

Registered Number: 1200318

THE COMPANIES ACTS 1948 to 1985

COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

(as amended by Special Resolutions passed on

11th May 1982, 28th October 1993 and 2002)

OF

CONFEDERATION OF THE ELECTRONICS, INFORMATION & COMMUNICATION
TECHNOLOGIES INDUSTRY

1. The name of the Company is "CONFEDERATION OF THE ELECTRONICS, INFORMATION & COMMUNICATION TECHNOLOGIES INDUSTRY".
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:
 - (A) To promote, encourage, foster, develop, co-ordinate and protect the interests of the Members which are concerned with the selection, provision, application, utilisation, programming, operation, maintenance, support, integration, research, manufacture, development, authoring, design, modification, wholesaling, retailing, distributing, outsourcing, marketing, training and educating in the use and design of, service provisions or management of:
 - (i) computers, computer networks, computer software and components;
 - (ii) datacommunication devices or components;
 - (iii) computing systems or other information or information technology systems or components;

- (iv) electronic, telecommunications, information technology and multimedia businesses, both civil and military, involving systems, products, components (active and passive) and services;
- (v) business systems, equipment, machines and ancillary products and components; and
- (vi) such other business areas as may from time to time be considered compatible or complimentary with the foregoing.

(hereinafter called "the Sector") being the interests therein represented by the Members of the Company and to promote research connected therewith.

- (B) To formulate, maintain and publish codes of conduct to be observed by the Sector and to promote and encourage high standards of conduct, service and performance throughout the Sector.
- (C) To provide a negotiating body to meet with representatives of Government, suppliers and other interested parties in the Sector so as to facilitate the achievement of the objects of the Company.
- (D) To promote interest in the Sector through the press, general literature, exhibitions, competitions, public lectures and such other means as may appear to be advantageous to the Sector and the public and give and contribute towards prizes, cups, stakes and other awards.
- (E) To provide and/or promote education and/or training to persons participating or seeking to participate in the Sector and to make grants of money or sponsor or provide sponsorship to such persons, whether or not they are members of the Company.
- (F) To institute, promote, support or oppose legislative or other measures or proceedings affecting the interests of the Sector.
- (G) To promote, encourage, foster, develop and protect the Sector and ancillary and allied industries in the United Kingdom of Great Britain and Northern Ireland and elsewhere.
- (H) To afford its members an opportunity for inter-changing opinions and discussing matters affecting the Sector and to co-operate with other associations on matters of common interest.

- (I) To prepare, edit, print, publish, issue, acquire and circulate trade journals, directories, books, papers, periodicals, gazettes, circulars and other literary undertakings treating of or bearing upon the business of the Sector or any other business considered by the Board of the Company to be allied thereto and to form libraries, collections of literature, statistics and other data or information relating to the Sector or such business.
- (J) To confer, consult, maintain contact and co-operate with any company, association, society, institution, firm, partnership or other body of persons established or to be established in the United Kingdom of Great Britain and Northern Ireland or elsewhere having objects in whole or in part similar to those of the Company in respect of matters within the objects of the Company.
- (K) To amalgamate or affiliate with or to acquire or take over the undertaking of any such body of persons as aforesaid having objects altogether or in part similar to those of the Company and not formed for profit and all or any of the assets thereof which the Company may lawfully acquire or take over, so however that any step so taken shall not involve any activity or disbursement of funds not conducive to the objects of the Company.
- (L) To make arrangements for carrying on the work of the Company and for this purpose where necessary to engage and provide in whole or in part for the salaries or maintenance of officers, servants and employees.
- (M) To apply all moneys received from the subscriptions of members of the Company or from any source whatsoever to the expenses of management or to such investments or purposes as the Board of Directors of the Company may from time to time bona fide determine to be calculated to promote the objects of the Company.
- (N) To encourage the settlement by arbitration of disputes between members of the Sectors, their clients or members of the public in general and to nominate arbitrators and umpires in such cases as may seem expedient.

- (O) To encourage the discovery of and investigate and make known the nature and the merits of inventions which may seem capable of being used by companies, firms or persons engaged in the Sector.
- (P) To promote any other company for the purpose of acquiring the whole or any part of the business or property thereof or of undertaking any business or operations which may appear likely to assist or benefit the Company and to subscribe for or otherwise acquire all or any part of the shares or securities of any company as aforesaid.
- (Q) To purchase, take on lease or in exchange or hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
- (R) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.
- (S) To undertake and execute any trusts which may lawfully be undertaken by the Company and which may be conducive to its objects.
- (T) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
- (U) To invest the moneys of the Company 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.
- (V) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or the dependants of such persons and 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 in any way connected with the purposes of the Company or calculated to further its objects.
- (W) The doing of all such other useful things as are incidental or conducive to the attainment of the above objects.

PROVIDED THAT the Company shall not support with its funds any objects 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 Company would make it a Trade Union.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Company 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 Company. Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officers or servants of the Company, or to any member of the Company or other person in return for any services actually rendered to the Company, nor prevent the payment of interest at current commercial rates on money lent or reasonable and proper rent for premises demised or let by any member of the Company no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.
5. The liability of members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for the payment of debts and liabilities of the Company contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding one pound.
7. If upon winding up or dissolution of the Company 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 Company but shall be given or transferred to some other institution, or institutions, having objects similar to the

objects of the Company, to be determined by the Board of the Company, at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Company; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.