auditor) of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (b) of the proviso to S.205 of the Act) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Committee Member or other officer (including Auditor) shall be liable for any loss, damage or misfortune which may happen or be incurred by the Company in the execution of the duties of his office or in relation thereto, but this Article shall only have effect in so far as its provisions are not avoided by the said section.

22. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers.

J.M. BOWERS,
12, Whitehall,
London, S.W.1.
Solicitor.

P.R. ELLINGTON,
12, Whitehall,
London, S.W.1.
Solicitor.

DATED this 1st day of February, 1973.

WITNESS to the above Signatures :-

E. ROLLAND,
12, Whitehall,
London, S.W.1.
Secretary.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

POPULATION SERVICES FAMILY
PLANNING PROGRAMME LIMITED

Memorandum

— AND —

Articles of Association

Incorporated the 16th day of
March, 1973.

Certificate No. 1102208.

McKENNA & CO.,
12, Whitehall,
London, S.W.1.

THE COMPANIES ACTS, 1948 to 1967

AMENDED

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

POPULATION SERVICES FAMILY
PLANNING PROGRAMME LIMITED

1. The name of the Company (herein called "the Company") is POPULATION SERVICES FAMILY PLANNING PROGRAMME LIMITED.

2. The Registered Office of the Company will be situate in England.

3. The Company is established for the general benefit of the public to educate the public about population growth and control and particularly about family planning, birth control and contraceptives with a view to preventing the poverty hardship and distress caused by unwanted conception and to promote clinic facilities for the giving of advice on contraception, the medical examination of persons seeking advice on contraception and the taking of specimens for diagnostic purposes.

And in furtherance of this object, but not otherwise, the Company shall have the following powers :-

- (A) To disseminate information about family planning and birth control, contraceptives, sterilisation and abortion particularly to persons needing but not new receiving family planning help and to explore in conjunction with the academic and other research communities public attitudes to family planning and birth control and new and better ways of informing the public about the same.

10
COMPANY NO. 1102208. / 24

POPULATION SERVICES FAMILY
PLANNING PROGRAMMES LIMITED

At the Annual General Meeting of the above Company held at 85 Gloucester Place, London, W1, on the 13th November 1980 the following Special Resolution was unanimously adopted....

"THAT Clause 3 of the Memorandum of Association of the Company be amended by:-

- (i) Deleting the first paragraph of the Clause and replacing it with the following words, namely:-

"The Company is established for the general benefit of the public:-

1. to educate the public about population growth and control and particularly about family planning, birth control and contraceptives with a view to preventing the poverty, hardship and distress caused by unwanted conception.
2. to preserve and protect the good health, both mental and physical of parents, young people and children and to prevent the poverty, hardship and distress caused by unwanted conception.
3. to give medical advice and assistance to persons who are suffering from any physical or mental illness or distress as a result of involuntary sterility or of difficulties connected with the marriage relationship or sexual problems for which medical advice or treatment is appropriate, including the provision of treatment in connection with lawful birth control in clinics or medical centres for relief and benefit of such persons.

- (ii) The addition of the following words to the end of sub-paragraph (A) namely:-

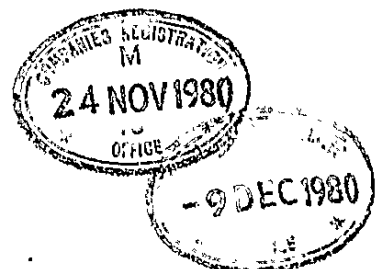
"and the carrying out of surgical operations of vasectomy and sterilisation".

- (iii) The re-numbering of sub-paragraphs (B) to (R) as sub-paragraphs (C) to (S) respectively and the insertion of a new sub-paragraph (B) in the following terms, namely:-

"To supply contraceptive substances and contraceptive appliances".

E.W. Stanford

Signed: E.W. Stanford .. Chairman
Philip D. Harvey - Director
Dated: 13th November 1980



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL

COMPANY NUMBER:
1102208

SPECIAL RESOLUTION
OF
POPULATION SERVICES FAMILY PLANNING PROGRAMME LIMITED

AT the Annual General Meeting of the Company held on 27th September 1989 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:

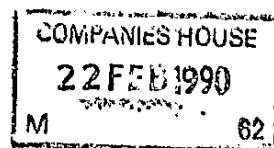
THAT clause 3(A) of the Memorandum be amended by deleting the words "vasectomy and sterilisation" and substituting the words "and to perform whatever procedures necessary for the furtherance of family planning".

Clause 3(A) would therefore read:

"To disseminate information about family planning and birth control, sterilisation and abortion particularly to persons needing but not now receiving family planning help and to explore in conjunction with the academic and other research communities public attitudes to family planning and birth control and new and better ways of informing the public about the same and to promote clinic facilities for the giving of advice on contraception the medical examination of persons seeking advice on contraception and the taking of specimens for diagnostic purposes and to perform whatever procedures necessary for the furtherance of family planning"

Ernst Kohn
.....
CHAIRMAN

PRERO-D128



1102208

THE COMPANIES ACTS, 1948 to 1987

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

AMENDED

MEMORANDUM OF ASSOCIATION

OF

POPULATION SERVICES FAMILY
PLANNING PROGRAMME LIMITED

1. The name of the Company (herein called "the Company") is POPULATION SERVICES FAMILY PLANNING PROGRAMME LIMITED.
2. The Registered Office of the Company will be situate in England.
- 3.** The Company is established for the general benefit of the public:-
 - (i) to educate the public about population growth and control particularly about family planning, birth control and contraceptives with a view to preventing the poverty, hardship and distress caused by unwanted conception.
 - (ii) to preserve and protect the good health, both mental and physical of parents, young people and children, and to prevent the poverty, hardship and distress caused by unwanted conception.
 - (iii) to give medical advice and assistance to persons who are suffering from any physical or mental illness or distress as a result of involuntary sterility or of difficulties connected with the marriage

** Amended by Special Resolution at AGM held on 13th November 1980

22 FEB 1990
M 62

relationship or sexual problems for which medical advice or treatment is appropriate, including the provision of treatment in connection with lawful birth control in clinics or medical centres for relief and benefit of such persons.

And in furtherance of this object, but not otherwise, the Company shall have the following powers:-

- (A) To disseminate information about family planning and birth control, sterilisation and abortion particularly to persons needing but not now receiving family planning help and to explore in conjunction with the academic and other research communities public attitudes to family planning and birth control and new and better ways of
 - * informing the public about the same and to promote clinic facilities for the giving of advice on contraception and the medical examination of persons seeking advice on contraception and the
 - *** taking of specimens for diagnostic purposes and to perform whatever procedures necessary for the furtherance of family planning.
- (B)** To supply contraceptive substances and contraceptive appliances.
- (C) To conduct research into methods of family planning and birth control and to seek to improve the same.
- (D) To co-operate and enter into arrangements with any authorities, international, national, local or otherwise, and to obtain from any such authorities any rights, privileges and concessions.

* Amended by Special Resolution at EGM held on 25 March 1976.

** Amended by Special Resolution at AGM held on 13th November 1980.

*** Amended by Special Resolution at AGM held on 27 September 1989.

- (E) To accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property (whether in England or abroad and whether or not subject to any trust), and to construct, maintain and alter any of the same as are necessary or expedient for any of the purposes of the Company and (subject to such consents as may be by law required) sell, lease or otherwise dispose of or mortgage any such real or personal estate.
- (F) To issue appeals, hold public meetings, lectures and exhibitions and take such other steps as may be required for the purpose of promoting and publicising the objects of the Company and procuring contributions to its funds in the shape of donations, subscriptions or otherwise.
- (G) To borrow or raise money for the objects of the Company on such terms (and with such consents as are by law required) and on such security as may be thought fit.
- (H) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Company.
- (I) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts.
- (J) To invest the moneys of the Company not immediately required for its purposes in or upon such shares, stocks, funds, securities or other investments in any part of the world involving liability or not as the Company shall in its absolute discretion think fit.
- (K) To make any charitable donation either in cash or assets for the furtherance of the objects of the Company.

- (L) To establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company.
- (M) To print and publish and to arrange to have printed and published either gratuitously or by way of sale any reports, periodicals, books, leaflets or other literary works which are desirable for the promotion of the objects of the Company and to commission or make cinematograph films and sound recordings and sponsor or arrange wireless or television broadcasts.
- (N) To undertake and execute charitable trusts.
- (O) To employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company.
- (P) Subject to the provisions of Clause 4 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependants.
- (Q) To amalgamate with any companies, institutions, societies or associations which shall be charitable at law and have objects altogether or mainly similar to those of the Company, and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association.
- (R) To pay out of the funds of the Company the costs, charges and expenses and incidental to the formation and registration of the Company.

- (S) To do all such other things as are necessary to the attainment of the objects of the Company or any of them:

PROVIDED ALWAYS that:-

- (a) The Company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Company would make it a Trade Union.
- (b) In case the Company shall take or hold any property subject to the jurisdiction of the court or the Charity Commissioners for England and Wales or the Secretary of State for Education and Science, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law.
- (c) In case by the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as may be allowed by law having regard to such trusts.

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

Provided that nothing herein contained shall prevent:-

- (A) The payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company;
- nor

- (B) The payment of interest at a rate not exceeding 7 per cent. per annum on money lent or the rate for the time being prescribed by the Treasury in manner mentioned in section 189(i) of the Housing Act 1957 (whichever rate shall be the less) or reasonable and proper rent for premises demised or let by any member of the Company.

But so that no Committee Member of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any Committee Member except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company, so however that this restriction shall not apply to any payment to any company of which a Committee Member may be a member and in which such member shall not have 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 Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of contributors amongst themselves such amount as may be required not exceeding £1.

7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable trust or body having objects

similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such trust or body to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

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

Name, Address and Descriptions of Subscribers

J.M. BOWERS,
12 Whitehall
London, S.W.1

Solicitor

P.R. ELLINGTON
12 Whitehall
London, S.W.1

Solicitor

DATED this 1st day of February 1973
WITNESS to the above Signatures:-

E. ROLLAND,
12 Whitehall
London, S.W.1

SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS

ACCEPT UNSTAMPED & 40
N/CN 37733
SIGNED *Plm*
DATE 26-3-91

COMPANY NUMBER 1102208

COMPANY NAME POPULATION SERVICES FAMILY
PLANNING PROGRAMME LIMITED

At an ~~Extraordinary General~~/Annual General*/General* Meeting of the members of the above
named company, duly convened and held at:

62 GRAFTON WAY, LONDON W1P 5LD

on the THIRTEENTH day of FEBRUARY 19 91

the following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME MARIE STOPES INTERNATIONAL
LIMITED

Signature: *[Signature]*

Chairman, Director, Secretary or Officer of the Company

Notes:

* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the
passing of the Resolution. Please insert name and address to which the certificate is to be sent:

DR. TIMOTHY R. L. BLACK,
CHIEF EXECUTIVE, / SECRETARY,
108 WHITFIELD STREET,
LONDON W1P 6BE.



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1102208

I hereby certify that

POPULATION SERVICES FAMILY PLANNING
PROGRAMME LIMITED

having by special resolution changed its name,
is now incorporated under the name of

MARIE STOPES INTERNATIONAL LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 2 APRIL 1991

P. Davidson
P. Davidson (Mrs)

an authorised officer

MARIE STOPES INTERNATIONAL

Parenthood • Women's Health • Environment

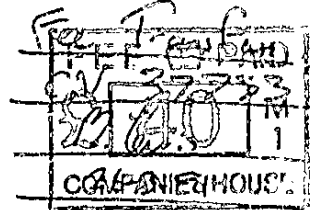
1102208

129 Whitfield Street, London W1P 5RT Telephone: 071-388 3746 (Projects) 071-388 3031 (Appeals) fax 071-388 1916 Telex 93016277 PPSE G

RES. FOR PUBLIC FILE.

NO ACTION TAKEN ON

CHANGE OF NAME



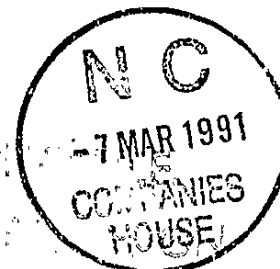
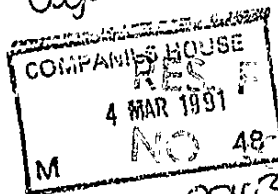
Extract from the Minutes of a General Meeting of the Board of MARIE STOPES INTERNATIONAL held on Wednesday, 13th February 1991 at 62 Grafton Way, London W1P 5LD.

It was RESOLVED by SPECIAL RESOLUTION THAT the Charity's name be changed from POPULATION SERVICES FAMILY PLANNING PROGRAMME LIMITED to MARIE STOPES INTERNATIONAL LIMITED and that the Registrar of Companies and the Charity Commission be so notified.

[Signature]
 Dr T.R.L. Black MB MRCP DTM&H MPH
 Company Secretary and Chief Executive

RES. FOR PUBLIC FILE.
 NO ACTION TAKEN ON
 CHANGE OF NAME

Clydesdale Bank



26th February 1991

RES. FOR PUBLIC FILE
 NO ACTION TAKEN ON
 CHANGE OF NAME



Registered Charity No. 265543

Population Services Family Planning Programme Ltd.

BOARD OF DIRECTORS

Philip D Harvey • Baroness Robson • Baroness Seear • William E Stanford

CHIEF EXECUTIVE

Timothy Black MB MRCP DTM & H MPH

ADVISERS

Robin Cole CBE • Dr Mrs Sudesh Bahl C. Jall • Douglas F Moore • Betty Miero • Sir Charles Pereira FRS • Dr B K Sandhu

HONORARY SPONSORS

Sir David Attenborough • David Bellamy • Lady Bondi • Professor Sir Hermann Bondi • Katie Boyle • Lester Brown • Jane Cole • John Craven • Dame Judi Dench • Gerald Durrell • Clement Freud • Lady Gardiner • Sir Iwan Maddock • Julia McKenzie • Desmond Morris • Professor John Newton • Professor R S Scorer • Lord Shackleton KG PC CBE • Sir Peter Saunders • Chris Carle • The Rev the Lord Soper MA PhD • The Rt Hon David Steel MP • Juliet Stevenson • Dr Harry Stopes-Pec • Miriam Stoppard MD MRCP • Lady Vickers CBE • Julie Walters • Fay Weldon • Angela Wilans • Lord Winslanley • Lord Zuckerman



SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS

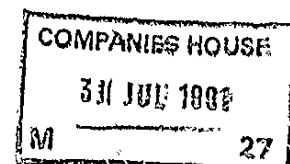
COMPANY NUMBER 1102208
COMPANY NAME MARIE STOPES INTERNATIONAL LIMITED

At an Extraordinary General Meeting of the members of the above named company, duly convened and held at 62 Grafton Way, London W1P 5LD, on Wednesday, 12th June 1991, the following Special Resolution was duly passed:

"That the name of the Company be changed to "MARIE STOPES INTERNATIONAL".

Signature: _____

Dr. M.R.L. Black
Secretary



BB
100027
£50

Declaration on change of name omitting "limited" or its Welsh equivalent

30(5)(c)

Please do not
write in
this margin

Pursuant to section 30(5)(c) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number

[] [] []

1102208

Name of company

* MARIE STOPES INTERNATIONAL LIMITED

* insert full
name of company

Timothy Reuben Ladbroke Black

of Gorsevene, Mill Lane, Lower Reeding, Horsham, Sussex

* delete as
appropriate

~~x~~ [the secretary] of Marie Stopes International Limited

do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

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

Declared at 1-3 Brighton Road Crawley
West Sussex

Declarant to sign below

the 16th day of July
One thousand nine hundred and eighty one
before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

GRAEME S. BENNETT
SOLICITOR

JAMES B. BENNETT & CO.
SOLICITORS

NIGHTINGALE HOUSE
3 BRIGHTON ROAD

CRAWLEY, SUSSEX BN11 0 GA

Precentor's name address and
reference (if any):

A J Lutley
22 Basing Way
Thames Ditton
Surrey KT7 0NX
Ref: AJL/MAR.001

For official Use
General Section

Post room



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1102208

I hereby certify that

MARIE STOPES INTERNATIONAL LIMITED

having by special resolution changed its name,
is now incorporated under the name of

MARIE STOPES INTERNATIONAL

Given under my hand at the Companies Registration Office,
Cardiff the 12 AUGUST 1991

A handwritten signature in dark ink, appearing to read 'G A Brenton'.

G A BRENTON

an authorised officer