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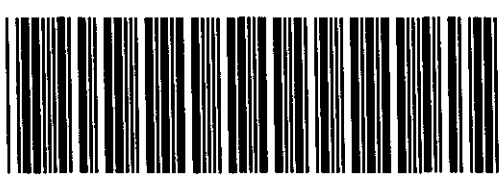
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4606846

The Registrar of Companies for England and Wales hereby certifies that
**COMMONWEALTH PARLIAMENTARY ASSOCIATION (UNITED KINGDOM
BRANCH)**

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

Given at Companies House, London, the 3rd December 2002



N04606846L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Package: 'Laserform'
by Laserform International Ltd.

30(5)(a)

Please complete in typescript,
or in bold black capitals.

CHFP025

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

4606846

Company Name in full

Commonwealth Parliamentary Association (United Kingdom
Branch)

I, EMMA KNIGHTS

of ALLEN & OVERY, ONE NEW CHANGE, LONDON EC4

a [Solicitor engaged in the formation of the company][~~person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985~~]+ do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

† Please delete as appropriate.

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

EMMA KNIGHTS

Declared at ONE, ST PAUL'S CHURCHYARD, LONDON EC4M 8SH

Day Month Year

on 012 | 112 | 2002

● Please print name.

before me ● CHRIS BRICLEY

Signed

CRB

Date

02.12.02

A Commissioner for Oaths or Notary Public or Justice of the Peace or 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.

David James
Allen & Overy
One New Change
London EC4M 9QQ
Tel 020 7330 3909
DX number 73 DX exchange London / City



When you have completed and signed the form please send it to the
Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 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**

Package: 'Laserform'
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Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

4606846.

Company Name in full

Commonwealth Parliamentary Association (United Kingdom Branch)

Proposed Registered Office

Westminster Hall

(PO Box numbers only, are not acceptable)

Houses of Parliament

Post town London

County / Region

Postcode SW1A 0AA

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 Allen & Overy

Address One New Change

Post town London

County / Region

Postcode EC4M 9QQ

Number of continuation sheets attached

25

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers on the public record.

David James
Allen & Overy
One New Change
London EC4M 9QQ
Tel 0207 330 3909
DX number 73 DX exchange London / City

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
or companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh



Company Secretary (see notes 1-5)

Company name **COMMONWEALTH PARLIAMENTARY ASSOCIATION
(UNITED KINGDOM BRANCH)**

NAME *Style / Title **Mr** *Honours etc

* Voluntary details

Forename(s) **Andrew**

Surname **Pearson**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.


Address †† **60 Havant Road**

Post town **Emsworth**

County / Region **Hampshire** Postcode **P010 7JG**

Country **England**

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

Consent  **Date** **29/11/2002**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title *Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

Post town

County / Region Postcode

Country

Day Month Year

Date of birth **Nationality**

Business occupation

Other directorships

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

Consent signature **Date**

Company Secretary (see notes 1-5)

Company name **COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)**

NAME *Style / Title **MR** *Honours etc

* Voluntary details

Forename(s) **ANDREW**

Surname **PEARSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **60 HAVANT ROAD**

Post town **EMSWORTH**

County / Region **HAMPSHIRE** Postcode **PO10 7JG**

Country **ENGLAND**

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

Consent **Date**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **RT HON.** *Honours etc **MP**

Forename(s) **DONALD**

Surname **ANDERSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **88 LABROKE ROAD**

Post town **LONDON**

County / Region Postcode **W11 3NU**

Country **UK**

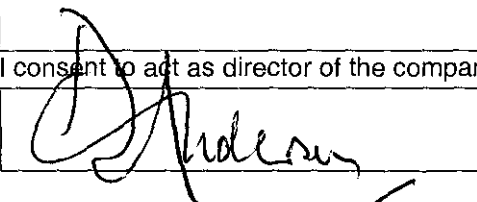
Day Month Year

Date of birth **1 7 06 1 9 3 9** **Nationality** **BRITISH**

Business occupation **MP**

Other directorships **NONE**

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

Consent signature  **Date** **22/7/02**

Company Secretary (see notes 1-5)

Company name **COMMONWEALTH PARLIAMENTARY ASSOCIATION CUC BRANCH**

NAME *Style / Title **MR** *Honours etc

* Voluntary details

Forename(s) **ANDREW**

Surname **PEARSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **60 HAVANT ROAD**

Post town **EMSWORTH**

County / Region **HANTS** Postcode **PO10 7JG**

Country **ENGLAND**

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

Consent **Date**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **MR** *Honours etc **MP**

Forename(s) **PETER LANDRETH**

Surname **ATKINSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **The Manor House**

BIRTLEY

Post town **HEXHAM**

County / Region **NORTHUMBRIA** Postcode **NE48 3HL**

Country **UK**

Date of birth Day Month Year **19 01 1943** **Nationality** **BRITISH**

Business occupation **MEMBER OF PARLIAMENT**

Other directorships **NONE**

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

Consent signature **P.L. Atkinson** **Date** **18 Nov 2002**

Copyright 2010.
Company Secretary (see notes 1-5)

Company name **COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)**

NAME *Style / Title **MR** *Honours etc

* Voluntary details

Forename(s) **ANDREW**

Surname **PEARSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **60 HAVANT ROAD**

Post town **EMSWORTH**

County / Region **HAMPSHIRE** Postcode **PO10 7JG**

Country **ENGLAND**

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

Consent **Date**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **MR** *Honours etc **MP**

Forename(s) **JOHN ERIC**

Surname **AUSTIN**

Previous forename(s)

Previous surname(s) **AUSTIN-WALKER**

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **18 SUTHERLAND ROAD**

Post town **BELVEDERE**

County / Region **KENT** Postcode **DA17 6JR**

Country **ENGLAND**

Day Month Year

Date of birth **21 08 1944** **Nationality** **BRITISH**

Business occupation **MEMBER OF PARLIAMENT**

Other directorships **LONDON MARATHON CHARITABLE TRUST**

CROSSNESS ENGINES TRUST

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

Consent signature  **Date** **26-8-02**

Company Secretary (see notes 1-5)

Company name COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)

NAME *Style / Title MR *Honours etc

* Voluntary details

Forename(s) ANDREW

Surname PEARSON

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

60 HAVANT ROAD

Post town EMSWORTH

County / Region HAMPSHIRE Postcode PO10 7JG

Country ENGLAND

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

Consent

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title MR *Honours etc MP

Forename(s) HUGH

Surname BAYLEY

Previous forename(s)

Previous surname(s)

Address ††

9 HOLLY TERRACE

Post town YORK

County / Region Postcode YO10 4DS

Country U.K.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Day Month Year

Date of birth

09 01 1952

Nationality

U.K

Business occupation

MP

Other directorships

UNITED NATIONS ASSOCIATION INTERNATIONAL SERVICE Company No 3467284

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

Consent signature

Allen Bunn

Date

19-7-02

Company Secretary (see notes 1-5)

Company name COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)

NAME *Style / Title MR *Honours etc

* Voluntary details

Forename(s) ANDREW

Surname PEARSON

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† 60 HAVANT ROAD

Post town EMSWORTH

County / Region HAMPSHIRE Postcode PO10 7JG

Country ENGLAND

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

Consent Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title MR *Honours etc TD MP

Forename(s) DEREK LESLIE

Surname CONWAY

Previous forename(s) N/A

Previous surname(s) N/A

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† 10 CARLISLE MANSIONS

CARLISLE PLACE

Post town LONDON

County / Region N/A Postcode SW1P 1HX

Country ENGLAND

Day Month Year

Date of birth 1/5/02 19/5/3 Nationality BRITISH

Business occupation MEMBER OF PARLIAMENT

Other directorships UTI OF EXEC CATE PROTECTION

MANAGING DIRECTOR CAL ENTERPRISES

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

Consent signature Date 4.8.02

Company Secretary (see notes 1-5)

Company name **COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)**

NAME *Style / Title **MR** *Honours etc

* Voluntary details

Forename(s) **ANDREW**

Surname **PEARSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **60 HAVANT ROAD**

Post town **EMSWORTH**

County / Region **HANTS** Postcode **PO10 7JG**

Country **ENGLAND**

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

Consent Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **BARON** *Honours etc **OF CASTLE VALE**

Forename(s) **ROBIN**

Surname **CORBETT**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **96 PICCOTTS END**

Post town **HEMEL Hempstead**

County / Region **HERTS** Postcode **HP1 3AT**

Country **UK**

Date of birth Day Month Year **22 12 1933** Nationality **BRITISH**

Business occupation **DIRECTOR**

Other directorships **REHAB UK**

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

Consent signature  Date **14.11.09**

Company Secretary (see notes 1-5)

Company name **COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)**

NAME *Style / Title **MR** *Honours etc

* Voluntary details

Forename(s) **ANDREW**

Surname **PEARSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **60 HAVANT ROAD**

Post town **EMSWORTH**

County / Region **HAMPSHIRE** Postcode **PO10 7JG**

Country **ENGLAND**

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

Consent **Date**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **SIR** *Honours etc **FSA MP**

Forename(s) **PATRICK THOMAS**

Surname **CORMACK**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **THE LYONS**

KENVILLE

Post town **STOURBRIDGE**

County / Region **W. MIDLANDS** Postcode **DY7 5LD**

Country **U.K.**

Day Month Year

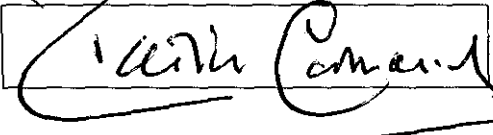
Date of birth **18 05 1939** **Nationality** **BRITISH**

Business occupation **MEMBER OF PARLIAMENT**

Other directorships **PARLIAMENTARY BROADCASTING UNIT**

LTD.

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

Consent signature  **Date** **18-8-02**

Company Secretary (see notes 1-5)

Company name **COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)**

NAME *Style / Title **MR** *Honours etc

* Voluntary details

Forename(s) **ANDREW**

Surname **PEARSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **60 HAVANT ROAD**

Post town **EMSWORTH**

County / Region **HAMPSHIRE** Postcode **PO10 7JG**

Country **ENGLAND**

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

Consent **Date**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **~~MRS~~ MS** *Honours etc **MP**

Forename(s) **JEAN ANN**

Surname **CORSTON**

Previous forename(s)

Previous surname(s) **PARKIN**

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **3, AVENING GREEN**

TORTWORTH

Post town **WOTTON UNDER EDGE**

County / Region **GLOUCS** Postcode **GL12 8HD**

Country **ENGLAND**

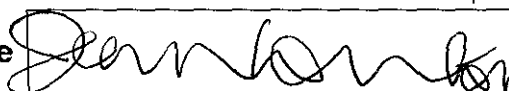
Day Month Year

Date of birth **05/05/1942** **Nationality** **BRITISH**

Business occupation **MEMBER OF PARLIAMENT**

Other directorships **NONE**

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

Consent signature  **Date** **18 July 2002**

Company Secretary (see notes 1-5)

Company name **COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)**

NAME *Style / Title **MR** *Honours etc

* Voluntary details

Forename(s) **ANDREW**

Surname **PEARSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **60 HAVANT ROAD**

Post town **EMSWORTH**

County / Region **HAMPSHIRE** Postcode **PO10 7JG**

Country **ENGLAND**

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

Consent **Date**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **MR** *Honours etc **MP**

Forename(s) **THOMAS MICHAEL**

Surname **COX**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **9 Wincanton Rd. Southfields**

Post town **LONDON S.W.18**

County / Region Postcode **STZ.**

Country **ENGLAND**

Day Month Year

Date of birth **9** / **12** / **1930** **Nationality** **BRITISH**

Business occupation **MEMBER OF PARLIAMENT**

Other directorships **NONE**

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

Consent signature **T.M Cox MP** **Date** **25.7.2002**

Company Secretary (see notes 1-5)

Company name **COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)**

NAME *Style / Title **MR** *Honours etc

* Voluntary details

Forename(s) **ANDREW**

Surname **PEARSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **60 HAVANT ROAD**

Post town **EMSWORTH**

County / Region **HAMPSHIRE** Postcode **PO10 7JG**

Country **ENGLAND**

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

Consent **Date**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **LORD** *Honours etc

Forename(s) **JOHN**

Surname **EVANS OF PARKSIDE**

Previous forename(s)

Previous surname(s) **EVANS**

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **6 KIRKBY ROAD**

Post town **CULCHETH**
WARRINGTON

County / Region **CHESHIRE** Postcode **WAB 4RS**

Country **ENGLAND**

Day Month Year

Date of birth **Nationality** **BRITISH**

Business occupation **Director**

Other directorships **NONE**

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

Consent signature **Evans of Parkside** **Date** **18 JULY 2002**

Company Secretary (see notes 1-5)

Company name COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)

NAME *Style / Title MR *Honours etc

* Voluntary details

Forename(s) ANDREW

Surname PEARSON

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† 60 HAVANT ROAD

Post town CUMSWORTH

County / Region HANTS Postcode PO10 7JG

Country ENGLAND

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

Consent Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title RT HON. *Honours etc MP

Forename(s) GEORGE

Surname FOULKES

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† 18A EWENFIELD ROAD

Post town AYR

County / Region AYRSHIRE Postcode KA7 2QB

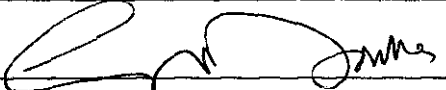
Country SCOTLAND

Date of birth Day Month Year 21 01 1942 Nationality BRITISH

Business occupation MEMBER OF PARLIAMENT

Other directorships NONE

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

Consent signature  Date 15/11/2002

Company Secretary (see notes 1-5)

Company name **CPA (UK BRANCH)**

NAME *Style / Title **MR** *Honours etc

* Voluntary details

Forename(s) **ANDREW**

Surname **PEARSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **60 HAVANT ROAD**

Post town **EMSWORTH**

County / Region **HAMPSHIRE** Postcode **PO10 7JG**

Country **ENGLAND**

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

Consent **Date**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **MRS** *Honours etc **MP**

Forename(s) **CHERYL ELISE KENDALL**

Surname **GILLAN**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **9 WALNUT CLOSE**

Post town **EPSON**

County / Region **SURREY** Postcode **KT18 5JL**

Country **UK**

Day Month Year

Date of birth **21 04 1952** **Nationality** **BRITISH**

Business occupation **MP**

Other directorships **- NONE**

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

Consent signature **Ch & G** **Date** **2 SEPT 02**

Company Secretary (see notes 1-5)

Company name **COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)**

NAME *Style / Title **MR** *Honours etc

* Voluntary details

Forename(s) **ANDREW**

Surname **PEARSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **60 HAVANT ROAD**

Post town **EMSWORTH**

County / Region **HAMPSHIRE** Postcode **PO10 7JG**

Country **ENGLAND**

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

Consent **Date**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **MR** *Honours etc **MP**

Forename(s) **ERIC**

Surname **ILLSLEY**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **42 WESTMOOR CRESCENT**

POORMOOR

Post town **BARNSELEY**

County / Region **SOUTH YORKSHIRE** Postcode **ST5 2JY**

Country **UK**

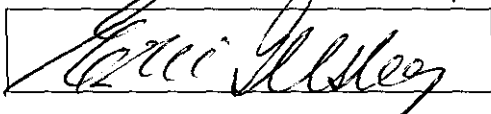
Day Month Year

Date of birth **019 014 119 515** **Nationality** **BRITISH**

Business occupation **MP**

Other directorships **— NONE**

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

Consent signature  **Date** **23/7/02**

Company Secretary (see notes 1-5)

Company name **COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)**

NAME *Style / Title **MR** *Honours etc

* Voluntary details

Forename(s) **ANDREW**

Surname **PEARSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **60 LAUANT ROAD**

Post town **CHMSWORTH**

County / Region **HANTS** Postcode **PO10 7JG**

Country **ENGLAND**

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

Consent **Date**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **MR** *Honours etc **JP MP**

Forename(s) **PIARA SINGH**

Surname **KHABRA**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

20 CHURCH PLACE

Post town **ICKENHAM**

County / Region **MIDDLESEX** Postcode **UB10 8XB**

Country **ENGLAND**

Day Month Year

Date of birth **20/11/1924** **Nationality** **BRITISH**

Business occupation **MEMBER OF PARLIAMENT**

Other directorships **NONE**

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

Consent signature *[Signature]* **Date** **14.11.02**

Company Secretary (see notes 1-5)

Company name **COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)**

NAME *Style / Title **MR** *Honours etc

* Voluntary details

Forename(s) **ANDREW**

Surname **PEARSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **60 HAVANT ROAD**

Post town **EMSWORTH**

County / Region **HAMPSHIRE** Postcode **PO10 7JG**

Country **ENGLAND**

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

Consent **Date**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **MR** *Honours etc **MP**

Forename(s) **PETER JAMES**

Surname **LUFF**

Previous forename(s) **-**

Previous surname(s) **-**

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **42 LARKHILL**

Post town **WORCESTER**

County / Region **ENGLAND** Postcode **WR5 2ER**

Country **UK**

Day Month Year

Date of birth **18021985** **Nationality** **BRITISH**

Business occupation **MEMBER OF PARLIAMENT**

Other directorships **NONE**

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

Consent signature  **Date** **25 JUL 2002**

Company Secretary (see notes 1-5)

Company name **COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)**

NAME *Style / Title **MR** *Honours etc

* Voluntary details

Forename(s) **ANDREW**

Surname **PEARSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **60 HAVANT ROAD**

Post town **EMSWORTH**

County / Region **HAMPSHIRE** Postcode **PO10 7JG**

Country **ENGLAND**

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

Consent **Date**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **PROFESSOR LORD** *Honours etc **CBE**

Forename(s) **IAN**

Surname **M'COLL OF DULWICH**

Previous forename(s)

Previous surname(s) **M'COLL**

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **12 GILKES CRESCENT**

Post town **LONDON**

County / Region Postcode **SE21 7BS**

Country

Date of birth Day Month Year **16 11 1933** Nationality **UK**

Business occupation **SURGERY**

Other directorships **MERCY SHIPS, MILDMAY CENTRE**

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

Consent signature **McColl of Dulwich** **Date** **22/7/02**

Company Secretary (see notes 1-5)

Company name **COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)**

NAME *Style / Title **MR** *Honours etc

* Voluntary details

Forename(s) **ANDREW**

Surname **PEARSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **60 HAVANT ROAD**

Post town **EMSWORTH**

County / Region **HAMPSHIRE** Postcode **PO10 7JG**

Country **ENGLAND**

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

Consent **Date**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **MR** *Honours etc **MP**

Forename(s) **DAVID**

Surname **MARSHALL**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **32 ENTERKIN STREET**

Post town **GLASGOW**

County / Region Postcode **G32 7BA**

Country **SCOTLAND**

Day Month Year

Date of birth **07 05 1941** **Nationality** **BRITISH**

Business occupation **MEMBER OF PARLIAMENT**

Other directorships **NONE**

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

Consent signature **David Marshall.** **Date** **23-07-02**

Company Secretary (see notes 1-5)

Company name **COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)**

NAME *Style / Title **MR** *Honours etc

* Voluntary details

Forename(s) **ANDREW**

Surname **PEARSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **60 HAVANT ROAD**

Post town **EMSWORTH**

County / Region **HAMPSHIRE** Postcode **PO10 7JG**

Country **ENGLAND**

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

Consent **Date**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **MR** *Honours etc **MP**

Forename(s) **JAMES EDWARD THORNTON**

Surname **PRICE**

Previous forename(s) **---**

Previous surname(s) **---**

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **SNAILBRIDGE HOUSE, THE MOOR**

FORDHAM

Post town **ELY**

County / Region **CAMBRIDGESHIRE** Postcode **CB7 5L4**

Country **UK**

Day Month Year

Date of birth **24 04 1949** **Nationality** **BRITISH**

Business occupation **MEMBER OF PARLIAMENT**

Other directorships **NONE**

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

Consent signature  **Date** **18/7/02**

Company Secretary (see notes 1-5)

Company name

COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)

NAME

*Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

ANDREW

Surname

PEARSON

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

60 HAVANT ROAD

Post town

EMSWORTH

County / Region

HAMPSHIRE

Postcode

PO10 7JG

Country

ENGLAND

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

Consent

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MR

*Honours etc

MP

Forename(s)

PETER LESLIE

Surname

PIKE

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

73 ORMEROD RD

Post town

BURNLEY

County / Region

LANC

Postcode

BB11 2RU

Country

ENGLAND

Day Month Year

Date of birth

26 06 1937

Nationality

BRITISH

Business occupation

MEMBER OF PARLIAMENT

Other directorships

BURNLEY YOUTH THEATRE

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

Consent signature

P. Leslie

Date

18/7/22

Company Secretary (see notes 1-5)

Company name **COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)**

NAME *Style / Title **MR** *Honours etc

* Voluntary details

Forename(s) **ANDREW**

Surname **PEARSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **60 HAVANT ROAD**

Post town **EMSWORTH**

County / Region **HAMPSHIRE** Postcode **PO10 7JG**

Country **ENGLAND**

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

Consent **Date**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **MRS** *Honours etc **MP**

Forename(s) **MARION AUDREY**

Surname **ROE**

Previous forename(s)

Previous surname(s) **KEYTE**

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **4 TEMPLE HOUSE, OLD PARK RIDE**

THEOBALDS PARK

Post town **CHESTNUT**

County / Region **HERTFORDSHIRE** Postcode **EN7 5HY**

Country **ENGLAND**

Day Month Year

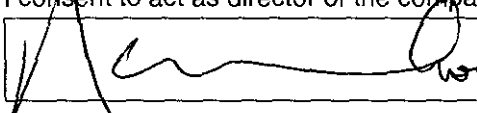
Date of birth **15 17 1936** **Nationality** **BRITISH**

Business occupation **MEMBER OF PARLIAMENT**

Other directorships **— NONE**

—

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

Consent signature  **Date** **18 7 02**

Company Secretary (see notes 1-5)

Company name **COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)**

NAME *Style / Title **MR** *Honours etc

* Voluntary details

Forename(s) **ANDREW**

Surname **PEARSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **60 HAVANT ROAD**

Post town **ENSWORTH**

County / Region **HAMPSHIRE** Postcode **PO10 7JG**

Country **ENGLAND**

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

Consent **Date**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **REVEREND** *Honours etc **MP**

Forename(s) **WILLIAM MARTIN**

Surname **SMYTH**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **6 MORNINGTON**

ANNADALE AVE

Post town **BELFAST**

County / Region **N. IRELAND** Postcode **BT7 3JS**

Country **UK**

Day Month Year

Date of birth **11/5/01** **11/9/31** **Nationality** **BRITISH**

Business occupation **MP / PRESBYTERIAN MINISTER**

Other directorships **NONE PAID: ORMEAU BUSINESS ENTERPRISES**

BELFAST BIBLE COLLEGE

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

Consent signature *William Martin Smyth* **Date** **18/7/02**

Company Secretary (see notes 1-5)

Company name

COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

ANDREW

Surname

PEARSON

Previous forename(s)

Previous surname(s)

Address ††

60 HAVANT ROAD

Post town

EMSWORTH

County / Region

HAMPSHIRE

Postcode

PO10 7JG

Country

ENGLAND

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

Consent

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

RT HON. SIR

*Honours etc

MP

Forename(s)

JOHN P.

Surname

STANLEY

Previous forename(s)

Previous surname(s)

Address ††

13 BREVILLE PLACE

Post town

LONDON

County / Region

Postcode

NW6 5JE

Country

UK

Day Month Year

Date of birth

19 01 1942

Nationality

BRITISH

Business occupation

Member of Parliament

Other directorships

See sheet attached

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

Consent signature

J.P. Stanley

Date

23. 8. 02

Company Secretary (see notes 1-5)

Company name

COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)

NAME

*Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

ANDREW

Surname

PEARSON

Previous forename(s)

Previous surname(s)

Address ††

60 HAVANT ROAD

Post town

EMSWORTH

County / Region

HAMPSHIRE

Postcode

PO10 7JG

Country

ENGLAND

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

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

Consent

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MR

*Honours etc

MP

Forename(s)

DENNIS

Surname

TURNER

Previous forename(s)

Previous surname(s)

Address ††

AMBLESIDE KING STREET

BRADLEY, BILSTON WOT. MIDS.

Post town

County / Region

WOT. MIDS.

Postcode

WV14 8PQ.

Country

UK

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Date of birth

Day Month Year
2 | 6 | 0 | 8 | 1 | 9 | 4 | 2

Nationality

ENGLISD.

Business occupation

MP

Other directorships

SPAIN/ME COOKING LTD SPAIN/ME ENTERTAINMENT

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

Consent signature

Date

18. 7. 2002

Company Secretary (see notes 1-5)

Company name **COMMONWEALTH PARLIAMENTARY ASSOCIATION (UK BRANCH)**

NAME *Style / Title **MR** *Honours etc

* Voluntary details

Forename(s) **ANDREW**

Surname **PEARSON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **60 HAVANT ROAD**

Post town **EMSWORTH**

County / Region **HAMPSHIRE** Postcode **PO10 7JG**

Country **ENGLAND**

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

Consent **Date**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **SIR** *Honours etc **MP**

Forename(s) **NICHOLAS**

Surname **WINTERTON**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **WHITE HALL FARM**

NEWBOLD ASTRURY

Post town **CONGLETON**

County / Region **CHESHIRE** Postcode **CW12 3NH**

Country **UNITED KINGDOM**

Day Month Year

Date of birth **31** / **03** / **1938** **Nationality** **BRITISH**

Business occupation **MEMBER OF PARLIAMENT**

Other directorships **NON EXECUTIVE DIRECTOR OF MSB/TO TEMPORARY HOUSING ASSOCIATION LTD**

EMERSON INTERNATIONAL INC.

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

Consent signature **Sir Nicholas Winterton** **Date** **18th July 2002**

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title		*Honours etc	
	Forename(s)			
	Surname			
	Previous forename(s)			
	Previous surname(s)			

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

Post town			
County / Region		Postcode	
Country			

Date of birth	Day	Month	Year	Nationality	

Business occupation

Other directorships

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

Consent signature	<input type="text"/>	Date	<input type="text"/>
--------------------------	----------------------	-------------	----------------------

This section must be signed by

Either

an agent on behalf of all subscribers

Signed	<input type="text" value="Allen & Overy"/>	Date	<input type="text" value="22/11/2002"/>
---------------	--	-------------	---

Or the subscribers

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

Signed	<input type="text"/>	Date	<input type="text"/>
---------------	----------------------	-------------	----------------------

Signed	<input type="text"/>	Date	<input type="text"/>
---------------	----------------------	-------------	----------------------

Signed	<input type="text"/>	Date	<input type="text"/>
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Signed	<input type="text"/>	Date	<input type="text"/>
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Signed	<input type="text"/>	Date	<input type="text"/>
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Signed	<input type="text"/>	Date	<input type="text"/>
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Copyright 2010.

Other Directorships

1. Henderson High Income Trust PLC
2. Henderson High Income
Trust Securities PLC
3. Fidelity Japanese Valuing PLC
4. Gartmore Split-Capital
Opportunities Trust PLC.
5. GSCOT Securities PLC.

T. J. Anley 23.8.02.

S/D INK
Paul Cardiff

157798



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

232741

**MEMORANDUM OF ASSOCIATION
OF
COMMONWEALTH PARLIAMENTARY ASSOCIATION
(UNITED KINGDOM BRANCH)**

1. NAME

The name of the **Charity** is the "Commonwealth Parliamentary Association (United Kingdom Branch)".

2. REGISTERED OFFICE

The registered office of the Charity is to be situated in England and Wales.

3. OBJECTS

The Objects for which the Charity is established are the advancement and promotion of knowledge and education in the social, economic, cultural, constitutional, and legislative systems within a parliamentary democratic framework with particular reference to the countries of the Commonwealth of Nations and to countries outside the Commonwealth having close historical and parliamentary associations with it.

4. POWERS

In furtherance of the Objects (but not otherwise) the Charity has and may exercise all or any of the following powers:

- 4.1 to provide or assist in providing conferences, seminars, exhibitions, lectures, meetings, classes and workshops;
- 4.2 to organise international visits for the exchange of points of view between parliamentarians and other persons in a position to spread information;
- 4.3 to write, make, commission, print, and publish or distribute (gratuitously or otherwise) **written** or electronic materials, films, audio or visual tapes or other materials or assist in such activities;
- 4.4 to appoint delegates from the Charity to attend conferences and meetings of the **Association** and appoint and make all requisite arrangements for **members** of the Charity to visit other branches of the Association;
- 4.5 to make arrangements for parliamentary visits based at Westminster;

- 4.6 to co-operate with the executive committee of the Association, the British-American Parliamentary Group at Westminster, the British Group of the Inter-Parliamentary Union and the Parliamentary Groups associated with Commonwealth countries or areas of the Commonwealth in promoting closer relationships and mutual understanding between the members and the achievement of their respective objects;
- 4.7 to establish or support any other charitable body formed for all or any of the Objects;
- 4.8 to make grants and to provide other forms of financial assistance or assistance in kind, including loans (with or without interest);
- 4.9 to reserve funds for special purposes or against future expenditure;
- 4.10 to raise funds and to invite and accept (or disclaim) sponsorship, gifts, bequests, or loans of money and any other property whatsoever, real or personal and subject or not to any special charitable trust or any condition: PROVIDED that in raising funds the Charity may not undertake any **non-charitable trading**;
- 4.11 to draw, make, accept, endorse, discount, execute, issue and deal with promissory notes, bills of exchange and other instruments of any kind, whether or not negotiable or transferable, and to operate bank accounts in the name of the Charity;
- 4.12 to advertise in such manner as may be thought expedient;
- 4.13 to conduct or promote the conduct of research and to publish knowledge acquired as a result of such research;
- 4.14 to promote and carry out or assist in promoting and carrying out surveys and investigations;
- 4.15 to acquire (whether by grant, assignment, licence, purchase, gift or otherwise) any copyright, patent, design right, trade mark, right of publication, translation or reproduction or other intellectual property right which may appear useful to the Charity and to register, renew, revoke, license or assign or otherwise turn to account or use the same;
- 4.16 to co-operate or enter into arrangements or agreements with any government department, local authority, university, college or professional, commercial or other body or person;
- 4.17 to purchase, take on lease or in exchange, hire or otherwise acquire property of any kind;
- 4.18 to construct, alter and maintain any buildings;
- 4.19 subject to the requirements of the Charities Act 1993, to sell, lease or otherwise dispose of property of any kind;
- 4.20 subject to the requirements of the Charities Act 1993, to borrow money and obtain any form of credit or finance on such terms and on such security as may be thought fit;

- 4.21 to lend money or give credit on such terms and conditions and on such security as may be thought fit;
- 4.22 subject to the requirements of the Charities Act 1993, to guarantee or give security for the performance of contracts or obligations by any person or body being legally associated with the Charity;
- 4.23 to invest moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as the Trustees may determine;
- 4.24 to appoint as the Charity's **Investment Manager** on such reasonable terms as to remuneration and other matters as the Trustees determine a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is either:
- (a) an individual of repute with at least 15 years' experience of investment management who is an authorised person within the meaning of the Financial Services and Markets Act 2000 ("FSMA"); or
 - (b) a company or firm of repute which is either an authorised person under FSMA or an exempted person under the Financial Services and Markets Act 2000 (Exemption) Order 2001, except persons within paragraph 44 of the Schedule thereto

and to delegate to the Investment Manager the exercise of any or all of the Trustees' **investment management functions** under clause 4.23 including (where it is reasonably necessary to do so) on terms -

- (c) authorising the Investment Manager to appoint a substitute Investment Manager to exercise any or all of the Investment Manager's delegated functions on terms consistent with this sub-clause,
- (d) restricting the liability of the Investment Manager to the Charity, and
- (e) permitting the Investment Manager to act in circumstances giving rise to a conflict of interests:

PROVIDED that:

- 4.24.1 the Trustees may not authorise the Investment Manager to exercise any of their investment management functions except by an agreement which is in or evidenced **in writing** and which includes a term to the effect that the Trustees may, with reasonable notice, revoke the authority or vary any of its terms consistently with this sub-clause;
- 4.24.2 the Trustees may not authorise the Investment Manager to exercise any of their investment management functions:
- (a) except in accordance with a **policy statement** which is in or evidenced in writing, and

- (b) unless the agreement under which the Investment Manager is to act includes a term to the effect that he will secure compliance with the policy statement;
- 4.24.3 the Trustees must formulate the policy statement with a view to ensuring that the **functions** will be exercised in the best interests of the Charity and must revise or replace the policy statement from time to time if they consider there is a need to do so;
- 4.24.4 the Trustees must keep under regular review the arrangements under which the Investment Manager acts and how those arrangements are put into effect and must:
- (a) ensure that they are kept informed on the performance of the Charity's investment portfolio managed by the Investment Manager and assess whether the policy statement is being complied with, and
- (b) review the appointment of the Investment Manager and its terms at such intervals not exceeding 24 months as they determine;
- 4.25 to appoint on such reasonable terms as to remuneration and other matters as the Trustees determine a body corporate which carries on a business which consists of or includes acting as a nominee to act as the Charity's **Nominee** in relation to such of the assets of the Charity as the Trustees determine and to take such steps as are necessary to secure that those assets are vested in a Nominee so appointed; and any such appointment must be in or evidenced in writing PROVIDED that this sub-clause does not authorise the appointment of a Nominee on terms that:
- (a) permit the Nominee to appoint a substitute Nominee, or
- (b) restrict the liability of the Nominee to the Charity, or
- (c) permit the Nominee to act in circumstances capable of giving rise to a conflict of interests
- unless it is reasonably necessary to do so;
- 4.26 to appoint on such reasonable terms as to remuneration and other matters as the Trustees determine a body corporate which carries on a business which consists of or includes acting as a custodian to act as the Charity's **Custodian** in relation to such of the assets of the Charity as the Trustees determine and to take such steps as are necessary to secure that those assets are vested in a Custodian so appointed; and any such appointment must be in or evidenced in writing: PROVIDED that this sub-clause does not authorise the appointment of a Custodian on terms that:
- (a) permit the Custodian to appoint a substitute Custodian, or
- (b) restrict the liability of the Custodian to the Charity, or
- (c) permit the Custodian to act in circumstances capable of giving rise to a conflict of interests
- unless it is reasonably necessary to do so;

4.27 subject to clauses 4.24, 4.25, 4.26 and 5, to appoint on such reasonable terms as to remuneration and other matters as the Trustees determine agents and to delegate to any such agent or to any such agents jointly the exercise of any or all of the Trustees' functions: PROVIDED that this sub-clause:

4.27.1 does not authorise the appointment of any agent on terms that:

- (a) permit the agent to appoint a substitute, or
- (b) restrict the liability of the agent to the Charity, or
- (c) permit the agent to act in circumstances capable of giving rise to a conflict of interests

unless, in relation to the exercise of **delegable functions**, it is reasonably necessary to do so, or

- (d) permit the remuneration of the agent for the exercise of **non-delegable functions**;

4.27.2 does not otherwise authorise the delegation of non-delegable functions except in accordance with the **articles**;

4.28 subject to clause 5, to appoint on such reasonable terms as to remuneration and other matters as the Trustees determine, employees, independent contractors and voluntary workers;

4.29 subject to clause 5, to pay reasonable annual sums or premiums for or towards the provision of pensions for employees for the time being of the Charity or their widows, widowers or dependants;

4.30 to insure the property of the Charity against any foreseeable risks and take out other insurance policies to protect the Charity as required;

4.31 to provide indemnity insurance to cover the liability of any Trustee, agent, employee, independent contractor or voluntary worker of the Charity in accordance with the articles;

4.32 to undertake and carry out any charitable trusts or agencies;

4.33 to secure the discharge of any of the Charity's liabilities and obligations in any lawful manner;

4.34 to amalgamate or affiliate with or to acquire or take over all or part of the undertaking or assets of any charitable body having objects altogether or mainly similar to those of the Charity;

4.35 to pay all expenses arising in connection with the formation and registration of the Charity;

4.36 to do any other lawful thing in furtherance of the Objects.

5. MEMBERS' AND TRUSTEES' INTERESTS

The income and property of the Charity must be applied solely towards the promotion of the Objects and may not be paid or distributed directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member or (except as provided in the articles) to any Trustee and (except as provided in this clause) no Trustee may be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity PROVIDED that nothing in this clause prevents any payment in good faith by the Charity:

- 5.1 of reasonable remuneration to any member (not being a Trustee) for any services rendered to the Charity;
- 5.2 of interest at a reasonable rate on money lent by any member (whether or not being a Trustee) to the Charity;
- 5.3 of reasonable rent for premises leased or let by any member (whether or not being a Trustee) to the Charity;
- 5.4 of charitable benefits to any member (not being a Trustee) in his capacity as a beneficiary of the Charity;
- 5.5 of reasonable out-of-pocket expenses to any Trustee under the articles;
- 5.6 of professional fees to any Trustee, or to any firm or body corporate in which any such Trustee is beneficially interested, for services rendered to the Charity when instructed by the other Trustees to act in a professional capacity on behalf of the Charity;

PROVIDED that:

- 5.6.1 such Trustee may not be present at or take part in any discussions or decision relating to such fees and may not be counted in the quorum for that part of the meeting of the Trustees;
- 5.6.2 the other Trustees are satisfied that the level of fees is reasonable having regard to the services rendered;
- 5.6.3 the other Trustees are satisfied that the engagement of such Trustee's services is expedient in the interests of the Charity having regard to his ability, qualifications or experience;
- 5.6.4 the number of Trustees for the time being in receipt of fee from the Charity may not exceed a minority of the Trustees;
- 5.7 of reasonable premiums in respect of trustee indemnity insurance effected under the articles.

6. LIMITED LIABILITY

The liability of the members is limited.

7. GUARANTEE

Every member undertakes to contribute such amount as may be required not exceeding £1 to the Charity'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 Charity'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 contributors among themselves.

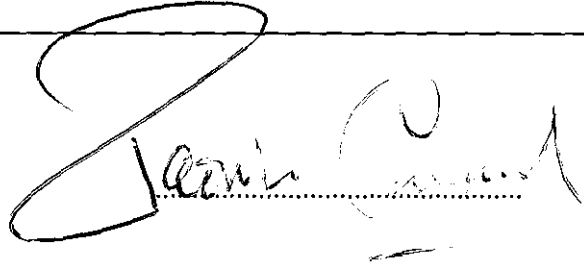
8. SURPLUS ASSETS UPON WINDING UP

Upon the winding up of the Charity, any surplus assets of the Charity remaining after the satisfaction of all its debts and liabilities may not be paid to or distributed among the members but must be given or transferred to such other charitable institution or institutions having objects similar to the Objects or, in default of any such institution, to such other charitable object as the members determine.

9. INTERPRETATION

Words and expressions defined in the articles have the same meanings in this **Memorandum**.

WE, the subscribers to this Memorandum of Association, wish to be formed into a charitable company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS	SIGNATURE
Sir Patrick Thomas Cormack The Lyons Enville Stourbridge West Midlands DY7 5LD	

WITNESS to the above signature:

Signature 

Name: ANDREW PEARSON

Address: 60 HAVANT ROAD
EMSWORTH
HANTS PO10 7JG

Jean Ann Corston
3 Avening Green
Tortworth
Wotton Under Edge
Gloucester GL12 8HD



WITNESS to the above signature:

Signature 

Name: ANDREW PEARSON

Address 60 HAVANT ROAD
EMSWORTH
HANTS PO10 7JG

DATED this 26th day of November, 2002

Company No:

THE COMPANIES ACT 1985

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

ARTICLES OF ASSOCIATION

OF

**COMMONWEALTH PARLIAMENTARY ASSOCIATION
(UNITED KINGDOM BRANCH)**

1. PRELIMINARY

None of the regulations contained or incorporated in Tables A or C in the Schedule to the Companies (Tables A to F) Regulations 1985 applies to the Charity except so far as they are contained or repeated in the articles.

2. MEMBERSHIP

2.1 The members of the Charity are the subscribers to the Memorandum and any **Member of Parliament** who is admitted to membership in accordance with rules made under article 20 and who consents in writing to become a Member.

2.2 Membership of the Charity is not transferable.

2.3 The Charity must maintain and keep at the **registered office** a **Register of members** containing the following particulars with respect to each Member:

- (1) his name and address;
- (2) the date at which he was entered in the Register as a member and the date at which he ceased to be a member.

2.4 Membership terminates automatically if a member:

2.4.1 resigns from membership by giving not less than seven **clear days'** notice to the Charity; or

2.4.2 dies; or

2.4.3 fails to pay any subscription within three months after the due date of payment; or

2.4.4 is removed from membership by resolution of the Trustees by reason of conduct inconsistent with membership of the Charity: **PROVIDED** that the Trustees must give the member not less than fourteen clear days' notice of their intention to consider the resolution and invite the member to submit written representations before a decision is made.

3. GENERAL MEETINGS

- 3.1 The Charity must hold a general meeting in each year as its annual general meeting at such time and place as the Trustees appoint and must specify the meeting as such in the notices calling it; and that not more than fifteen months may elapse between the date of one annual general meeting and that of the next: PROVIDED that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.
- 3.2 The annual general meeting is held for the following purposes:
- 3.2.1 to receive from the Trustees a full statement of account for the preceding year, duly audited;
 - 3.2.2 to receive from the Trustees a report of the activities of the Charity since the previous annual general meeting;
 - 3.2.3 to elect the members of the Executive **Committee**;
 - 3.2.4 to appoint the Charity's auditors; and
 - 3.2.5 to transact such other business as may be brought before it.
- 3.3 General meetings other than annual general meetings are called extraordinary general meetings.
- 3.4 The Trustees may call extraordinary general meetings and, by the requisition of the members under the provisions of the **Act**, must call an extraordinary general meeting for a date not later than twenty one days after receipt of the requisition, such days only to be counted if they fall within a period when **Parliament** is in session. If there are not within the **United Kingdom** sufficient Trustees to form a quorum, any Trustee or any member may call an extraordinary general meeting.
- 3.5 General meetings must be attended **in person**.

4. NOTICE OF GENERAL MEETINGS

- 4.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution must be called by at least fourteen clear days' notice. All other extraordinary general meetings must be called by at least twenty one clear days' notice such days only to be counted if falling within a period when Parliament is in session.
- 4.2 The notice must specify:
- 4.2.1 the time of the meeting;
 - 4.2.2 the place of the meeting;
 - 4.2.3 the general nature of the business to be transacted; and
 - 4.2.4 in the case of an annual general meeting, the meeting as such.

- 4.3 The notice for an annual general meeting must be delivered with a copy of the annual report and accounts for the preceding year.
- 4.4 Subject to the provisions of the articles, the notice must be given to all the members and to the Trustees and the auditors of the Charity.
- 4.5 The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice does not invalidate the proceedings at that meeting.

5. PROCEEDINGS AT GENERAL MEETINGS

- 5.1 No business may be transacted at any general meeting unless a quorum is present. Twenty members present in person are a quorum.
- 5.2 (1) The Speaker of the House of Commons or, in his absence, the **Chairman** or, in his absence, some other Trustee present nominated by the Trustees or being the only Trustee present, shall preside as chairman of the meeting.
- (2) If neither the Speaker of the House of Commons, nor the Chairman, nor such other Trustee is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present must choose one of themselves to preside as chairman of the meeting.
- 5.3 The chairman may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business may be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice must be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it is not necessary to give any notice.
- 5.4 A resolution put to the vote of a meeting must be decided on a show of hands.
- 5.5 A declaration by the chairman 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 minutes of the meeting is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 5.6 In the case of an equality of votes the chairman is entitled to a casting vote in addition to any other vote he may have.
- 5.7 (1) A resolution in writing **executed** by or on behalf of each member who at the date of the resolution would be entitled to vote on it if it had been proposed at a general meeting at which he was present is as valid and effectual as if it had been passed at a general meeting duly convened and held. The resolution may be contained in one document or in several documents each stating the terms of the resolution accurately and executed by or on behalf of one or more members.
- (2) The date of the resolution means when the resolution is signed by or on behalf of the last member to sign.

- (3) A resolution may be agreed to in accordance with this article which would otherwise be required to be passed as a special, extraordinary or elective resolution.
- (4) A document or documents executed in accordance with this article may be evidenced by facsimile transmission thereof.
- (5) This article is in addition to, and not limited by, the provisions of sections 381A, 381B and 381C of the Act.

6. VOTES OF MEMBERS

- 6.1 Subject to article 5.6, every member present in person has one vote.
- 6.2 No member may exercise his vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
- 6.3 No objection may 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 is valid. Any objection made in due time must be referred to the chairman of the meeting and his ruling in relation to any member other than himself is final and conclusive. In relation to the chairman of the meeting, the question must be decided by ordinary resolution of the other members.

7. APPOINTMENT OF EXECUTIVE COMMITTEE

- 7.1 The members of the Executive Committee shall be the Trustees. Subject to article 7.2, the Executive Committee shall consist of up to 24 persons elected by the members of the Charity and up to 3 persons co-opted by the Executive Committee.
- 7.2 Notwithstanding the provisions of article 7.1, the first Trustees are those persons named in the statement delivered under section 10(2) of the Act, who are deemed to have been elected or co-opted under the articles.
- 7.3 Trustees shall be elected annually by the members from among their number in accordance with rules made pursuant to article 20.

8. CHAIRMAN, AND HONORARY TREASURERS

- 8.1 The Trustees must appoint one of themselves to be Chairman. The Chairman may hold office for a period not exceeding three years, but the Trustees may determine in exceptional circumstances during the current period of office of the Chairman that he may continue beyond the end of such period until his successor has been appointed. Having completed three consecutive years in office no such person shall be eligible for reappointment during the period of the next three years.
- 8.2 The Trustees must appoint one of themselves to be a Joint Honorary Treasurer. The Chancellor of the Exchequer shall be a Joint Honorary Treasurer *ex officio*. The Joint Honorary Treasurer appointed by the Trustees shall hold office for such period not exceeding three years as the Trustees determine. Having served three consecutive years in office, no such person may be re-appointed during the period of the next three years.

9. TERMINATION OF OFFICE OF TRUSTEE

The office of a Trustee automatically terminates:

- 9.1 if he ceases to be a director by virtue of any provision of the Act or he is disqualified under section 72 of the Charities Act 1993 from acting as a charity trustee or he is otherwise prohibited by law from being a director or a Trustee; or
- 9.2 if he is incapable, whether mentally or physically, of managing his own affairs; or
- 9.3 if he resigns from office by notice to the Charity (but only if at least two Trustees will remain in office when the notice is to take effect); or
- 9.4 if he ceases to be a Member of Parliament; or
- 9.5 on the expiration of his period of office.

10. POWERS OF TRUSTEES

- 10.1 Subject to the provisions of the Act, the Memorandum and the articles and to any directions given by special resolution, the business of the Charity must be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or the articles and no such direction is to be treated as invalidating any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given.
- 10.2 The powers given by this article are not limited by any special power given to the Trustees by the articles and a meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

11. DELEGATION OF TRUSTEES' NON-DELEGABLE FUNCTIONS

- 11.1 The Trustees may delegate revocably to committees, consisting of two or more persons (of whom at least one shall be a Trustee) appointed by them in the exercise of any of their duties, powers and discretions: PROVIDED that:
 - 11.1.1 any such delegation is subject to such conditions as the Trustees may from time to time impose;
 - 11.1.2 all acts and proceedings of any committee must be reported promptly to the Trustees;
 - 11.1.3 no committee may incur expenditure except in accordance with a budget which has been approved by the Trustees.
- 11.2 The proceedings of any committee are governed by the articles regulating the proceedings of the Trustees so far as they are capable of applying.
- 11.3 Members of any committee may be paid all reasonable travelling, hotel and other expenses incurred by them in connection with the discharge of their duties.

12. TRUSTEES' EXPENSES

The Trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with the discharge of their functions.

13. TRUSTEES' APPOINTMENTS AND INTERESTS

- 13.1 No Trustee is accountable for any remuneration or other benefit received by him (whether by reason of his position with the Charity or otherwise) from any body corporate, securities of which comprise the assets of the Charity or any part thereof PROVIDED that where the Trustee's appointment to a position with such body corporate resulted wholly or partly from the exercise of voting rights vested in the Charity then such Trustee is accountable for any remuneration or other benefit received by him except to the extent that such remuneration or other benefit represents reasonable compensation for the services provided by the Trustee to the body corporate concerned.
- 13.2 Any Trustee who is in any way, whether directly or indirectly, interested other than as a Trustee in any contract, transaction or arrangement or any proposed contract, transaction or arrangement with the Charity must declare the nature of his interest at a meeting of the Trustees and may not:
- 13.2.1 be counted in the quorum for that part of the meeting;
- 13.2.2 vote on any resolution concerning the matter.

14. MEETINGS AND PROCEEDINGS OF THE TRUSTEES

- 14.1 Subject to the provisions of the articles, the Trustees may regulate their meetings in such manner as they think fit but must hold at least two meetings in each year. A Trustee may, and the Secretary at the request of a Trustee must, call a meeting of the Trustees. Not less than 48 hours' notice of Trustees' meetings must be given to all Trustees. Questions arising at a meeting must be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting has a second or casting vote.
- 14.2 The quorum at a meeting for the transaction of the business of the Trustees may be fixed by the Trustees and, unless so fixed, is six.
- 14.3 Meetings of the Trustees must be attended in person unless the Trustees for sufficient reason agree to participation under article 14.4.
- 14.4 Subject to article 14.3, a meeting of the Trustees may be held by any communication system which permits each participant:
- 14.4.1 to hear each of the other participants addressing the meeting; and
- 14.4.2 if he wishes to do so, to address all the other participants simultaneously.
- 14.5 The Chairman or, in his absence, some other Trustee appointed by the Trustees is to preside as chairman of meetings of the Trustees.
- 14.6 All acts done by a meeting of the Trustees or of committees or by a person acting as a Trustee or as a committee member, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or committee member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, are as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee or a committee member and had been entitled to vote.

14.7 14.7.1 A resolution in writing signed and dated by all the Trustees entitled to vote on it is as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held. The resolution may be contained in one document or in several documents each stating the terms of the resolution accurately and signed and dated by one or more Trustees. The resolution is to be treated as passed at the date of the last signature.

14.7.2 A document or documents signed and dated in accordance with this article may be evidenced by facsimile transmission thereof.

14.8 If a question arises as to the right of a Trustee to vote, the question must be referred to the chairman of the meeting and his ruling in relation to any Trustee other than himself is final and conclusive. In relation to the chairman of the meeting, the question must be decided by resolution of the other Trustees.

15. SECRETARY

Subject to the provisions of the Act and to clause 5 of the Memorandum, the **Secretary** must be appointed by the Trustees on such reasonable terms as to remuneration and other matters and subject to such conditions as the Trustees from time to time determine; and any Secretary so appointed may be removed by the Trustees by reasonable notice.

16. REGISTER OF TRUSTEES

The Trustees must maintain a **Register of Trustees** containing the following particulars with respect to each Trustee:

16.1 his present name, any former name, his usual residential address, his nationality, his business occupation (if any), particulars of any other directorships held or which have been held by him and his date of birth; and

16.2 the date at which he was appointed or re-appointed as a Trustee and the date at which he ceased to be a Trustee.

17. RECORDS

The Trustees must cause proper records to be kept of:

17.1 all appointments of officers made by the Trustees;

17.2 all proceedings at meetings of the Charity, of the Trustees and of any committees appointed under article 11, including the names of the persons present at each meeting;

17.3 all professional advice obtained.

18. ACCOUNTS, REPORTS AND RETURNS

The Trustees must comply with the requirements of the Act and of the Charities Act 1993 with respect to the keeping of accounting records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners for England and Wales of:

- 18.1 annual accounts;
- 18.2 annual reports; and
- 18.3 annual returns.

19. NOTICES

- 19.1 Subject to article 19.7, any notice or other communication (in this article referred to generally as "notice") required to be given under the articles must be in writing and must be given by or to the Secretary (as the case may be), either personally or by sending it by pre-paid first class or facsimile transmission.
- 19.2 A member present in person at any meeting of the Charity is deemed to have received notice of the meeting and, where required, of the purposes for which it was called.
- 19.3 The address for service of the Charity is the registered office.
- 19.4 Subject to article 19.5, the address for service of members and Trustees is the address recorded in the Register of members and the Register of Trustees respectively.
- 19.5 Any member or Trustee, whose address recorded in the Register of members or the Register of Trustees (as the case may be) is outside the United Kingdom, who from time to time gives to the Secretary an address within the United Kingdom at which notice may be served on him is entitled to have notice served on him at that address.
- 19.6 Notice is deemed duly served:
 - 19.6.1 in the case of the personal service, at the time of delivery;
 - 19.6.2 in the case of service by post, two clear **business days** after the date of posting;
 - 19.6.3 in the case of service by facsimile transmission, at the time of despatch.
- 19.7 Notice calling a meeting of the Trustees need not be in writing.
- 19.8 Proof that:
 - 19.8.1 an envelope containing a notice was properly addressed, prepaid and posted by first class post; or
 - 19.8.2 a facsimile transmission setting out the terms of the notice was properly despatched
 is conclusive evidence that the notice was given.

20. RULES

- 20.1 To such extent and for such period as may be determined by the Trustees, the Rules of the **Branch** shall continue in force where not inconsistent with the Memorandum, the articles and the Act. The Trustees may from time to time make rules consistent with the Memorandum, the articles and the Act for the proper conduct and management of the Charity and in particular (but without prejudice to the generality of the foregoing), they may by such rules regulate the following matters in so far as not regulated by the articles:
- 20.1.1 the admission and classification of members, including Life Members, the rights and privileges of members, the conditions of membership, the terms on which members may retire or have their membership terminated and any entrance fees, subscriptions and other fees or payments to be made by members;
 - 20.1.2 the election of Trustees by the members;
 - 20.1.3 the appointment of officers of the Charity;
 - 20.1.4 the designation of ex officio officers of the Charity;
 - 20.1.5 the admission of Life Associates of the Charity;
 - 20.1.6 the conduct of members in relation to one another and to the Charity's employees;
 - 20.1.7 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times for any particular purpose or purposes;
 - 20.1.8 the procedure at general meetings and meetings of the Trustees and committees;
 - 20.1.9 the operation of bank accounts;
 - 20.1.10 the custody of documents;
 - 20.1.11 generally, all such matters as are commonly the subject of company rules.
- 20.2 The Charity in general meeting may alter, add to or repeal the rules and the Trustees must adopt such means as they think sufficient to bring to the notice of the members all such rules which, so long as they are in force, are binding on all the members.

21. INDEMNITY

- 21.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee or other officer or auditor may otherwise be entitled, every Trustee or other officer or auditor of the Charity is entitled to be indemnified out of the assets of the Charity against any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity PROVIDED that:

- 21.1.1 the indemnity does not apply to any liability to the extent that it is recovered from any other body or person; and
- 21.1.2 the indemnity is subject to that Trustee or other officer or auditor taking all reasonable steps to effect such recovery, so that the indemnity does not apply to the extent that an alternative right of recovery is capable of being enforced.
- 21.2 The Charity may purchase and maintain indemnity insurance to cover any Trustee for:
- 21.2.1 any liability which by any rule of law may attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in his capacity of Trustee;
- 21.2.2 all costs, charges and expenses which may be incurred by him in contesting any such liability or alleged liability;
- 21.2.3 all costs of a successful defence to a criminal prosecution against him in his capacity of Trustee;
- but always excluding liability arising from any act or omission which the Trustee knew to be a breach of duty or breach of trust or which was committed by the Trustee in reckless disregard of whether it was or was not a breach of duty or breach of trust or for the costs of an unsuccessful defence to a criminal prosecution.
- 21.3 The Charity may also provide indemnity insurance to cover the liability of its agents, employees, independent contractors and voluntary workers against all such risks incurred in the performance of their duties as may be thought fit.

22. SURPLUS ASSETS UPON WINDING UP

Clause 8 of the Memorandum relating to the winding up of the Charity shall have effect as if its provisions were repeated in the articles.

23. INTERPRETATION

- 23.1 In the Memorandum and in the articles:

"Act" means the Companies Act 1985;

the "**Association**" means the Commonwealth Parliamentary Association;

"**articles**" mean these articles of association as originally adopted or as from time to time altered;

"**Branch**" means the unincorporated association whose undertaking is to be or has been transferred to the Charity;

"**business day**" means a day (other than a Saturday) when banks are open for the normal transaction of business in London;

"**Chairman**" means the chairman of the Trustees appointed under article 8;

"**Charity**" means the company called the Commonwealth Parliamentary Association (UK Branch);

"**clear days**" in relation to the period of a 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;

"**Custodian**" means a body corporate or more than one who may be appointed by the Trustees under clause 4.26 of the Memorandum;

"**delegable functions**" means:

- (a) any function consisting of carrying out a decision that the trustees have taken;
- (b) any function relating to the investment of assets (including, in the case of land held as an investment, managing the land and creating or disposing of an interest in the land);
- (c) any function relating to the raising of funds for the Charity otherwise than by means of profits of a trade which is an integral part of carrying out the Charity's charitable purposes;
- (d) any other function prescribed by an order made by the Secretary of State under section 11(3) of the Trustee Act 2000;

"**executed**" includes any mode of execution;

"**functions**" includes powers and duties;

"**investment management functions**" means the Trustees' functions under clause 4.23 of the Memorandum relating to:

- (a) the investment of assets of the Charity;
- (b) the acquisition of property by the Charity; and
- (c) managing property of the Charity and disposing of, or creating or disposing of an interest in, such property;

"**Investment Manager**" means an individual, company or firm or more than one who may be appointed by the Trustees under clause 4.24 of the Memorandum;

"**member**" means an individual or an **organisation** who is a member of the Charity for the purposes of the Act;

"**Member of Parliament**" includes a person who was a Member of Parliament on the day before a dissolution for the period from that day up to and including the day before Parliament is next convened, except any such person retiring as a Member of Parliament on the day of dissolution;

"**Memorandum**" means the Charity's memorandum of association as originally adopted or as from time to time altered;

"**Nominee**" means a body corporate or more than one who may be appointed by the Trustees under clause 4.25 of the Memorandum;

"**non-charitable trading**" means carrying on a trade for the purpose of raising funds for the Charity *other than* a trade the profits of which are applied solely to the purposes of the Charity and either:

- (a) the trade is exercised in the course of the actual carrying out of a primary purpose of the Charity; or
- (b) the work in connection with the trade is mainly carried out by the beneficiaries of the Charity; or
- (c) the profits accrue to the Charity from a lawful society lottery; or
- (d) the profits of the trade are entitled to exemption from tax under section 46 of the Finance Act 2000 or would have been so entitled by Extra Statutory Concession prior to 1st April, 2000;

"**non-delegable functions**" means functions other than delegable functions;

"**Objects**" means the Objects of the Charity as defined in clause 3 of the Memorandum;

"**Organisation**" means a corporation or an unincorporated association;

"**Parliament**" means the House of Commons and the House of Lords of the United Kingdom;

"**policy statement**" means a statement giving guidance as to how the investment management functions should be exercised by the Investment Manager under clause 4.24 of the Memorandum and includes any revised or replacement policy statement;

"**registered office**" means the registered office of the Charity;

"**Register of members**" means the register of members required to be maintained under article 2.3;

"**Register of Trustees**" means the register of trustees required to be maintained under article 16;

"**Secretary**" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity including an assistant or deputy secretary;

"**Trustees**" means the persons who are the directors of the Charity for the purposes of the Act and the charity trustees within the meaning of section 97(1) of the Charities Act 1993;

the "**United Kingdom**" means the United Kingdom of Great Britain and Northern Ireland;

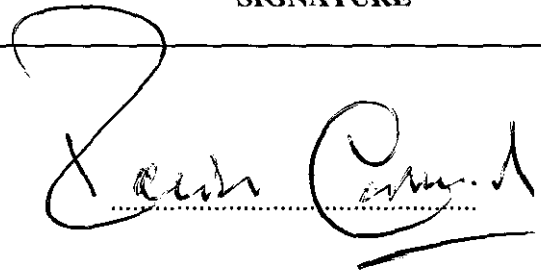
"**written**" or "**in writing**" means a legible document on paper including a facsimile transmission.

- 23.2 Whenever, and for so long as, the Charity has a single member the articles apply (in the absence of any express provision to the contrary) with such modification as is necessary in relation to a single member company.

- 23.3 Any reference in the Memorandum or the articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation so made under that enactment.
- 23.4 Unless the context otherwise requires, words or expressions contained in the Memorandum or the articles bear the same meaning as in the Act but excluding any statutory modification of it not in force when the articles become binding on the Charity.
- 23.5 Unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.
- 23.6 Headings to the Memorandum and the articles are inserted for convenience and shall not affect construction.

NAMES AND ADDRESSES OF SUBSCRIBERS	SIGNATURE
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Sir Patrick Thomas Cormack
 The Lyons
 Enville
 Stourbridge
 West Midlands DY7 5LD



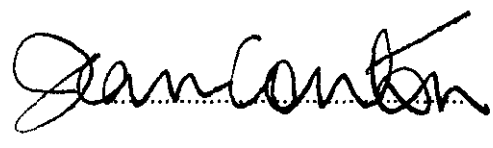
WITNESS to the above signature:

Signature 

Name: ANDREW PEARSON

Address: 60 HAVANT ROAD
 EMSWORTH
 HANTS PO10 7JG

Jean Ann Corston
 3 Avening Green
 Tortworth
 Wotton Under Edge
 Gloucester GL12 8HD



WITNESS to the above signature:

Signature 

Name: ANDREW PEARSON

Address: 60 HAVANT ROAD
 EMSWORTH
 HANTS PO10 7JG

DATED this 26th day of November, 2002