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THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

AMENDED

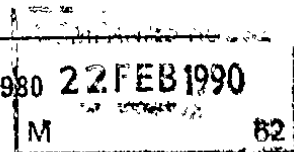
MEMORANDUM OF ASSOCIATION

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 as result of involuntary sterility or of difficulties connected with the marriage

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



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 of 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