

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

CADCAM APPLICATIONS TRAINING AND SUPPORT COMPANY LIMITED

MEMORANDUM AND ARTICLES OF ASSOCIATION

Incorporates amendments dated 27 May 1997



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

CADCAM APPLICATIONS TRAINING AND SUPPORT COMPANY

LIMITED

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1. The name of the company is "CADCAM APPLICATIONS TRAINING AND SUPPORT COMPANY LIMITED".
 2. The registered office of the company will be situate in England.
 3. The objects for which the Company is established are to promote the wise and effective use of CADCAM by industry and society and assist in any way the new growth and employment which may thereby be secured. In particular to:
 - (a) promote and carry out training research and other scientific or technological work in connection with the computer trade or industry and other trades and industries allied therewith or ancillary thereto involving trades or industries involved in the use of application of computer aided systems involving the use of CADCAM or other technology (including the hardware, software, analysis, design and implementation of such systems involving the use and application of CADCAM or other technology and all other such systems and the expression "computer aided systems" shall, without prejudice to the generality of that expression, include data, programmes and procedures of all kinds for use in connection with the recording, retrieval, analysis and processing of information by computers or by any other means whatsoever) and for that purpose to establish, equip and maintain laboratories, workshops or factories, and conduct experiments, and to provide funds for such work, and for payment to any person or persons engaged in such work, whether in such laboratories or elsewhere, and to encourage and improve the education and training of persons where this would benefit the scientific, technological and economic progress of the said trades or industries and for this purpose to raise money by whatever means may be deemed appropriate.

(b) prepare, edit, print, publish and issue books, papers, periodicals, gazettes, circulars and other literary undertakings or other means of communication (including photographic, video or digital means), treating of or bearing upon the said trades or industries or any of them, and to circulate or sell such publications, or information in any appropriate format and to establish, for and maintain museums, libraries and collections of literature, statistics, scientific data and other information or objects relating to the said trades or industries or any of them or to matters of interest to the persons engaged therein, and to translate, compile, publish, lend and sell, and endeavour to secure, or contribute to, the translation, compilation, publication, and sale by Parliament, Government Departments and other bodies or persons, of any such literature, statistics and information, and to disseminate information (whether alone or in conjunction with others) by means of the reading of papers, delivery of lectures, giving of advice, the appointment of advisory officers or otherwise.

(c) retain or employ skilled, professional or technical advisers or workers in connection with the objects of the Company and to pay therefor, such fees or remuneration as may be thought expedient, also to found, aid, maintain and endow scholarships and bursaries for the remuneration, instruction and support of research students, or persons studying the principles involved in or connected with any of the said trades or industries, whether in the laboratories of the Company or elsewhere, and to employ and remunerate as may be expedient, instructors and supervisors for such students or persons paying due regard to the provision of instruction by existing institutions.

(d) encourage work which may result in, and to investigate and make known the nature and merits of, scientific and technological discoveries, inventions, improvements, processes, materials and designs which may seem capable of being used by Members of the Company or others for any of the purposes of the said trades or industries or any of them and to acquire any patents or licences relating to any such inventions, improvements, or processes, and to acquire and register any designs or standardisation marks, whether for general or special purposes, with a view to the use thereof by Members of the Company and others upon such terms as may seem expedient, and to develop, perfect and test the value of such inventions, improvements, processes and designs by manufacturing, exhibiting and placing the same or any article or substances to which the same may be capable of application on the market.

(e) apply to the European Economic Community, Government Departments, Local Government Authorities or other public bodies or to corporations, companies or person for, and to accept grants or money, land, donations, gifts, subscriptions and other assistance for promoting the objects of the Company and to discuss and negotiate with them schemes of research and other work and matters within the objects of the Company and to conform to any proper conditions upon which such grants and other payments may be made.

(f) apply for and take out purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, copyright or secret processes, the acquisition of which may seem to the Company to be beneficial or useful to the Company, and to grant licences to use the same.

(b) prepare, edit, print, publish and issue books, papers, periodicals, gazettes, circulars and other literary undertakings or other means of communication (including photographic, video or digital means), treating of or bearing upon the said trades or industries or any of them, and to circulate or sell such publications, or information in any appropriate format and to establish, for and maintain museums, libraries and collections of literature, statistics, scientific data and other information or objects relating to the said trades or industries or any of them or to matters of interest to the persons engaged therein, and to translate, compile, publish, lend and sell, and endeavour to secure, or contribute to, the translation, compilation, publication, and sale by Parliament, Government Departments and other bodies or persons, of any such literature, statistics and information, and to disseminate information (whether alone or in conjunction with others) by means of the reading of papers, delivery of lectures, giving of advice, the appointment of advisory officers or otherwise.

(c) retain or employ skilled, professional or technical advisers or workers in connection with the objects of the Company and to pay therefor, such fees or remuneration as may be thought expedient, also to found, aid, maintain and endow scholarships and bursaries for the remuneration, instruction and support of research students, or persons studying the principles involved in or connected with any of the said trades or industries, whether in the laboratories of the Company or elsewhere, and to employ and remunerate as may be expedient, instructors and supervisors for such students or persons paying due regard to the provision of instruction by existing institutions.

(d) encourage work which may result in, and to investigate and make known the nature and merits of, scientific and technological discoveries, inventions, improvements, processes, materials and designs which may seem capable of being used by Members of the Company or others for any of the purposes of the said trades or industries or any of them and to acquire any patents or licences relating to any such inventions, improvements, or processes, and to acquire and register any designs or standardisation marks, whether for general or special purposes, with a view to the use thereof by Members of the Company and others upon such terms as may seem expedient, and to develop, perfect and test the value of such inventions, improvements, processes and designs by manufacturing, exhibiting and placing the same or any article or substances to which the same may be capable of application on the market.

(e) apply to the European Economic Community, Government Departments, Local Government Authorities or other public bodies or to corporations, companies or person for, and to accept grants or money, land, donations, gifts, subscriptions and other assistance for promoting the objects of the Company and to discuss and negotiate with them schemes of research and other work and matters within the objects of the Company and to conform to any proper conditions upon which such grants and other payments may be made.

(f) apply for and take out purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, copyright or secret processes, the acquisition of which may seem to the Company to be beneficial or useful to the Company, and to grant licences to use the same.

(g) establish, promote, co-operate with, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, or afford financial or other assistance to the work of any association, institution or other body (whether or not incorporated) whose objects include scientific or industrial research, in particular to purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of, or to lend money to, subsidise or otherwise assist any such association, institution or other body.

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

(i) undertake and execute any trusts which may help to attain any of the objects of the Company.

(j) carry out any of the above mentioned research or other scientific or technological work, and to do all or any of the abovementioned things whether affecting the whole of the said trades or industries or merely one or more particular parts or sections of the said trades or industries or any of them or the business of any particular Member or group of Members of the Company or others and, in the case of work not effecting the whole of the said trades or industries, to make such arrangements as to special payment by such particular sections or Member or group of Members or others including the entering into of contracts or other arrangements whereby such work is undertaken at the sole cost and under the control and for the sole benefit of any such particular Member or group of Members or others as may be expedient.

(k) borrow or raise any money that may be required by the Company upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Company or by mortgage or charge of all or any part of the property of the Company.

(l) operate a banking account or accounts and to draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

(m) invest the moneys of the Company not immediately required in any one or more of the modes of investment for the time being authorised by law for the investment of trust fund's moneys or place on deposit at interest in such manner as may from time to time be determined subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(n) purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances and any rights or privileges necessary or convenient for the purposes of the Company, and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Company, and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Company.

(o) pay all expenses, preliminary or incidental to the formation of the Company and its registration.

(p) use the funds of the Company in the employment or persons of learning or skill, and the provision and use of buildings, and of instruments, materials and appliances and of any of the equipment of the Company for any form of studies which may be considered to have some bearing, whether immediate or ultimate, on practical problems involved in the nature or use of CAD/CAM systems (as more particularly defined in sub-clause (a) of clause 3).

(q) collect, arrange, index and publish information as to materials, patents, processes, machines, appliances and tools used or known in or in regard to computer aided systems (as more particularly defined in sub-clause (a) of clause 3) or the said trades or industries or likely to be useful thereto, and to establish and maintain an Information Department for the benefit of the Members of the Institute or others.

(r) establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or the dependants or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of such persons.

(s) procure the Company to be registered or recognised in any part of the Commonwealth or in any foreign country or place and to establish formal relations with other bodies overseas where this may be deemed to further the objects of the Company.

(t) do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

4. The liability of the members is limited.

5. Every member of the Company undertakes to contribute to the assets of the Company in the event of its 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 amongst themselves such amount as may be required not exceeding one pound.

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, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS:

JOHN O'DONNELL,
New Companies House,
17 Widgate Street,
London,
E1 7HP

Chartered Accountant.

MICHAEL MALLEY,
New Companies House,
17 Widgate Street,
London,
E1 7HP

Company Director.

DATED THIS 1st DAY OF October, 1981.

WITNESS TO THE ABOVE SIGNATURES:--

DANUTA O'DONNELL,
New Companies House,
17 Widgate Street,
London,
E1 7HP

Company Director.

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

CADCAM APPLICATIONS TRAINING AND SUPPORT COMPANY LIMITED

GENERAL

1. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings (if not inconsistent with the subject or context) set opposite to them respectively in the second column thereof:-

<u>Words</u>	<u>Meanings.</u>
The Act	The Companies Act 1948 (as amended by the Companies Acts 1967 to 1981)
These Articles	These Articles of Association and the regulations of the Company for time to time in force.
The Company	Cadcam Applications Training and Support Company Limited.
The Board of Management	The Directors for the time being of the Company.
Director	A member of the Board of Management.
Office	The registered office of the Company.
Seal	The Common Seal of the Company.
Secretary	The Secretary of the Company or any person appointed for the time being to perform his duties.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
Year	Year from 1st January to 31st December inclusive.
In writing	Written, printed, lithographed, or photographed, 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 shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

2. When any provision of the Act is referred to, the reference is to such provision as modified by any statute for the time being in force.

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.

MEMBERS

4. For the purpose of registration the number of members of the Company is declared not to exceed 50, but the Board of Management may from time to time register an increase of members.

* ~~5. (a) Each of the organisations listed in schedule A shall be entitled to nominate nine members of the company and each of the organisations listed in schedule B shall be entitled to nominate two member of the company.~~

~~(b) The Company in General Meeting may at any time resolve that any other organisation may be entitled to nominate a member of the Company.~~

6. The rights and privileges of a member of the Company shall be personal to the member and shall cease on death.

7. Every member shall be subject to the provisions of these Articles in relation to his membership and shall be deemed to have had knowledge thereof and to have consented thereto upon or prior to his becoming a member.

8. A member may at any time by notice in writing to the Company resign his membership and the name of a member so resigning shall forthwith be removed from the register of members and he shall thereupon cease to be a member of the Company. The Company shall also remove from the register of members the name of any member who shall die and whose death shall be proved to the satisfaction of the Company. Any organisation entitled to nominate a member may deposit at the office a written notice terminating the membership of a member so nominated.

GENERAL MEETINGS

9. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board of Management or its Chairman shall appoint.

10. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

11. Any three members or the Chairman may, whenever they or he thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisitionists, as provided by Section 132 of the Act.

NOTICE OF GENERAL MEETINGS

12. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is given, and shall specify the place, the day and the hour of meeting and, in the case of special business the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are under the Articles of the Association entitled to receive such notices from the Company. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

A) in the case of a meeting called as the Annual General Meeting, by all members entitled to attend and vote thereat; and

B) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at the meeting of all the members.

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice of it shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETING

14. All business that is transacted at an Extraordinary General Meeting shall be deemed special, and also all business that is transacted at an Annual General Meeting, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Board of Management and of the Auditors and the fixing of the remuneration of the Auditors.

15. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two members present in person shall be a quorum.

16. If within fifteen minutes 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 to such other day and at such other time and place as the Chairman of the meeting shall appoint, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting the members present shall be a quorum, provided in such circumstances the number of members present in person is no less than three.

17. The Chairman (if any) of the Board of Management shall preside as Chairman at every General Meeting of the Company but if there be no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Vice-Chairman (if any) of the Board of Management shall preside as Chairman of the meeting, but if there be no such vice-Chairman, or if he shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the members present shall choose one of their number to be Chairman of the meeting.

18. 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. Notice of an adjourned meeting shall be given as in the case of an original meeting except that the length of notice to be given shall be seven days at the least exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given.

19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members of the Company present in person and entitled to vote unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

A) by the Chairman; or

B) by at least three members present in person; or

C) by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands 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 book containing the minutes of proceedings 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 such resolution.

The demand for a poll may be withdrawn.

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

21. If a poll is duly demanded 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.

22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

23. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

24. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. The resolution may consist of more than one document in the like form, each signed by one or more than one person.

VOTE OF MEMBERS

25. Subject as hereinafter provided, every member of the Company shall have one vote, and no member shall vote by proxy.

26. Any corporation which is a member of the Company, may by resolution of its directors or other governing body, authorise each person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member.

27. No member shall be entitled to be present or to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid, but any accidental admission of a vote which is not authorised under this Article shall not invalidate the resolution upon which it was given.

DIRECTORS

28. No person who is not a member of the Company shall be or act as a Director. Every member of the Company shall on becoming a member become a Director.

POWERS OF THE BOARD OF MANAGEMENT

29. The business of the Company shall be managed by the Board of Management who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised or done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting, subject, nevertheless, to the provisions of any statute or of these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board of Management which would have been valid if that regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board of Management or by any other Article.

30. The Board of Management may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets or any part thereof and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

31. Subject to the provisions of the Company's Memorandum of Association and these Articles, the Board of Management may make rules with respect to the carrying into effect of all or any of the purposes of the Company or all or any of the provisions of these Articles.

32. A Director may contract with and be interested in any contract or proposed contract with the Company, and shall not be liable to account for any profit made by him by reason of any such contract, provided that the nature of the interest of the Director in any such contract must be declared at a meeting of the Board of Management as required by section 199 of the Act. No Director shall vote as such in respect of any contract or arrangement in which he shall be interested, but this prohibition shall not apply to any contract or arrangement for giving to a Director security for any advance made or guarantee given by him to or for the benefit of the Company or to any contract or arrangement for or relating to any allotment or proposed allotment of debentures to a Director and it may at any time be suspended or relaxed by the Company in General Meeting.

DISQUALIFICATION OF DIRECTORS.

33. The office of a Director 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 by notice in writing to the Company he resigns his office.
- D) If he becomes prohibited from holding office by reason of any order made under the Companies Acts 1948 to 1981.
- E) If he absents himself from the meetings of the Directors during a continuous period of twelve months without special leave of absence from the Directors and they pass a resolution that he has by reason of such absence vacated office.
- F) If he is removed from office by a resolution passed by a majority of not less than two-thirds of the Directors at a meeting of the Directors whereat not less than one-half of the Directors for the time being are present. Provided that on ceasing to be a Director for any reason, he shall automatically cease to be a member of the Company.

34. Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, section 185 of the Act shall not apply and therefore no Director, shall vacate or be required to vacate his office as such 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 the Articles, and any person proposed to be appointed a Director shall be capable of being re-appointed or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or approving the 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 re-appointed or appointed as such.

PROCEEDINGS OF THE BOARD OF MANAGEMENT

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

Quorum

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36. The Chairman of the Board of Management may, and on the request of three Directors the Secretary shall, at any time summon a meeting of the Board of Management. It shall not be necessary to give notice of a meeting of the Board of Management to any Director who is for the time being absent from the United Kingdom.

37. The Directors for the time being may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed or in accordance with these Articles as the necessary quorum of Directors it shall be lawful for them to act for the purpose of filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

38. The Board of Management shall from time to time elect from amongst their number a Chairman and a Vice-Chairman, and may determine for what period they are respectively to hold office. The Chairman shall be entitled to preside at all meetings of the Board of Management at which he shall be present. If no Chairman is elected, or if at any meeting he is not present within five minutes after the time appointed for holding the meeting, the Vice-Chairman shall act as Chairman of the meeting, and if no Vice-Chairman is elected, or if at any meeting he is not present within five minutes after the time appointed for holding the meeting, the Directors present shall choose one of their number to be Chairman of the meeting. A Chairman elected without any determination of the period for which he is to hold office shall be deemed to have been elected for a term of three years if he shall so long remain a member. A retiring Chairman may be re-elected. The Board of Management may fill any casual vacancy in the office of Chairman, but any Director appointed to fill such a vacancy shall be entitled to continue in office only so long as he shall remain a Director or so long as the Chairman in whose place he is appointed would (if continuing to be a Director) have been entitled to continue in office, whichever period shall be the shorter.

39. The Board of Management shall cause proper minutes to be made in books provided for the purpose of all appointments of officers made by the Board of Management and of the names of the Directors present at each meeting of the Board of Management and of any committee of the Board of Management and of all resolutions and proceedings at all meetings of the Company and of the Board of management and of committees of the Board of Management any minutes of any meeting, if purporting to be signed by the Chairman of that meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.

40. A resolution in writing signed by all the members for the time being of the Board of Management or of any committee of the Board of Management entitled to receive notice of a meeting of the Board of Management or of any such committee of the Board of Management (as the case may be) shall be as valid and effectual as if it had been passed at a meeting of the Board of Management or of such committee duly convened and held. The resolution may consist of more than one document in the like form, each signed by one or more than one person.

SECRETARY

41. The Secretary shall be appointed by the Board of Management for such time, at such remuneration and upon such conditions as (consistent with the provisions of Clause 4 of the Memorandum of Association) they may think fit, and the Secretary so appointed may be removed by them. The Board of Management may from time to time by resolution appoint an assistant or deputy Secretary, any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

42. The Board of Management shall provide for the safe custody of the seal, which shall only be used by the authority of the Board of Management or of a committee of the Board of Management authorised by the Board of Management in that behalf, and every instrument to which the seal shall be affixed, shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board of Management for the purpose.

ACCOUNTS

43. The Board of Management shall cause accounting records to be kept in accordance with the law for the time being in force.

44. The Accounting Records shall be kept at the office, or subject to the requirements of law at such other place or places as the Board of Management shall think fit and shall always be open to the inspection of the members of the Board of Management.

45. The Board of Management shall from time to time in accordance with law cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in the Act.

46. At the Annual General Meeting in every year the Board of Management 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 Management and the Auditors and copies of such account, balance sheet and report (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) 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.

AUDIT

47. 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.

48. Auditors shall be appointed and their duties regulated in accordance with law.

NOTICES

49. A notice or other document may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to him at his registered address as appearing in the register of members. But if the Company has reason to believe that the member has left such registered address it may effect service upon such member by sending the notice or other document to the address of the organisation by whom he was nominated.

50. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the notice is posted.

51. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(A) every member of the Company except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them; and

(B) the Auditor for the time being of the Company. No other person shall be entitled to receive notices of General Meetings; and

(C) every organisation who is for the time being entitled to nominate a member.

SCHEDULE A

- * 1. ~~The County Council of Cleveland.~~

SCHEDULE B

1. The Cadcam Association.

*By a Special Resolution dated 27 May 1997 the following was amended

- 5(a) Each of the organisation listed in Schedule A shall be entitled to nominate three members of the Company one of whom shall be nominated from a small to medium enterprise and each of the organisations listed in Schedule B shall be entitled to nominate two members of the Company
- (b) The Company in General Meetings may at any time resolve that any other organisation may be entitled to nominate one or more members as the Company shall decide.

SCHEDULE A

Middlesbrough Borough Council
Stockton on Tees Borough Council
Redcar & Cleveland Borough Council
Hartlepool Borough Council

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS:

JOHN O'DONNELL,
New Companies House,
17 Widegate Street,
London,
E1 7HP

Chartered Accountant.

MICHAEL MALLEY,
New Companies House,
17 Widegate Street,
London,
E1 7HP

Company Director.

DATED THIS 1st DAY OF October, 1981.

WITNESS TO THE ABOVE SIGNATURES:-

DANUTA O'DONNELL,
New Companies House,
17 Widegate Street,
London,
E1 7HP

Company Director.