

C/W 16/12
2971100

THE COMPANIES ACT 1985

Company Limited by Guarantee
and not having a share capital



MEMORANDUM OF ASSOCIATION

OF

UK COUNCIL FOR ELECTRONIC BUSINESS

1. The Company's name is "UK Council for Electronic Business" ("UKCEB")
2. The Company's registered office is to be situated in England.
3. The Company is established for the following objects:-
 - a) To encourage and promote professional growth and educational advancement for the benefit of industry, commerce, the public and members of society as a whole and, in particular, those who are or will be engaged in all aspects of Computer-aided Acquisition and Logistic Support ("CALS") and Electronic Data Interchange ("EDI").
 - b) To provide opportunities by means of members and public lectures, conferences, papers, questionnaires and dialogue with a view to the dissemination of knowledge, ideas, techniques and experience on all matters of interest in relation to UKCEB.

In furtherance of such objects, but not otherwise the Company shall have power:-

- 3.1 To hold members and public meetings of UKCEB for reading and discussing communications bearing upon CALS/EDI, or the application thereof, or upon subjects related thereto.
- 3.2 To facilitate the interchange of information and ideas and to provide the means of correspondence, printing, publication and communication of information on related subjects.
- 3.3 To establish scholarships, organise lectures, grant prizes for papers and by other similar means enhance and enlarge the knowledge of CALS/EDI and subjects relating thereto.

- 3.4 To market, advertise and actively recruit members and promote by all means the objects of UKCEB.
- 3.5 To establish and maintain for the benefit of the members of UKCEB and other a situations vacant bureau facility.
- 3.6 To prepare edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literary undertaking's treating on or bearing upon the study of CALS/EDI management and to establish, form and maintain public libraries, collections of literature, statistics and other material for study of interest in connection with the development and improvement of the same object and to translate, compile, collect, publish, lend and sell any literature, statistics and other material and to disseminate them to the public by means of reading of papers, delivery of lectures the holding of discussions and the giving of advice or otherwise and to provide funds for such work.
- 3.7 To confer, consult, maintain contact and co-operate with any authorities, institutions, institutes, societies, confederations, associations or other bodies, established or to be established in the United Kingdom of Great Britain and Northern Ireland (UK) or elsewhere and to promote the work and objects of UKCEB internationally.
- 3.8 To establish, undertake, supervise, administer and contribute to any charitable fund from which may be made donations or advances to persons at any time employed by UKCEB, or who are or may have been engaged in the work of CALS and EDI and are not members of UKCEB.
- 3.9 To establish, maintain, control, manage and operate Local Branches, Chapters, Groups, Sections, Divisions within the United Kingdom of Great Britain and Northern Ireland or elsewhere as may be designated (subject to the laws of the country concerned) and from time to time determine the constitution, rights, privileges, obligations and duties of such branches, chapters, groups, sections and divisions, and when thought fit to dissolve and modify the same.
- 3.10 To undertake and execute any charitable trusts which may lawfully be formed by UKCEB and which may be related to its objects.
- a) (i) To promote and advance the interests of persons, firms or companies working or otherwise engaged in the fields of CALS and EDI (hereinafter called the field).
- (ii) To encourage the study of technical and other matters in connection with the field, to promote improvement in standards and quality of work within the field and to establish, amend, publish, enforce and supervise regulations and standards of service and work in respect of the field
- (iii) To collect, compile and circulate information, statistics and data of every description relating to all matters of all kinds affecting the field and to provide facilities for the encouragement and development of inventions and improvements in connection therewith.

- (iv) To watch over, defend, protect and advance the interest of persons, firms or companies working or otherwise engaged in the field.
 - (v) To give the legislative and public bodies and others, facilities for conferring with and ascertaining the views of persons, firms and companies engaged in the trade as regards matters directly or indirectly affecting that field.
 - (vi) To protect and indemnify the members of the Association from and against fraudulent or unfounded claims and to take steps to expose and defend such claims and to punish those who are concerned in making or supporting them.
 - (vii) To promote freedom of field and liberty of action in relation to the carrying on of the field and to oppose and counteract effects calculated directly or indirectly to interfere with such freedom of field and liberty of action.
 - (viii) To retain or employ professional or technical advisers or workers in connection with the objects of the Company and to pay such fees for their services as may be thought expedient.
 - (ix) To negotiate contracts and agreements with potential clients on behalf of members of the group on an individual or group basis.
- b) To borrow and raise money for the purposes of UKCEB in such manner and on such security as UKCEB may think fit.
 - c) To conduct appeals for money or other gifts or for any other assistance for any of the purposes of UKCEB, and to solicit and accept subscriptions and donations (whether of real or personal property) and devises and bequests for any of the purposes of UKCEB.
 - d) To invest the moneys of UKCEB not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
 - e) 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 structures.
 - f) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of UKCEB as may be thought expedient with a view to the promotion of its objects.
 - g) Subject to Clause 4. hereof to employ and pay architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of UKCEB.

- h) To grant pensions and retirement benefits to or for employees or former employees and to the widows, children and other dependants of deceased employees and to pay or subscribe to funds or schemes for the provision of life assurance, pensions and retirement benefits for employees and former employees their widows, children and other dependants.
- i) To subscribe to, become a member of, or amalgamate or co-operate with any other organisation, institution, society or body not formed or established for purposes of profit (whether present or future) and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- k) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- l) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- m) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the

Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

- p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- q) To remunerate any person, firm or company rendering services to the Company either by cash payment or otherwise as may be thought expedient.
- r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same.
- s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company.
- t) In the event of the dissolution or winding up of the company its assets may not be distributed amongst the members but should be given or transferred to some other institution having similar objects or, failing that, to some other charitable object.
- u) To procure the Company to be registered or recognised in any part of the world.
- v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:

- 1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company.
- 2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.
- 3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- 4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
4. The income of the Company, from wherever derived, shall be applied solely to promoting the above objects and no distribution shall be made.
5. The liability of the Members is limited.
6. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities 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.

Subscriber:

Name:

For and on behalf of:

Address:

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Signature:

Witness:

Name:

For and on behalf of:

Address:
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.....
.....
Signature:

THE COMPANIES ACT 1985

Company Limited by Guarantee
and not having a share capital

ARTICLES OF ASSOCIATION OF UK COUNCIL FOR ELECTRONIC BUSINESS (UKCEB)

Preliminary

1.
 - a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
 - b) Clauses 2 to 35 (inclusive), 57, 59, 102 to 108 (inclusive), 110, 114, 116 and 117 in Table A shall not apply to the Company.
 - c) In these Articles the expression "the Act" means the companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

Interpretation

2. Clause 1 in Table A shall be read and construed as if the definition of "the holder" were omitted therefrom.

Members

3. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be Members of the Company. No person shall be admitted as a Member of the Company unless he is approved by the Directors. Every person who wishes to become a Member shall deliver to the Company an application for membership, in the following form or in such form as the Directors shall from time to time require:-

To the Board of UKCEB:-

I (name) of (address) wish to become a member of the Company and hereby apply to be admitted as a member subject to the provisions of its Memorandum & Articles of Association.

Signature of applicant:

4. A Member may at any time withdraw from the Company by giving at least three months notice to the company. Membership shall not be transferable and shall cease on death.

General Meetings and Resolutions

5. a) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least twenty-one days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed:
- i) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - ii) in the case of any other General Meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the Meeting of all Members.
- b) The notice shall specify the time and place of the Meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such.
- c) The notice shall be given to all the Members and to the Directors and Auditors.
- d) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
- e) Clause 38 in Table A shall not apply to the Company.
- f) Any Member of the Company entitled to attend and vote at a General Meeting shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the Member to speak at the Meeting.

Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies.

6. a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.
- b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General 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 Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore such adjourned General Meeting shall be dissolved.

- c) Clause 41 in Table A shall not apply to the Company.
- 7. Clause 44 in Table A shall be read and construed as if the words "and at any separate meeting of the holders of any class of shares in the Company" were omitted therefrom.
- 8. Clause 46 in Table A shall be read and construed as if paragraph (d) was omitted therefrom.

Votes of Members

- 9. a) On a show of hands, every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.
- b) Clauses 54 and 55 in Table A shall not apply to the Company.

Appointment of Directors

- 10. a) Clause 64 in Table A shall not apply to the Company.
- b) The maximum and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting. Subject to and in default of any such determination the minimum number shall be five and the maximum number twelve. The Directors shall have the authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally and Clause 89 in Table A shall be modified accordingly.

Borrowing Powers

- 11. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking and property, or any part thereof, and to issue debentures, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Alternate Directors

- 12. a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.
- b) A Director, or any such other person as is mentioned in Clause 65 in Table A,

may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

Disqualification of Directors

13. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

Gratuities and Pensions

14. a) The Directors may exercise the powers of the Company conferred by Clause 3(s) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- b) Clause 87 in Table A shall not apply to the Company.

Proceedings and Directors

15. a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

Minutes

16. Clause 100 in Table A shall be read and construed as if the words "of the holders of any class of shares in the Company" were omitted therefrom.

Notices

17. Clause 112 in Table A shall be read and construed as if the second sentence was omitted therefrom.
18. Clause 113 in Table A shall be read and construed as if the words "or of the holders of any class of shares in the Company" were omitted therefrom.

Indemnity

19. a) Every Director or other officer of the Company shall be indemnified out of the

assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

- b) Clause 118 in Table A shall not apply to the Company.

Rules or Byelaws

20. The Directors may from time to time make such Rules or Bye Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or Bye Laws regulate:-

- (i) The admission and classification of members of the Company, 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.
- (ii) The conduct of members of the Company in relation to one another, and to the Company's servants.
- (iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
- (iv) The procedure at general meetings and meetings of the Directors and Committees of the Company in so far as such procedure is not regulated by these presents.
- (v) And, generally, all such matters as are commonly the subject matter of Company rules.

The Company in General Meeting shall have such power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. 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 Company.

21. Clause 6 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.