

Company Number: 3493607

The Companies Act 1985

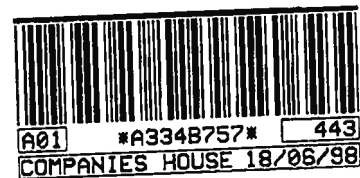
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL



# MEMORANDUM AND ARTICLES OF ASSOCIATION

SOUTH EASTERN SOCIETY OF  
CHARTERED ACCOUNTANTS LIMITED

Incorporated on 16 January 1998



Jordans Limited  
Company Formation and Information Specialists  
Legal Stationers and Publishers  
Head Office Telephone 0117 923 0600 Fax 0117 923 0063

**CERTIFICATION**  
COMPANIES ACT 1985 WE HEREBY CERTIFY that this print  
incorporates all alterations made to  
this Company's Memorandum of  
Association by way of filed resolutions and  
amendments with the requirements of  
Section 18 of the Companies Act 1985

**MEMORANDUM OF ASSOCIATION**

of

**SOUTH EASTERN SOCIETY OF CHARTERED ACCOUNTANTS LIMITED**

- 1 The name of the Company is "South Eastern Society of Chartered Accountants Limited".
- 2 The Registered Office of the Company will be situate in England.
- 3 (i) The objects for which the Company is established are:
  - (a) To acquire and take over the undertaking and all or any of the property, rights and liabilities of the South Eastern Society of Chartered Accountants on such terms and subject to such conditions as the Committee of the Society may consider expedient.
  - (b) To provide for members of the Institute of Chartered Accountants in England and Wales "the Institute" whose first or second registered address is situated in the area the county of Kent; the counties of East and West Sussex; in the county of Surrey the districts of Guildford, Surrey Heath, Waverley and Woking; the district of Mole Valley, less the parishes of Ashted, Great and Little Bookham, Fetcham, Leatherhead, Headley and Mickleham; in the district of Tandridge, the parishes of Burstow, Crowhurst, Felbridge, Horne, Lingfield and Nutfield, less the postal towns of Oxted, Godstone and Redhill or who apply to the Company with:
    - Professional fellowship, irrespective of the members' work category and background;
    - A local place of contact and assistance for members;
    - A forum for technical and professional discussion and debate;
    - A conduit for the flow of ideas, comment and opinion between the Institute and members;

- Situations where members can develop their professional organisational skills and both represent and serve their Institute;
- A means through which members can maintain and improve the value of their qualification;
- The provision of training courses for Members and their staff;
- The provision of job clubs for the purpose of assisting unemployed members in finding employment;
- The provision of an introduction service to facilitate the merger of firms containing members of the company;
- The provision of services as a recruitment agency for the purpose of introducing members to prospective employers, or prospective staff to members and their firms;

and to provide:

- A point of local contact for the general public, the media, other professions and interested parties on matters affecting the accountancy profession;
  - A local network to assist in achieving Institute objectives;
  - Support for any local Members' Society;
  - Support for any local Students' Society.
- (ii) Without prejudice to the generality of the object and the powers of the company derived from section 3(a) of the 1989 Act the company has power to do all or any of the following things:
- (a) To charge members with subscriptions, levies, and to make charges on those making use of the Society's services.
  - (b) To carry on the business of a holding company in all its branches and to co-ordinate the policy and administration of any subsidiary company or companies or of any group of companies of which the company or any subsidiary company is a member or which are in any manner controlled by the company.
  - (c) To provide financial, accounting, secretarial and other services to all subsidiary and associated companies or any other member of a group of companies of which the company is a member and to acquire by purchase, lease, concession, grant, licence or otherwise for the purpose of the

business of the company or of any subsidiary or associated company or of any other member of a group of companies of which the company is a member such business, options, rights, privileges, lands, buildings, leases, under leases, stocks, shares, debentures, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other properties in rights and interests in property as the company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to enter into, assist or participate in financial, commercial, mercantile, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments;

- (d) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the company to carry any of its objects into effect, or for effecting any modification of the company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests;
- (e) 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;
- (f) 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;
- (g) 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;

- (h) 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;
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the company, either together, as contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others;
- (j) To do all such other things as may be deemed incidental or conducive to the attainment of the company's objects or any of the powers given to it by the Act or by this clause.
- (k) To borrow and raise money in such manner as the Committee of the Society shall think fit, to issue debenture stock and loan stock on such terms as the Committee of the Society may approve and to guarantee and/or give security for the payment of money by or the performance of obligations to all kinds of the company or any other person, firm or company, including any company which is the holding company of the company or is a subsidiary of the company or of any such holding company or otherwise is allied to or associated with the company in such manner as the Committee of the Society may think fit, and in particular, but without prejudice to the generality of the foregoing to guarantee and/or give security by way of mortgage, charge, standard security, lien or other security upon the whole or any part of the company's property or assets (whether present or future) including its uncalled capital.

4 The liability of the members is limited.

5 Every member of the company undertakes to contribute such amount as may be required (not exceeding £1.00) 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.

6 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, direct or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Company

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

(a) of reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company.

(b) of interest on money lent by any Member of the Company 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 Directors;

(c) of reasonable and proper rent for premises demised or let by any Member of the Company;

(d) to any Member of its Board of Directors of out of pocket expenses.

7 Upon the 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, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the Members of the Company 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 Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

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Names and addresses of Subscribers

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Charles Edward Hemming  
Park Grove Court  
Lye Green  
East Sussex  
TN6 1UU

Chartered Accountant

David Mark Spofforth  
Danesfield  
Shellbridge Road  
Slindon Common  
Arundel  
Sussex  
BN18 0LT

Chartered Accountant

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Dated 9 October 1997

Witness to the above Signatures:-

Gillian Mary Pickworth  
105 Garlands Road  
Redhill  
Surrey  
RH1 6NY