

Number of  
Company }

1234173 //

**Form No. 41**  
(No registration fee payable)

## 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

ASSELECTED

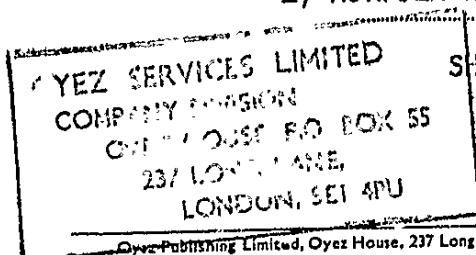
LIMITED

Presented by

Presenter's Reference..... MAO

TAYLOR & EMMET

2, NORFOLK ROW,



SHEFFIELD S1 1SL

Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE1 4PU, a subsidiary of The Solicitors' Law Stationery Society, Limited.  
F21221 3.5.73

Companies 6C

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[P.T.O.]

I, MICHAEL ANDREW GOODE

of 2 NORFOLK ROW IN THE CITY OF SHEFFIELD

(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 ASSELECTED

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 Sheffield

the 6th day of November

one thousand nine hundred and seventy  
five



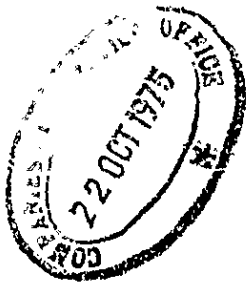
Before me,



A Commissioner for Oaths (b)

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

THE COMPANIES ACTS 1948 to 1967  
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION

OF

ASSELECTED LIMITED



1. The name of the Company is "ASSELECTED LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (i) To negotiate with suppliers of all kinds and make agreements with them for the mutual benefit of members, to acquire, preserve and disseminate useful information connected with trade throughout all markets.
  - (ii) To communicate with Chambers of Commerce and other mercantile and public bodies throughout the world and promote measures for the protection of the trade and persons engaged therein.
  - (iii) To support training schemes for the education of members in the trade.
  - (iv) To do all such other things as are incidental or conducive to the above objects or any of them.

And the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

- (A) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- (B) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company.
- (C) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company.
- (D) To borrow or raise money on such terms and on such security as may be thought fit.
- (E) To invest the moneys of the Company 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

COMPANY

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(if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(F) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.

(G) To do all such other things as are incidental to the attainment or furtherance of the said objects or any of them.

Provided that:-

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

(ii) The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or 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, and as regards any such property the Directors of the Company 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 have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no member of its Board of Directors shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:-

(A) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Board of Directors for any services rendered to the Company;

(B) of interest at a rate not exceeding 8 per cent. per annum on money lent or reasonable and proper

rent for premises demised or let by any member of the Company or of its Board of Directors;

(C) to any member of its Board of Directors of out-of-pocket expenses;

(D) to a company of which a member of the Company or of its Board of Directors may be a member holding not more than one hundredth part of the capital of such company.

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

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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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WILFRED STANLEY EDGAR RUNNALLS  
YELVEATON, DOWNS AVENUE, EPSOM, SURREY. KT18 5HG  
MANAGING DIRECTOR

*W Runnalls*

JOHN NEILL  
2 STUMPERLOWE CROFT  
SHEFFIELD S10 3QW

*John Neill*  
MANAGING DIRECTOR

WILLIAM JAMES JOSEPH HEWLING, W. J. Hewling  
69, WARMHAM COURT ROAD,  
CARSHALTON, SURREY. MANAGING DIRECTOR.

WALTER BALMFORD  
REDWOLD MANOR  
PINFOLD LANE  
BARA BEACON STAFFS WS9-0QT

*Walter Balford*  
MANAGING DIRECTOR

JOHN HILTON  
27, FEATHERSTONE RD.,  
SOUTHALL, MDDX.

*John Hilton*  
MAN. DIRECTOR.

STEFAN-HELMUT-SIMON  
Flat 11

33, PRINCE-ALBERT-ROAD LONDON, NW8

*Stefan-Helmut Simon*  
MANAGING-DIRECTOR

LARRY KNEELYS ELY GILES  
TIMBERS  
4 PRINCE CONSORT DRIVE  
ASCOT BERKS

*Larry Kneelys Ely Giles*  
MANAGING DIRECTOR.

Dated this

*14<sup>th</sup> October 1975*

Witness to the above Signatures:-

*K. Sharpe*

K. G. R. SHARPE

126 DURHAM ROAD

STEVENAGE

HERTS

(EDITOR)

THE COMPANIES ACTS 1948 to 1967  
 COMPANY LIMITED BY GUARANTEE AND NOT  
 HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

OF

ASSELECTED LIMITED

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GENERAL

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

WORDS	MEANINGS
The Act .. ..	The Companies Act 1948.
These presents ..	These Articles of Association, and the regulations of the Association from time to time in force.
The Office ..	The registered office of the Company.
The Seal .. ..	The common seal of the Company.
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 Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Company proposes to be registered is fifty, but the Board of Directors may from time to time register an increase of members.

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

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

5. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Company.

#### GENERAL MEETINGS

6. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of 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 Company 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.

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

8. The Board of 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.

9. 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 Company; 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.

10. 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

11. 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 Council and of the Auditors, the election of members of Board of Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

12. 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 (twenty) members personally present shall be a quorum.

13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board of 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.

14. The Chairman (if any) of the 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 Company who shall be present to preside.

15. 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.

16. 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, or by a member or 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 unanimously 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 Company 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.

17. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

19. 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.

20. 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 the poll has been demanded.

#### VOTES OF MEMBERS

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

22. 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 Company 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.

23. 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 must be a member.

24. 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.

25. 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.

26. 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.

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

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

#### BOARD OF DIRECTORS

28. Until otherwise determined by a General Meeting, the number of the members of the Board of Directors shall not be less than five nor more than fifteen.

29. The first members of the Board of Directors shall be the subscribers to the Memorandum of Association.

30. The Board of Directors may from time to time and at any time appoint any member of the Company as a member of the Board of Directors, either to fill a casual vacancy or by way of addition to the Board of Directors, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

31. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Board of Directors.

31a. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy or any other age, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being appointed or re-appointed as a Director notwithstanding that he has attained the age of seventy and no special notice need be given of any resolution for the appointment or re-appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed or re-appointed as such.

#### POWERS OF THE COUNCIL

32. The business of the Company shall be managed by the Board

of Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company 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 Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if such regulation had not been made.

33. The members for the time being of the Board of Directors may act notwithstanding any vacancy in their body; provided always that in case the members of the Board of 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 the Board of Directors for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### SECRETARY

34. The Secretary shall be appointed by the Board of 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 section 177 and 179 of the Act shall apply and be observed. The Board of 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

35. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two members of the Board of Directors and of the Secretary, and the said members and Secretary 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 Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

36. The office of a member of the Board of Directors shall be vacated:-

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Company.

- (D) If by notice in writing to the Company he resigns his office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

#### ROTATION OF MEMBERS OF THE BOARD OF DIRECTORS

37. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Board of Directors for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

38. The members of the Board of Directors to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Board of Directors shall be eligible for re-election.

39. The Company may, at the meeting at which a member of the Board of Directors retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

40. No person not being a member of the Board of Directors retiring at the meeting shall, unless recommended by the Board of Directors for election, be eligible for election to membership of the Board of Directors at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

41. The Company may from time to time in General Meeting increase or reduce the number of members of the Board of Directors, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

42. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any member of the Board of Directors before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead;

but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

#### PROCEEDINGS OF THE BOARD OF DIRECTORS

43. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, (seven) shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

44. A member of the Board of Directors may, and on the request of a member of the Board of Directors the Secretary shall, at any time, summon a meeting of the Board of Directors by notice served upon the several members of the Board of Directors. A member of the Board of Directors who is absent from the United Kingdom shall not be entitled to notice of a meeting.

45. The Board of Directors shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board of 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 members of the Board of Directors present shall choose one of their number to be Chairman of the meeting.

46. A meeting of the Board of 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 Company for the time being vested in the Board of Directors generally.

47. The Board of Directors may delegate any of their powers to committees consisting of such member or members of the Board of 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 Board of 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 Board of Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Directors.

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

49. The Board of Directors shall cause proper minutes to be made of all appointments of officers made by the Board of Directors and of the proceedings of all meetings of the Company and of the Board of Directors and of committees of the Board of 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.

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

#### ACCOUNTS

51. The Board of Directors shall cause proper books of account to be kept with respect to:-

- (A) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Company; and
- (C) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

52. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Board of Directors shall think fit, and shall always be open to the inspection of the members of the Company on reasonable notice being given.

53. At the Annual General Meeting in every year the Board of Directors shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than (four) months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Directors and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 14 of the Companies Act 1967.

#### AUDIT

54. Once at least in every year the accounts of the Company

shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

55. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act and section 14 of the Companies Act 1967.

#### NOTICES

56. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

57. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.

58. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

#### DISSOLUTION

59. 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 the Electrical and Electronic Industries Benevolent Institution or institutions having objects similar to the objects of the Company, 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 Company under or by virtue of Clause 4 of its Memorandum of Association, such institution or institutions 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 such provision, then to some charitable object.



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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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WILFRED, STANLEY, EDGAR. RUNNALLS YELVERTON, DOWNS AVENUE, EPSOM, SURREY. KT16 5HQ Managing director	<i>W. Runnalls</i>
JOHN NEILL 2 STUMPERADWE CROFT SHEFFIELD S10 3QW	<i>John Neill</i> Managing Director
WILLIAM JAMES JOSEPH HEWLING 69, WARMHAM COURT ROAD, CARSHALTON, SURREY,	<i>W. J. Hewling</i> MANAGING DIRECTOR.
WALTER BALMFORD REDWOOD MANOR PINFOLD LANE BARR BEACON. STAFFS WS9 0QT.	<i>Walter Balford</i> MANAGING DIRECTOR
JOHN HILTON 27, FEATHER STONE RD, SOUTHALL, MIDD. STEPHAN-HELMUT-SIMON Flat 41, 33, PRINCE-ALBERT-ROAD LONDON. N.W.8 7LH BARRY KNOLLYS ELY GILES TIMBERS 4 PRINCE CONSORT DRIVE ASCOT BERKS	<i>John Hilton</i> MAN. DIRECTOR. <i>W. W. W. W.</i> MANAGING-DIRECTOR <i>Barry H. E. Giles</i> MANAGING DIRECTOR.

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Dated this 14<sup>th</sup> October 1975

Witness to the above Signatures:-

*K. Sharpe*

K. G. R. SHARPE

126 DURHAM ROAD

STEVENAGE

HERTS

(EDITOR)



## CERTIFICATE OF INCORPORATION

No.

1234173

I hereby certify that

**ASSELECTED 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

19TH NOVEMBER 1975

A handwritten signature in dark ink, appearing to be 'F. Whipp', with the initials '(F. WHIPP)' printed below it.

*Assistant Registrar of Companies*