



COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

* insert full
name of Company

Name of company

* **BALLOT SERVICES (ERS) LIMITED**

I, EDWARD NICHOLAS WILLIAM BROWN

of 1 DEAN FARRAR STREET, WESTMINSTER, LONDON SW1H 0DY

† delete as
appropriate

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~]
[person named as director or secretary of the company in the statement delivered to the registrar under
section 10(2)]† and that all the requirements of the above Act in respect of the registration of the above
company and of matters precedent and incidental to it 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 3 Dean Farrar Street
Westminster London SW1

Declarant to sign below

the 12th day of May
One thousand nine hundred and eighty eight
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.

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

Bircham & Co.,
1 Dean Farrar Street,
Westminster,
London SW1H 0DY

(Ref: RO/FF)

For official Use

New Companies Section

Post room

G

COMPANIES FORM No. 10

Statement of first directors and secretary and intended situation of registered office

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Name of company

* BALLOT SERVICES (ERS) LIMITED

* insert full name
of company

The intended situation of the registered office of the company or, incorporation is as stated below

6 CHANCEL STREET, LONDON SE1 0UU

Postcode

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

Messrs Bircham & Co, 1 Dean Farrar Street, Westminster
London SW1H 0DY

Postcode

Number of continuation sheets attached (see note 1)

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

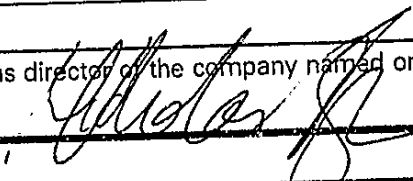
Bircham & Co.,
1 Dean Farrar Street,
Westminster,
London SW1H 0DY
(Ref RO/FF)

For official Use
General Section

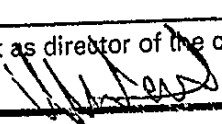
Post room

Handwritten signatures and initials in the Post room section.

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows

Name (note 3) EDWARD NICHOLAS WILLIAM BROWN		Business occupation SOLICITOR
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) 1 DEAN FARRAR STREET, WESTMINSTER LONDON		Date of birth (where applicable) (note 6)
	Postcode SW1H 0DY	
Other directorships † NONE		
I consent to act as director of the company named on page 1		
Signature 		Date 12 May 1988

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

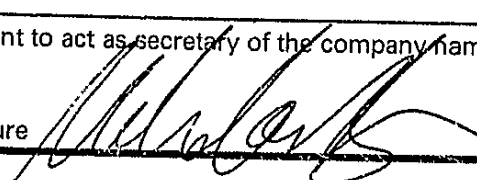
Name (note 3) MICHAEL DAVID WOOD		Business occupation TRUST ASSISTANT
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) 1 DEAN FARRAR STREET, WESTMINSTER, LONDON		Date of birth (where applicable) (note 6)
	Postcode SW1H 0DY	
Other directorships † Arc Developments (Wigan) Limited, Graham Family Settled Estates Ltd, Minoan Estates Ltd, Parapet Investments Ltd, Portcullis Investments Ltd, Radius Investments Ltd, Regbar (Ground Rents) Ltd, Stanmore Investments Ltd, Torch Investments Ltd, Witacrest Ltd		
I consent to act as director of the company named on page 1		
Signature 		Date 12 May 1988

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Please complete
this form

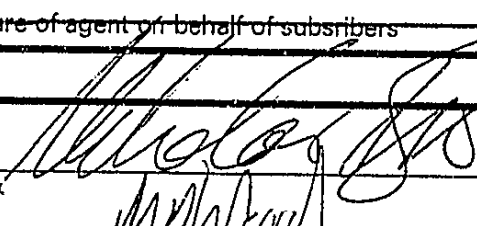
Please complete
legibly, preferably
in black type, or
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary or joint secretaries, of the company are as follows:

Name (notes 3 & 7) EDWARD NICHOLAS WILLIAM BROWN	
Previous name(s) (note 3)	
Address (notes 4 & 7) 1 DEAN FARRAR STREET, WESTMINSTER, LONDON	
	Postcode SW1H 0DY
I consent to act as secretary of the company named on page 1	
Signature 	Date 12 th May 1988

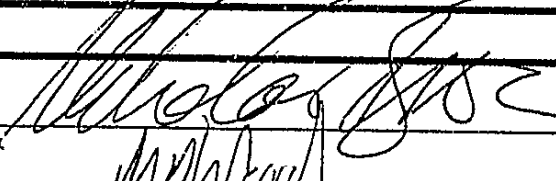
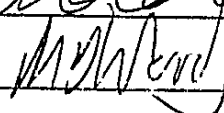
Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is
signed by the subscribers

Signature of agent on behalf of subscribers 	
Date	

delete if the form is
signed by an agent on
behalf of the subscribers

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed 	Date 12 th May 1988
Signed 	Date 12 th May 1988
Signed	Date
Signed	Date
Signed	Date
Signed	Date

COMPANY LIMITED BY SHARES

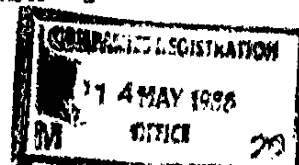
MEMORANDUM OF ASSOCIATION

- of -

BALLOT SERVICES (ERS) LIMITED

1. The name of the company is BALLOT SERVICES (ERS) LIMITED ("the Company").
2. The Registered Office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:-
 - (A) To conduct elections for voluntary associations and any other bodies by the quota-preferential method of election or by other methods of election expedient and to act as returning officers and registrars;
 - (B) To provide courses of instruction in the duties of the returning officers in the quota-preferential method of election;
4. To these ends:-
 - (A) To acquire, by gift or otherwise, purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company;
 - (B) To sell, let, mortgage, dispose of or turn to

250.
W+G.
036824



account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects;

- (C) To undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects;
- (D) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit;
- (E) To lend money with security, and to invest and deal with the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property and in such manner as may from time to time be determined;
- (F) On direction of the members to promote any company or companies for the purpose of acquiring all or any of the property and liabilities of the Company or for any other purposes calculated to benefit the Company;
- (G) To draw, make and accept bills of exchange and promissory notes and other negotiable instruments;
- (H) To establish and support or aid in the establishment and support of any charitable or educational associations or institutions and to expend, subscribe or guarantee money for charitable, educational or other purposes connected with furthering the objects of the Company;

(I) To do all such other things as are incidental or as the Company may think conducive to the attainment of the above objects or any of them, and to deal with any other matters of interest to members.

5. The liability of the members is limited.

6. The share capital of the Company is £100 divided into 100 shares of £1 each with power to increase and to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

We the undersigned whose names and addresses 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

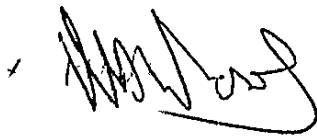

NUMBER OF SHARES TO BE
TAKEN BY EACH SUBSCRIBER

EDWARD NICHOLAS WILLIAM BROWN
1 Dean Farrar Street
Westminster
London SW1H 0DY

One

MICHAEL DAVID WOOD
1 Dean Farrar Street
Westminster
London SW1H 0DY

One



Dated this 12th day of May 1988

Witness to the above signatures

Name. ROBERT OWEN..... Signature Robert Owen..
Address 1 Dean Farrar Street, Westminster SW1H 0DY..
Description. Article Clerk.. Date 12th May 1988.....

The Companies Act, 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

BALLOT SERVICES (ERS) LIMITED

PRELIMINARY

1. In these Articles, if not inconsistent with the subject or context, the words set out in the first column of the table below shall bear the meanings set out opposite to them respectively in the second column thereof.

<u>WORDS</u>	<u>MEANINGS</u>
The Company	Ballot Services (ERS) Limited.
The Act	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
The Articles	These Articles of Association, as originally framed, or as from time to time altered by Special Resolution.
Table A	Table A in the Schedule to the Companies (Tables A-F) Regulations 1985

Save 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 but excluding any statutory modification thereof not in force when these Articles became binding on the Company.

2. The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.

3. Regulations 5, 8-21, 30-31, 36-45, 49-51, 57, 59-64, 71, 73-80, 82-83, 88-91, 94, 99-101 and 118 of Table A shall not apply to the Company.

4. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any share in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

5. The directors may not refuse to register any transfer of any share. The first sentence of regulation 24 of Table A shall not apply to the Company.

GENERAL MEETINGS

6. An Annual General Meeting shall be held not more than eighteen months after the incorporation of the Company and subsequently once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Company. All other General Meetings shall be called Extraordinary General Meetings.

7. The directors may call General Meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a General Meeting, any director or any member of the company may call

a general meeting.

NOTICE OF GENERAL MEETINGS

8. An Annual General Meeting and any Extraordinary General Meeting at which it is proposed to pass a Special Resolution shall be called by twenty one days' notice in writing at the least, and any other general meeting by fourteen days' notice in writing at the least, exclusive in either case of the day on which the notice is served or deemed to be served and of the day for which it is given.

The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at any General Meeting.

9. Every notice calling a general meeting shall specify the place and the day and hour of the meeting and in the case of an Annual General Meeting shall also specify the meeting as such. If other than routine business is to be transacted, the notice shall specify the general nature of such business; and, if any Resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect.

10. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-

- (A) Reading and considering the balance sheet, the ordinary reports of Directors and the Auditors and other accounts and documents required to be annexed to the balance sheet,
- (B) Appointing the Directors and confirming the

continuation of the Managing Directors and fixing the remuneration of the Directors and Managing Directors and determining the manner in which such remuneration is to be fixed;

- (C) Appointing Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed.

PROCEEDINGS AT GENERAL MEETINGS

11. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two members present in person shall be a quorum for all purposes.

12. If within half an hour from the time appointed for the meeting a quorum is not present the meeting 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 members may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum. Notice of the date of the adjourned meeting shall be given to all members entitled to notice.

13. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be

chairman.

14. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

15. A director shall, notwithstanding that he is not a member, be entitled to attend and speak but not to vote at any general meeting and at any separate meeting of the holders of any class of shares in the company.

16. 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 the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

DIRECTORS

17. The number of the directors and the names of the first directors shall be determined by the subscribers of the Memorandum of Association and confirmed at the first General Meeting.

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be less than two, not more than one of whom shall be a member of the Council of Management for the time being of The Electoral Reform Society of Great Britain and Ireland.

18. The Company may from time to time by ordinary

resolution increase or reduce the number of directors.

19. The remuneration of the directors shall from time to time be determined by the Company in General Meeting. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or General Meetings of the Company or in connection with the business of the Company.

20. The Company may by ordinary resolution, of which special notice has been given in accordance with the Act remove any director before the expiration of his period of office notwithstanding anything in these regulations or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.

POWERS AND DUTIES OF DIRECTORS

21. The business of the Company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these regulations, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these regulations, to the provisions of the Act 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 directors which would have been valid if that regulation had not been made.

22. The directors may by power of attorney or otherwise appoint any person such person to be approved by the members in General Meeting to be the agent of the Company for such purposes and on such conditions as they determine including authority for the agent to delegate all or any of his powers.

23. (1) A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the directors in accordance with section 317 of the Act.

(2) A director shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions (subject to paragraph (1) of this Clause being complied with) shall apply to:-

(a) any arrangement for giving any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the company; or

(b) any contract or arrangement with any other company in which he is interested only as an officer of the company or as a holder of shares or other securities;

and these prohibitions may at any time be suspended or

relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the Company in General Meeting.

(3) Any director may be authorised to act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorise a director or his firm to act as auditor to the Company.

24. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

25. The directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the directors, and of committees of directors;

and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

26. The directors shall have power at any time, and from time to time, to appoint any person to be a director. Any director so appointed shall hold office only until the next following Annual General Meeting.

MANAGING DIRECTOR

27. The directors may from time to time recommend the appointment of one or more of their body to the office of managing directors for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A director so appointed shall not, whilst holding that office, be subject to approval by the members annually but his appointment shall be automatically determined if he cease from any cause to be a director.

28. The directors may entrust to and confer upon a managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

PROCEEDINGS OF DIRECTORS

29. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. 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. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a

meeting of directors to any director for the time being absent from the United Kingdom.

30. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

31. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

32. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.

33. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

SECRETARY

34. Subject to the provisions of the Act the secretary shall be appointed by the directors for such term, at such

remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

THE SEAL

35. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors 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 directors for the purpose.

INDEMNITY

36. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default breach of duty or breach of trust in relation to the affairs of the Company.

Names, Addresses and Descriptions of the Subscribers

NAMES, ADDRESSES AND
DESCRIPTIONS OF SUBSCRIBERS



NUMBER OF SHARES TO BE
TAKEN BY EACH SUBSCRIBER

EDWARD NICHOLAS WILLIAM BROWN
1 Dean Farrar Street
Westminster
London SW1H 0DY

One

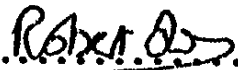
MICHAEL DAVID WOOD
1 Dean Farrar Street
Westminster
London SW1H 0DY

One

Dated this 12th day of May 1988

Witness to the above signatures

Name..... ROBERT OWEN..... Signature..... .....
Address..... 1 Dean Farrar Street, London SW1H 0DY.....
Description..... Articled Clerk..... Date..... 12 May 1988.....

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2263092

I hereby certify that

BALLOT SERVICES (ERS) LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 27 MAY 1988

F. A. Joseph.
F. A. JOSEPH

an authorised officer