



COMPANIES FORM No. 12

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

12

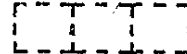
Please do not
write in
this margin

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



Name of company

*Insert full name of
company

* THE COMMONWEALTH SOCIETY FOR THE DEAF

I, Paul Lipert Spector

of 17 Queen Square

London WC1N 3RH

†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 40, Bernard Street
London, WC1

Declarant to sign below

the third day of August

One thousand nine hundred and ninety-two

before me Susan Black

Paul Spector

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

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

Baileys Shaw & Gillett
17 Queen Square
London WC1N 3RH
Tel: 071 837 5455
Ref: PLS

For official use
New Companies Section

Post room

G

COMPANIES FORM No. 30(5)(a)

Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

30(5)(a)

Please do not write in this margin

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

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

For official use

Company number

[] [] [] [] [] [] [] []

[]

Name of company

* THE COMMONWEALTH SOCIETY FOR THE DEAF

Note

This declaration should accompany the application for the registration of the company

* insert full name of company

I, Paul Lipert Spector

of 17 Queen Square

London WC1N 3RH

a [Solicitor engaged in the formation of the above-named company][~~person named as director or secretary of the above company in the statement delivered under section 10 of the above Act~~][†] do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

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

Declared at 40, Bedford Street,
London WC1

Declarant to sign below

the third day of August

One thousand nine hundred and ninety-two

before me Susan Black

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

Paul Spector

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

Baileys Shaw & Gillett
17 Queen Square
London WC1N 3RH
Tel: 071 837 5455
Ref: PLS

For official Use

New Companies Section

Post room

[] []

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

This form should be completed in black.

Company name (in full)

CN

2739343

For official use

u

THE COMMONWEALTH SOCIETY FOR THE DEAF

Registered office of the company on
incorporation.**RO**

17 Queen Square

Post town

County/Region

London

Postcode

WC1N 3RH

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

X

Name

Baileys Shaw & Gillett

RA

17 Queen Square

Post town

County/Region

London

Postcode

WC1N 3RH

Number of continuation sheets attached

5

To whom should Companies House
direct any enquiries about the
information shown in this form?

Baileys Shaw & Gillett

17 Queen Square

London

Postcode

WC1N 3RH

Telephone

071 837 5455

Extension

Ref: PLS

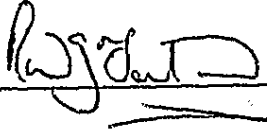
Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS	Mr
	Roy William John
	Foster
	FCA
AD	Cuddington
	28 Downs Side
	Post town Cheam
	County/Region Surrey
	Postcode SM2 7EQ
	Country England
I consent to act as secretary of the company named on page 1	
Signed	
	Date 2 nd July 1992.

Directors (See notes 1 - 5)

Please list directors in alphabetical order.


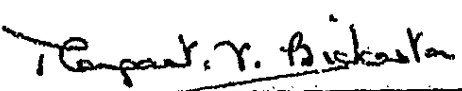
Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

* Voluntary details

Consent signature

CD	Dr.
	Margaret
	Bickerton
	MB, BS, DLO
AD	123 Church Road
	Post town Potters Bar
	County/Region Hertfordshire
	Postcode EN6 1EU
	Country England
DO	0 5 1 1 2 4
	Nationality NA British
OC	 General Practitioner (Retired)
OD	None
I consent to act as director of the company named on page 1	
Signed	
	Date 27/7/92

**Company Name
and Number**Name THE COMMONWEALTH SOCIETY FOR THE DEAF

No. _____

Company Secretary (See notes 1 - 5)

Name

*Style/Title

CS

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

AD

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Signed

Date

Consent signature**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name

*Style/Title

CD

Mrs

Forenames

Peggy

Surname

Fossey Chalmers

*Honours etc

Previous forenames

Previous surname

Address

AD

330 - 332 Gray's Inn Road

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Post town

County/Region LondonPostcode WC1X 8RMCountry England**DO** 2/7 02/3/7Nationality **NA** British

Date of birth

OC

Audiologist

Business occupation

OD

None

Other directorships

I consent to act as director of the company named on page 1

* Voluntary details

Consent signature

Signed

P. Fossey Chalmers

Date

9/7/92

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

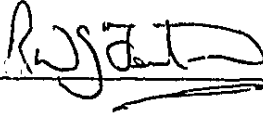
Consent signature


Delete if the form
is signed by the
subscribers.

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

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

Page 3

CD	Mr
	Roy William John
	Foster
	FCA
AD	Cuddington
	28 Downs Side
	Post town Cheam
	County/Region Surrey
	Postcode SM2 7EQ
	Country England
DO	2 15 0 15 3 10
	Nationality NA British
OC	Chartered Accountant
OD	J. Bibby & Sons PLC; Stainers Estates Ltd; Tadworth Court Trust; Roedean School; Southampton University Management School
I consent to act as director of the company named on page 1	
Signed	
	Date 20 July 1992

	
Signature of agent on behalf of all subscribers	Date 26th July 1992

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

**Company Name
and Number**Name THE COMMONWEALTH SOCIETY FOR THE DEAF

No. _____

Company Secretary (See notes 1 - 5)Name ***Style/Title****CS**

Forenames _____

Surname _____

***Honours etc** _____

Previous forenames _____

Previous surname _____

AddressUsual residential address must be given.
In the case of a corporation, give the
registered or principal office address.**AD**

Post town _____

County/Region _____

Postcode _____

Country England

I consent to act as secretary of the company named on page 1

Signed _____

Date _____

Consent signature**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name ***Style/Title****CD**

Mr

Kenneth

Gould

CBE, TD, LLB

***Honours etc** _____

Previous forenames _____

Previous surname _____

AddressUsual residential address must be given.
In the case of a corporation, give the
registered or principal office address.**AD**

Tithe Barn

Courts Mount Road

Post town HaslemereCounty/Region SurreyPostcode GU27 2PPCountry England**DO** 0 5 0 2 1 9Nationality **NA** British

Date of birth _____

OC

Solicitor (Retired)

Business occupation _____

OD

Goal Petroleum PLC

Other directorships _____

I consent to act as director of the company named on page 1

Signed Date 20/7/92**Consent signature**

* Voluntary details

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

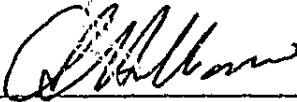
Consent signature

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Page 3

CD	Mr
	Christopher Adrian
	Holborow
	OBE, TD, MD, FRCS
AD	Witham House
	Witham Friary
	Post town Frome
	County/Region Somerset
	Postcode BA11 5HD
	Country England
DO	2 4 1 2 2 6
	Nationality NA British
OC	Consultant Surgeon
OD	Gracebeat Limited
I consent to act as director of the company named on page 1	
Signed	
	Date 7-July-92.

Baillie Shaw & Gillett	
Signature of agent on behalf of all subscribers	Date 31st July 1992

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

**Company Name
and Number**Name THE COMMONWEALTH SOCIETY FOR THE DEAF

No. _____

Company Secretary (See notes 1 - 5)Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

AD

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Signed

Date

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD

Mr

William Allan Cunningham

Mathieson

CB, CMG, MBE

AD

13 Sydney House

Woodstock Road

Post town Bedford Park

County/Region London

Postcode W4 1DP

Country England

DO

2 2 0 2 1 6

Nationality **NA** British**OC**~~Business~~ Consultant**OD**

None

I consent to act as director of the company named on page 1

Signed

* Voluntary details

Consent signature

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

Delete if the form
is signed by the
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Delete if the form
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agent on behalf of
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All the subscribers
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for them.

Page 3

CD	Mr
	Dennis Frederick
	Pearl
	CBE
AD	Hook Cottage
	Askett
Post town	Princes Risborough
County/Region	Buckinghamshire
Postcode	HP27 9LT
Country	England
DO	2 2 1 2 1 4
Nationality	NA British
OC	Company Director (Retired)
OD	None
I consent to act as director of the company named on page 1	
Signed	<i>DP Pearl</i>
Date	20.7.92

<i>Baillie Shaw & Clark</i>	
Signature of agent on behalf of all subscribers	Date 26.1 July 1992

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

Company Name and NumberName THE COMMONWEALTH SOCIETY FOR THE DEAF

No. _____

Company Secretary (See notes 1 - 5)

Name

*Style/Title

CS

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

AD

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Signed

Date

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name

*Style/Title

CD

Mr

Forenames

Roy

Surname

Rutter

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

AD

Latymers

Westmead

Post town

Roehampton

County/Region

London

Postcode

SW15 5BH

Country

England

DO

113 018 318

Nationality

NA

British

OC

Insurance Broker

OD

International Hosts Ltd; Hosts & Guests
Services Ltd; C T Bowring (Charities Fund)
Ltd

I consent to act as director of the company named on page 1

* Voluntary details

Consent signature

Signed

Date

24.7.92

Directors (continued)

(See notes 1 - 5)

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

*** Voluntary details**

Consent signature

Delete if the form
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authorised to sign
for them.

Page 3

CD	Mrs	
	Philippa	
	Tweedie	
AD	The Folly Farm	
	Montford Bridge	
	Post town	Shrewsbury
	County/Region	Shropshire
	Postcode	SY4 1AJ
	Country	England
	DO	2 0 0 8 4 7
	Nationality	NA British
	OC	None
	OD	None
	I consent to act as director of the company named on page 1	
Signed	<i>Philippa Tweedie</i> Date 20.7.92	

<i>Bailey Shaw & Skell</i>	
Signature of agent on behalf of all subscribers	Date 20. July 1992

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

**Company Name
and Number**Name THE COMMONWEALTH SOCIETY FOR THE DEAF
No. _____**Company Secretary** (See notes 1 - 5)Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

AddressUsual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS _____

AD _____

Post town _____

County/Region _____

Postcode _____ Country _____

I consent to act as secretary of the company named on page 1

Consent signature

Signed _____

Date _____

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

AddressUsual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD _____ Dr. _____

Donald Crowther

Wollman

MA, PHD

AD 24 Culverden Park

Post town Tunbridge Wells

County/Region Kent

Postcode TN4 9QR Country England

DO 1 3 0 1 1 7 Nationality **NA** British**OC** H M Inspector of Schools (Retired)**OD** None

I consent to act as director of the company named on page 1

*** Voluntary details****Consent signature**Signed Donald Crowther

Date 9/7/92

Directors (continued)

(See notes 1 - 5)

Name***Style/Title****Forenames****Surname*****Honours etc****Previous forenames****Previous surname****Address**

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth**Business occupation****Other directorships***** Voluntary details****Consent signature**

Delete if the form
is signed by the
subscribers.

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is signed by an
agent on behalf of
all the subscribers.

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

Page 3

CD	
AD	
Post town	
County/Region	
Postcode	Country
DD	Nationality NA
OC	
OD	
I consent to act as director of the company named on page 1	
Signed	Date

<i>Bailyns Shaw & Smith</i>	
Signature of agent on behalf of all subscribers	Date 26th July 1992

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

2739343



The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
of
THE COMMONWEALTH SOCIETY FOR THE DEAF

1. The name of the Company (hereinafter called "the Society") is "THE COMMONWEALTH SOCIETY FOR THE DEAF".
2. The registered office of the Society will be situate in England.
3. The Society's objects are, in any part of parts of the World, including, without limitation, any state or territory within the Commonwealth, to investigate and make known the numbers, conditions and needs of the deaf and the causes of deafness; to promote the relief, education and employment of the deaf; to initiate, stimulate and co-ordinate work for the deaf and for the prevention of deafness; to foster collaboration between organisations for the deaf and for the prevention of deafness and to promote activities for the benefit of such organisations. In this Memorandum of Association "the deaf" means persons who suffer from any degree of impairment of hearing.

In furtherance of the above objects but not further or otherwise the Society shall have the following powers:-

- (a) To establish and maintain or assist the establishment and maintenance of schools, training centres, other organisations, services and facilities for or in connection with the education, employment and welfare of the deaf.
- (b) To provide or arrange for the provision of goods, apparatus, machinery, appliances and articles of all descriptions used or suitable for the deaf and having for their objective the detection, prevention or alleviation of deafness or required in connection with the

46366

- 1 -

TPS.500/TX.TPS02

- manufacture, production or maintenance of any such articles or of articles made by the deaf.
- (c) To provide or assist the training of any persons for employment or voluntary service in connection with the objects of the Society.
 - (d) Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the Society in such manner and on such security as the Society may think fit.
 - (e) To take and accept any gift of money property or other assets whether subject to any special trust or not and to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Society in the shape of donations, subscriptions or otherwise.
 - (f) To lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company.
 - (g) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
 - (h) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities of any other company.
 - (i) To invest the moneys of the Society not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
 - (j) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Society may think necessary for the promotion of its objects.
 - (k) Subject to such consents as may be required by law, to sell, let mortgage, dispose of or turn to account all or any of the property or assets of the Society with a view to the furtherance of its objects.

- (l) Subject to Clause 4 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Society.
- (m) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (n) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Society and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Society or any such charitable organisation, institution, society or body.
- (o) To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Society.
- (p) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Society is authorised to amalgamate.
- (q) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Society.
- (r) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that:-

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

(ii) The Society shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Society would make it a Trade Union.

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

4. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Society, and no member of its Board of Directors shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society.

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

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

(ii) of interest on money lent by any member of the Society or of its Board of Directors at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Board of Directors or 3 per cent whichever is the greater;

(iii) of reasonable and proper rent for premises demised or let by any member of the Society or of its Board of Directors;

(iv) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board of Directors may also be a member holding not more than 1/100th part of the capital of that company; and

(v) to any member of its Board of Directors of reasonable and proper out-of-pocket expenses.

5. The liability of the members is limited.

6. Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while he is a member, or within one year after he ceases to be member, for payment of the debts and liabilities of the Society 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 £5.

7. If upon the winding up or dissolution of the Society 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 Society, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society, 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 Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Society 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.

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Margaret Bickerton
123 Church Road
Potters Bar
Hertfordshire EN6 1EU

Margaret Y. Bickerton

Medical Practitioner (retired)

Witness to the above signature:-

Elaine M. Fredericksen.
131. Church Road,
Potters Bar
Herts. EN6 1EU.

David Broughton Gibson Bishop
17 Queen Square
London WC1N 3RH

David Bishop

Solicitor

Witness to the above signature:-

P. B. Cross.
17 Queen Square
London WC1N 3RH.

Peggy Fossey Chalmers
330-332 Gray's Inn Road
London WC1X 8BM

Peggy Fossey Chalmers

Audiologist

Witness to the above signature:-

J. F. Knight
2, Titchwell Road,
London SW18 3LW

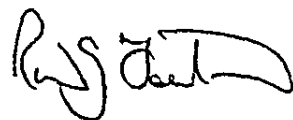
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


Roy William John Foster
Cuddington
28 Downs Side
Cheam
Surrey SM2 7EQ

Chartered Accountant

Witness to the above signature:-

3, Lynton Lodge,
26 Highbury Grove.
London. N5 2EH.

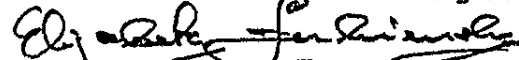


 P. Forsay Chartered.

Kenneth Gould
Tithe Barn
Courts Mount Road
Haslemere
Surrey GU27 2PP

Solicitor (retired)

Witness to the above signature:-


4, Elm Park House
Tulham Rd.
SW10 9SD

Elizabeth Lubienka

Christopher Adrian Holborow
Witham House
Witham Friary
Frome
Somerset BA11 5HD

Consultant Surgeon

Witness to the above signature:-

B Weare

84 Grange Gardens
Pinner
HAS 5QF



NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

William Allan Cunningham Mathieson
13 Sydney House
Woodstock Road
Bedford Park
London W4 1DP

Business Consultant

Witness to the above signature:-

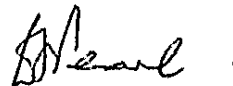


B Weare
84 Grange Gardens
Pinner, HAS 5QF

Dennis Frederick Pearl
Hook Cottage
Askett
Princes Risborough
Buckinghamshire HP27 9LT

Company Director (retired)

Witness to the above signature:-



B Weare
84 Grange Gardens
Pinner HAS 5QF

Roy Rutter
Latymers
Westmead
Roehampton
London SW15 5BH

Insurance Broker

Witness to the above signature:-



Margaret Hamilton
7 Bramshill Gardens,
London NW5 1JJ

Philippa Tweedie
The Folly Farm
Montford Bridge
Shrewsbury
Shropshire SY4 1AJ

Company Director

Witness to the above signature:-

Philippa Tweedie
Margaret Hamilton
7 Bramshill Gardens, London NWS 15J

Donald Crowther Wollman
24 Culverden Park
Tunbridge Wells
Kent TN4 9QR

Donald Wollman

Her Majesty's Inspector of Schools (retired)

Witness to the above signature:-

DESKINE PERUS
FACULTY OF SCIENCE & TECHNOLOGY
NESCOT
REIGATE RD
SURREY KT11 3DS.

Dated this 31st day of July 1992

The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of
THE COMMONWEALTH SOCIETY FOR THE DEAF

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:-

<u>WORDS</u>	<u>MEANINGS</u>
the Act	The Companies Act 1985 as amended by the Companies Act 1989
these presents	These Articles of Association, and the regulations of the Society from time to time in force
the Society	The above-named Company
the Board	The board of directors for the time being of the Society
the Office	The registered office of the Society
the Seal	The common seal of the Society
the United Kingdom	Great Britain and Northern Ireland
month	Calendar Month
in writing	Written, printed, photographed, photocopied or lithographed, or partly one and partly another, and other modes or 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.

Except where there is an express provision to the contrary or where the context otherwise requires, reference to a statute shall be construed as a reference to such statute as the same may have been, or may from time to time be, amended or re-enacted.

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 Society shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Society proposes to be registered is unlimited.
3. The provisions of sections 191, 352 and 353 of the Act shall be observed by the Society, and every person wishing to become a member of the Society shall sign a written application in such form as may from time to time be prescribed by the Board.
4. The Society 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 Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Society.

MEMBERSHIP/CORPORATE MEMBERSHIP

6. (a) It shall be entirely at the discretion of the Board whether any applicant for membership shall or shall not be admitted to membership. The decision of the Board as to the admission of any applicant to membership shall be final and the Board may refuse to admit any application without giving any reason therefor.
(b) The name and address of every person admitted to membership shall be entered into the Register of Members and notification of admission shall thereupon be given to the member.
7. Membership of the Society shall not be transferable or transmissible.

HONORARY MEMBERSHIP

8. The Board may elect any person to Honorary Membership of the Society on such terms as the Board may think fit. An Honorary Member shall not be required to pay

a subscription and shall not be entitled to vote at General Meetings. In all other respects he shall be a member of the Society.

LIFE MEMBERSHIP

9. The Board may elect any person to Life Membership of the Society. Life Membership may be granted as a recognition of outstanding service to the Society in which case it shall be honorary, and no subscription need be paid. Life Membership may also be granted through payment of a special subscription to be decided from time to time by the Board. A Life Member shall in all respects be a member of the Society.

CESSATION OF MEMBERSHIP

10. A person shall cease to be a member of the Society:-
- (a) if he gives notice in writing to the Society of his desire to resign his membership;
 - (b) if the Board reasonably considers that he has been guilty of conduct which may bring the Society into disrepute; but so that no such decision shall be taken unless reasonable opportunity has been given to the member concerned to attend and speak on his own behalf at the meeting of the Board at which his case is considered;
 - (c) if his subscription remains unpaid for three months after the same has become due.
11. A person who ceases to be a member shall remain liable for any annual subscription or other moneys which may be due from him to the Society under these presents at the time of his ceasing to be a member and for any sums which may thereafter become payable by him under the Memorandum of Association.

SUBSCRIPTIONS

12. (a) The subscriptions payable by members shall be annual subscriptions and shall be fixed by the Board for each calendar year either before commencement of the year or during the course of the year as the Board shall decide. The Board may fix different rates of subscription for different classes of membership and in particular the Board may fix different rates of subscription for membership by individuals from those for corporations or partnerships.
- (b) Such subscriptions shall be payable in advance on 1st January of each year or such other date as the Board may decide and the full amount of any subscription shall be payable by a member in respect of a full year's membership:-

- (i) where a person becomes a member during the period in respect of which a subscription is payable;
 - (ii) where a person ceases to be a member before the end of a period in respect of which a subscription is payable, in which case such person shall remain liable for any subscription or other moneys which may be due from him to the Society under these presents at the time of his ceasing to be a member and for any sums which may thereafter become payable by him under the Memorandum of Association.
- (c) The Board may from time to time and at any time waive payment in whole or in part of any subscriptions.

GENERAL MEETINGS

- 13. The Society 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 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.
- 14. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 15. The Board 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 368 of the Act.
- 16. 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 Society, 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.

17. 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

18. 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 Board and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
19. 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 five (5) members present in person or by proxy shall be a quorum.
20. 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 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.
21. The chairman of the Board or in his absence the vice chairman shall preside as chairman at every General Meeting. In the absence of the chairman and the vice chairman more than fifteen minutes after the time appointed for holding the meeting, the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Society who shall be present to preside.
22. 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.

23. 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 Society 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.
24. Subject to the provisions of Article 26, 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.
25. No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment.
26. 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.
27. 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 a poll has been demanded.

VOTES OF MEMBERS

28. Subject as hereinafter provided, every member personally present shall have one vote.
29. 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 Society in respect of his membership, shall be entitled to vote on any question, either personally or by proxy, at any General meeting.
30. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act.
31. On a poll votes may be given either personally or by proxy.
32. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly

authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Society.

33. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time 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 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

34. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

" The Commonwealth Society for the Deaf

I/We _____ of _____ in the
County of _____ being a member/members of
the above named company, hereby appoint _____ of
_____ or failing him _____ of
_____ as my/our proxy to vote for me/us on
my/our behalf at the (Annual or Extraordinary, as the
case may be) General Meeting of the company to be held
on the _____ day of _____ 19____, and at any
adjournment thereof.

Signed this _____ day of _____ 19____ "

35. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

" The Commonwealth Society for the Deaf

I/We _____ of _____ in the
County of _____ being a member/members of
the above named company, hereby appoint _____ of
_____ or failing him _____ of
_____ as my/our proxy to vote for me/us on
my/our behalf at the (Annual or Extraordinary, as the
case may be) General Meeting of the company to be held
on the _____ day of _____ 19____, and at any
adjournment thereof.

Signed this _____ day of _____ 19____ "

This form is to be used *in favour of the resolution.
against

Unless otherwise instructed, the proxy will vote as he

thinks fit.

*Strike out whichever is not desired."

36. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
37. 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 such death, insanity or revocation as aforesaid shall have been received by the Society at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

THE BOARD OF DIRECTORS

38. There shall be a board of directors for the direction and management of the affairs of the Society which, subject to these presents, shall consist of not less than five (5) nor more than twelve (12) members.
39. The Society in General Meeting may from time to time increase or reduce the number of members of the Board and may also determine in what rotation such increased or reduced number shall vacate office.
40. No person shall be eligible to be a member of the Board unless he shall be a member of the Society or a representative duly authorised by a corporation which is a member of the Society.

ROTATION OF MEMBERS OF THE BOARD

41. At the first Annual General Meeting of the Society all the members of the Board shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the members of the Board for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
42. The members of the Board to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Board on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
43. A retiring member of the Board shall be eligible for re-election.
44. The Society at the meeting at which a member of the Board retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member of the Board 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 of the Board shall have been put to the meeting and lost.

45. No person other than a member of the Board retiring at the meeting shall unless recommended by the Board be eligible for election to the office of member of the Board at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the Office notice in writing signed by a member duly qualified to attend 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 that person of his willingness to be elected.
46. The Board shall have power at any time, and from time to time, to appoint any person to be a member of the Board, either to fill a casual vacancy or as an addition to the existing members of the Board, but so that the total number of members of the Board shall not at any time exceed any maximum number fixed in accordance with these Articles. Any member of the Board so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of the Board who are to retire by rotation at such meeting.
47. The Society may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any member of the Board before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Society and such member of the Board.
48. The Society may by ordinary resolution appoint another person in place of a member of the Board removed from office under the immediately preceding Article. Without prejudice to the powers of the Board under these presents the Society in General Meeting may appoint any person to be a member of the Board either to fill a casual vacancy or as an additional member of the Board. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Board on the day on which the member of the Board in whose place he is appointed was last elected a member of the Board.

DISQUALIFICATION OF MEMBERS OF THE BOARD

49. The office of a member of the Board shall be vacated:-
- (a) if he becomes bankrupt or he makes any arrangement or composition with his creditors;

or

- (b) if he becomes incapable by reason of mental disorder, illness or injury of managing his property or affairs; or
- (c) if he ceases to be a member or the authorised representative of a member of the Society; or
- (d) if by notice in writing to the Society he resigns his office; or
- (e) if he becomes prohibited from holding office by reason of an order made under section 300 of the Act or an order made under any provision of the Company Directors Disqualification Act 1986; or
- (f) if he is removed from office by a resolution duly passed pursuant to section 303 of the Act.

50. A member of the Board shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

BORROWING POWERS

51. The Board may exercise all the powers of the Society to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Society or of any third party subject to such consents as may be required by law.

POWERS AND DUTIES OF THE BOARD

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

53. In the exercise of the aforesaid powers and in the management of the business of the Society, the members of the Board shall always be mindful that they are charity trustees within the definition of Section 46 of the Charities Act 1960 as the persons having the general control and management of the administration of a charity.

THE OFFICERS

54. The Board shall each year appoint from their number a chairman, a vice chairman, a treasurer, and such other officers of the Society as the Board may from time to time think necessary and subject to the provisions of these presents such other officers shall perform such duties as may be prescribed by the Board. They shall hold office until their successors are appointed but any such officer may be removed at any time by the Society in General Meeting or by the Board.
55. The chairman shall act as chairman of all the meetings of the members and of the Board. He shall also perform such other duties as may be prescribed by these presents, the Society in General Meeting or the Board.
56. The vice chairman in the absence of the chairman may perform the duties and exercise the powers of the chairman and shall perform such other duties as may be prescribed by these presents, the Society in General Meeting or the Board.
57. The treasurer shall perform such duties as may be prescribed by these presents or the Board and, if and when directed so to do or the Board, shall keep full and accurate accounts of the receipts and disbursements of the Society and shall render to the Board at regular meetings of the Board or whenever they may require it a statement of the financial condition of the Society.

LIFE PRESIDENT, PRESIDENT, VICE PRESIDENTS AND PATRONS

58. The Board may appoint a life president, president and one or more vice presidents and patrons of the Society. The terms and conditions of such appointments shall be determined by the Board. Such persons shall not by virtue only of such appointments be directors or members of the Society.

SECRETARY

59. Subject to section 13(5) of the Act the secretary shall be appointed by the Board 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 Board 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

60. The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board or of one member of the Board and the secretary, and the said members or member 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 Society such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

PROCEEDINGS OF THE BOARD

61. The Board 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, five (5) 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.
62. A member of the Board may, and on the request of a member of the Board the secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
63. The members for the time being of the Board may act notwithstanding any vacancy in their body, provided always that in case the members of the Board 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 for the purpose of admitting persons to membership of the Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
64. The chairman or in his absence the vice chairman shall preside at all meetings of the Board. In the absence of the chairman and vice chairman the members of the Board present shall choose one of their number to be chairman of the meeting.
65. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Board generally.
66. (a) The Board may delegate any of their powers of

day to day administration to committees consisting of such member or members of the Board 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. Any such committee may itself appoint sub committees, for particular purposes, as required provided that all acts and proceedings of such committees or sub committees shall be reported back to the board as soon as possible and provided further that any such committee or sub committee shall only incur expenditure in accordance with a budget previously agreed by the Board.

- (b) Without prejudice to the generality of the foregoing provision, in order to extend the sources of advice, guidance and support available to it, the Board may create and appoint advisory committees consisting of individuals whether members of the Society or not whose experience or qualifications relate to the objects of the Society and representatives of organisations or institutions with comparable purposes or capacities to assist the Society in pursuing its objectives. Appointments may be made or terminated by the Board in its discretion. The chairman of the Board, or a person designated by the chairman, shall preside at meetings of any such advisory committee which may be attended by any member of the Board.
- (c) The meetings and proceedings of any such committee, sub committee or advisory committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.

- 67. All acts bona fide done by any meeting of the Board or of any committee or sub committee of the Board, or by any person acting as a member of the same, 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.
- 68. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Society and of the Board and of committees and sub committees of the Board, and all business transacted at such meeting, 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

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

ACCOUNTS

70. The Board shall cause accounting records to be kept in accordance with the provisions of the Act.
71. The accounting records shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Society.
72. The Board shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Society in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.
73. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the auditor's report, and Board's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Society. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures.

AUDIT

74. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

75. A notice may be served by the Society 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.
76. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Society 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 Society.

77. 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

78. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these presents.

RULES OR BYE LAWS

79. The Board may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate in so far as the same is not regulated by these presents:-
- (a) The admission and classification of members of the Society, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
 - (b) The conduct of members of the Society in relation to one another, and to the Society's servants.
 - (c) The setting aside of the whole or any part or parts of the Society's premises (if any) at any particular time or times or for any particular purpose or purposes.
 - (d) The procedure at general meetings and meetings of the Board and committees and sub committees of the Board.
 - (e) Any, generally, all such matters as are commonly the subject matter of company rules.

The Society in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring to the notice of members of the Society all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Society, provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Society.

INDEMNITY AND INSURANCE

80. Subject to the provisions of and so far as may be permitted by law, every director, auditor, secretary or other officer of the Society shall be entitled to be indemnified by the Society against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Society and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.
81. The Society may purchase and maintain for any officer or auditor of the Society insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Society.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Margaret Bickerton
123 Church Road
Potters Bar
Hertfordshire EN6 1EU

Margaret. Y. Bickerton

Medical Practitioner (retired)

Witness to the above signature:-

Glennie M. Frederickson.
131. Church Road
Potters Bar
Herts. EN6.

David Broughton Gibson Bishop
17 Queen Square
London WC1N 3RH

David B. Bishop

Solicitor

Witness to the above signature:-

M B Cross
17 Queen Square
London WC1N 3RH

Peggy Fossey Chalmers
330-332 Gray's Inn Road
London WC1X 8BM

Peggy Fossey Chalmers

Audiologist

Witness to the above signature:-

P. Knight
2, Titchwell Road,
London SW18 3HW.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

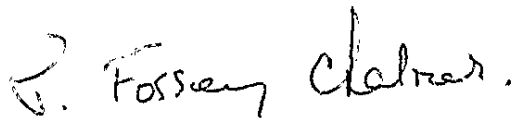
Roy William John Foster
Cuddington
28 Downs Side
Cheam
Surrey SM2 7EQ



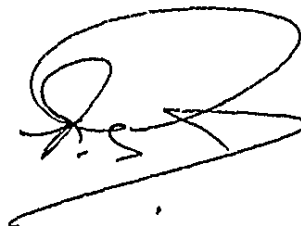
Chartered Accountant

Witness to the above signature:-

3, Lynton Lodge,
26 Highbury Close.
London - N5. 2EH.


 G. Fossey Chartered.

Kenneth Gould
Tithe Barn
Courts Mount Road
Haslemere
Surrey GU27 2PP



Solicitor (retired)

Witness to the above signature:-


9, Elm Park House
Fulham Rd.
SW.10 9PD

Elizabeth Lubienstra

Christopher Adrian Holborow
Witham House
Witham Friary
Frome
Somerset BA11 5HD



Consultant Surgeon

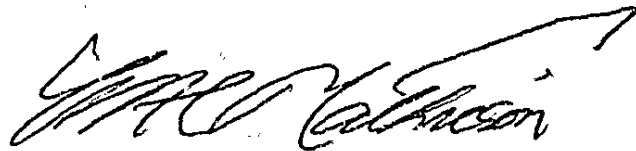
Witness to the above signature:-

B. Weare

84 Grange Gardens
Pinner
H&S 5QF

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

William Allan Cunningham Mathieson
13 Sydney House
Woodstock Road
Bedford Park
London W4 1DP



Business Consultant

Witness to the above signature:-

B Weare
84-frange Gardens
Pinner HAS 5QF

Dennis Frederick Pearl
Hook Cottage
Askett
Princes Risborough
Buckinghamshire HP27 9LT



Company Director (Retired)

Witness to the above signature:-

B Weare
84-frange Gardens
Pinner HAS 5QF

Roy Rutter
Latymers
Westmead
Roehampton
London SW15 5BH



Insurance Broker

Witness to the above signature:-

Margaret Hamilton
7 Bramshill Gardens,
London NW5 1JT

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Philippa Tweedie
The Folly Farm
Montford Bridge
Shrewsbury
Shropshire SY4 1AJ

Company Director

Witness to the above signature:-

Philippa Tweedie
Margaret Hamilton
7 Bramshill Gardens, London NW5 1JJ

Donald Crowther Wollman
24 Culverden Park
Tunbridge Wells
Kent TN4 9QR

Donald Wollman

Her Majesty's Inspector of Schools (retired)

Witness to the above signature:-

DESKING PRICE
SCIENCE AND TECHNOLOGY (Faculty)
REICATE ROAD
NESLOT.
SURREY KT17 3DS.

Dated this 31st day of July 1992

FILE COPY



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

No. 2739343

I hereby certify that

THE COMMONWEALTH SOCIETY FOR THE DEAF

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 13 AUGUST 1992

F. A. Joseph.

F. A. JOSEPH

an authorised officer