

**FILE COPY**



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

Company No. 4123433

The Registrar of Companies for England and Wales hereby certifies that  
THE IDM INSTITUTE OF DIRECT AND INTERACTIVE MARKETING  
LIMITED

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

Given at Companies House, Cardiff, the 12th December 2000



\*N041234337\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



**C O M P A N I E S   H O U S E**

HC007B

4123433

12



Companies House  
for the record

Please complete in typescript,  
or in bold black capitals.

CHFP000

### Declaration on application for registration

Company Name in full

THE IDM INSTITUTE OF DIRECT AND  
INTERACTIVE MARKETING LIMITED

I, DANIEL JOHN DWYER  
of 6 BRIMSTONE CLOSE, CHELSFIELD PARK,  
CHELSFIELD, KENT. BR6 7ST

† Please 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 of the  
Companies Act 1985] and that all the requirements of the Companies Act  
1985 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 Statutory Declarations Act 1835.

Declarant's signature

Declared at

84 TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Day Month Year

On 21 11 2000

① Please print name.

before me ①

JEREMY A. COWDRY

Signed

Date

21ST NOVEMBER 2000

† A ~~Company~~ ~~Director~~ ~~for~~ ~~On~~ ~~the~~ ~~of~~ ~~Public~~ ~~Interest~~ ~~of~~ ~~the~~ ~~Part~~ ~~to~~ Solicitor

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

D & D LAW AGENCY SERVICES LTD	
86/99 TEMPLE CHAMBERS	
TEMPLE AVENUE	
LONDON EC4Y 0HP	
TELEPHONE: (0171) 583 6161	
DX number	LDE 356 LONDON CHANCERY LANE



ED7  
COMPANIES HOUSE  
COMPANIES HOUSE

0094  
07/12/00  
24/11/00

For

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland DX 235 Edinburgh



Companies House

— for the record —

10

Please complete in typescript,  
or in bold black capitals.

CHFP000

First directors and secretary and intended situation of  
registered office

Notes on completion appear on final page

Company Name in full

THE INSTITUTE OF DIRECT AND  
INTERACTIVE MARKETING LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

96/99 TEMPLE CHAMBERS

TEMPLE AVENUE

Post town

LONDON

County / Region

Postcode

EC4Y 0HP

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

D & D LAW AGENCY SERVICES LIMITED

96/99 TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON,

EC4Y 0HP

Tel (020) 7583-6161

Number 356

DX exchange LONDON/CHANCERY LANE



Form revised July 1998

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or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh

**Company Secretary** (see notes 1-5)

THE IDM INSTITUTE OF DIRECT AND

Company name

INTERACTIVE MARKETING LIMITED

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

DANIEL JOHN

Surname

DWYER

Previous forename(s)

Previous surname(s)

Address

6 BRIMSTONE CLOSE

**Usual residential address**

For a corporation, give the registered or principal office address.

CHELSFIELD PARK

Post town

CHELSFIELD

County / Region

KENT

Postcode

BR6 7ST

Country

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

Consent signature

Date

9.8.00

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

DANIEL JAMES

Surname

DWYER

Previous forename(s)

Previous surname(s)

Address

FIELDSTOCK

**Usual residential address**

For a corporation, give the registered or principal office address.

VICARAGE ROAD

Post town

BEXLEY

County / Region

KENT

Postcode

DA5 2AW

Country

Day Month Year

Date of birth

2 | 1 | 0 | 5 | 1 | 9 | 7 | 5

Nationality

BRITISH

Business occupation

COMPANY REGISTRATION AGENT

Other directorships

D &amp; D LAW AGENCY SERVICES LIMITED

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

Consent signature

Date

9.8.00

**Directors** (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>	<input type="text" value="MR"/>		<b>*Honours etc</b>	<input type="text"/>
<b>* Voluntary details</b>	<b>Forename(s)</b>	<input type="text" value="DANIEL JOHN"/>			
	<b>Surname</b>	<input type="text" value="Dwyer"/>			
	<b>Previous forename(s)</b>	<input type="text"/>			
	<b>Previous surname(s)</b>	<input type="text"/>			
<b>Address</b>	<input type="text" value="6 BRIMSTONE CLOSE"/>				
<b>Usual residential address</b>	<input type="text" value="CHELSFIELD PARK"/>				
For a corporation, give the registered or principal office address.	<b>Post town</b>	<input type="text" value="CHELSFIELD"/>			
	<b>County / Region</b>	<input type="text" value="KENT"/>	<b>Postcode</b>	<input type="text" value="BR6 7ST"/>	
	<b>Country</b>	<input type="text"/>			
	<b>Date of birth</b>	<input type="text" value="06"/> <input type="text" value="04"/> <input type="text" value="19"/> <input type="text" value="41"/>	<b>Nationality</b>	<input type="text" value="British"/>	
	<b>Business occupation</b>	<input type="text" value="Company Registration Agent"/>			
	<b>Other directorships</b>	<input type="text" value="D + D Law Agency services Ltd"/>			
	<input type="text"/>				
	<input type="text" value="I consent to act as director of the company named on page 1"/>				
	<b>Consent signature</b>	<input type="text"/>	<b>Date</b>	<input type="text" value="9.8.00"/>	

**This section must be signed by**  
**Either**

**an agent on behalf**  
**of all subscribers**

**Signed**

**Date**

**Or the subscribers**

**( i.e those who signed**  
**as members on the**  
**memorandum of**  
**association).**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

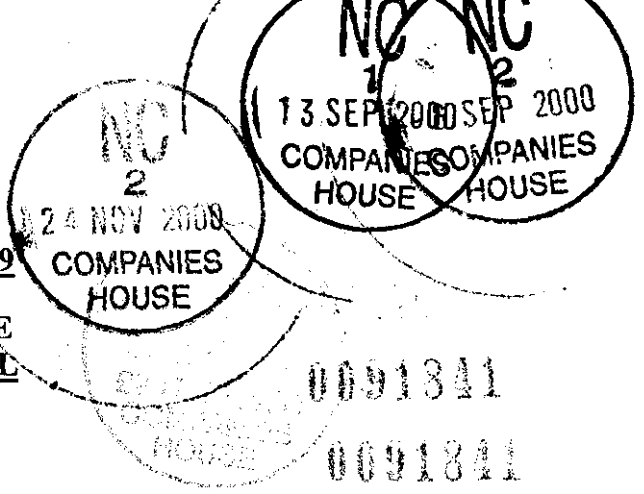
4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

002773



**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**-OF-**

**THE IDM INSTITUTE OF DIRECT AND INTERACTIVE MARKETING  
LIMITED**

1. The name of the Company (hereinafter called "the Association") is "THE IDM INSTITUTE OF DIRECT AND INTERACTIVE MARKETING LIMITED".
2. The registered office of the Association is to be situated in England and Wales.
3. The objects of the Company are:-

To carry on the business as specialists in the development, design, application, marketing and supply of information technology, internet systems, web sites, cable and cable systems and all forms of network and telecommunication systems and services; to undertake all forms of consultancy, analysis, programming, instruction, engineering, installation, manufacturing and assembly work in connection with such systems and services; to design, develop and deal in computer software, hardware and programmes of all descriptions; to undertake all forms of consultancy work in connection with computer software, programming, systems and operations and to carry out research and development work relating to telecommunications and computer technology, solid state logic and all types of electronic systems; and to supply telecommunications and computer personnel and to provide word and data processing facilities, to operate telecommunications and computer staff employment agencies and to operate computer bureaux.

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

- (A) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- (B) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.



- (C) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.
  - (D) To borrow or raise money on such terms and on such security as may be thought fit.
  - (E) To invest the moneys of the Association 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 and subject also as hereinafter provided.
  - (F) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
  - (G) To do all such other things as are incidental to the attainment or furtherance of the said objects or any of them.
  - (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
  - (ii) The Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
  - (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association 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 Council of Management or Governing Body of the Association 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 Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.
4. The income and property of the Association shall be applied solely towards the promotion of its objects 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 members of the Association and no member of its Council of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association.

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

- (A) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council of Management or Governing Body) for any services rendered to the Association;
  - (B) of interest at a rate not exceeding Six Per Cent., per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management or Governing Body;
  - (C) to any member of its Council of Management or Governing Body of out-of-pocket expenses;
  - (D) to a company of which a member of the Association or of its Council of Management or Governing Body may be a member holding not more than one hundredth part of the capital of such company.
5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Association shall cease to be a company to which section 30 of the Companies Act 1985 applies.
6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute such amount as may be required (not exceeding One Pound) to the assets of the Association 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 Association'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.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

NAME AND ADDRESS OF  
SUBSCRIBERS

DANIEL JAMES DWYER  
Fieldstock  
Vicarage Road  
Bexley  
Kent  
DA5 2AW

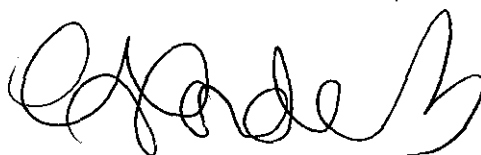


DANIEL JOHN DWYER  
6 Brimstone Close  
Chelsfield Park  
Chelsfield  
Kent  
BR6 7ST



Dated the 23<sup>rd</sup> day of August 2000.  
WITNESS to the above Signatures

CLARE SANDERS  
22 Frobisher House  
Watts Street  
Wapping  
London  
E1 9PZ



**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**-OF-**

**THE IDM INSTITUTE OF DIRECT AND INTERACTIVE MARKETING LIMITED**

**GENERAL**

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

**WORDS**

**MEANINGS**

The Act

The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force

These Articles

These Articles of Association, and the regulations of the Association from time to time in force.

The Association

The above-named Company.

The Council

The Board of Directors for the time being of the Association.

The Office

The registered office of the Association.

The Seal

The common seal of the Association.

The United Kingdom

Great Britain and Northern Ireland.

Month

Calendar month.

In writing

Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.

Clear Days

In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender, and;

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

2. The Association is established for the purposes expressed in the Memorandum of Association.
3. The subscribers to the Memorandum and Articles of Association and such other persons as the Council shall admit to members in accordance with the Articles shall be members of the Association. No person shall be admitted as a member of the Association unless he is approved by the Council and pays such subscription or fee as may from time to time be determined by the Council. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Council require executed by him.
4. A member may at any time withdraw from the Association by giving at least seven clear days' notice to the Association. Membership shall not be transferable and shall cease on death.

### **GENERAL MEETINGS**

5. The Association 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 Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
6. All General Meetings other than Annual General Meetings, shall be called Extraordinary General Meetings.

7. The Council 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.
8. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, 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 Articles or under the Act entitled to receive such notices from the Association; 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.
9. 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**

10. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
11. 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 two members personally present shall be a quorum.
12. 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 Council may determine.
13. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council

present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

14. 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.
15. 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 two 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 Association 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.
16. Subject to the provisions of Article 21, 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.
17. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
18. 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 casting vote.
19. The demand for 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.
20. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.

## **VOTES OF MEMBERS**

21. Subject as hereinafter provided, every member shall have one vote.
22. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
23. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
24. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy need not be a member.
25. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
26. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

“  
 , “of  
 member of  
 appoint  
 , “I,  
 , “a  
 “hereby  
 , “of

“and failing him,  
 , “of

“as my proxy to vote for me on my behalf at the “[Annual/Extraordinary,]  
 General Meeting of the Association to be held on , and at any  
 adjournment thereof.

“Signed on .”  
 The instrument appointing a proxy shall be deemed to confer authority to demand  
 or join in demanding a poll.

### **COUNCIL OF MANAGEMENT**

29. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than 2 nor more than 25.
30. The first members of the Council shall be as named in the Statement delivered to the Registrar of Companies pursuant to Section 10 of the Act.
31. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
32. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.

### **POWERS OF THE COUNCIL**

33. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, may determine what membership subscriptions, annual subscriptions and other fees shall be payable by members, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by the Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the



Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

34. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

### **SECRETARY**

35. Subject to the provisions of the Act the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Council 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**

36. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

37. The office of a member of the Council shall be vacated:-
- (A) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
  - (B) If he becomes of unsound mind.
  - (C) If he ceases to be a member of the Association.
  - (D) If by notice in writing to the Association he resigns his office.
  - (E) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of the Company.

### **ROTATION OF MEMBERS OF THE COUNCIL**

38. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if there number is not a multiple of three then the number nearest to one-third shall retire from office.
39. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.
40. The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
41. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
42. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
43. In addition and without prejudice to the provisions of section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long as the member in whose place he is appointed would have held the same if he had not been removed.

## **PROCEEDINGS OF THE COUNCIL**

44. The Council 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, three 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.
45. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
46. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
47. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
48. The Council may delegate any of their powers to committees consisting of such member or members of the Council 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 Council. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
49. All acts bona fide done by any meeting of the Council or of any Committee of the Council, or by any person acting as a member of the Council, 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 Council.
50. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding

meeting, shall be sufficient evidence without any further proof of the facts therein stated.

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

### **ACCOUNTS**

52. The Council shall cause accounting records to be kept in accordance with the requirements of the Act.
53. 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 council shall think fit, and shall always be open to the inspection of the officers of the Association.
54. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.
55. At the Annual General Meeting in every year the Council shall in accordance with the provisions of the Act lay before the Association an income and expenditure account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of the Association together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting at which they are to be laid be delivered or sent by post to the Auditors and to all other persons entitled to receive notices of General Meetings in accordance with section 240 of the Act in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 241(2) of the Act.

### **AUDIT**

56. In accordance with the provisions of the Act once at least in every year the accounts of the Association shall be examined and the correctness of the income

and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

57. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated for all purposes as the Directors mentioned in those provisions.

### **NOTICES**


58. A notice may be served by the Association 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.
59. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association 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 Association.
60. 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 first class letter.

### **DISSOLUTION**

61. If upon the winding up or dissolution of the Association 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 Association, but shall be transferred either to some other institution (whether or not a member of the Association) having objects similar to the objects of the Association, or to some institution (whether or not a member of the Association) the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Association at or before the time of dissolution.

NAMES AND ADDRESSES OF SUBSCRIBERS

DANIEL JAMES DWYER  
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Bexley  
Kent  
DA5 2AW



DANIEL JOHN DWYER  
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Chelsfield Park  
Chelsfield  
Kent  
BR6 7ST



DATED the 23<sup>rd</sup> day of August 2000.  
WITNESS to the above Signatures

CLARE SANDERS  
22 Frobisher House  
Watts Street  
Wapping  
London  
E1 9PZ

