

THE COMPANIES ACT 1985

Company limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION

of

The ERA Foundation Limited

- 1 The name of the Company (hereinafter called 'the Company') is 'The ERA Foundation Limited'.¹
- 2 The registered office of the Company will be situate in England.
- 3 The objects for which the Company is established are:
 - (a) To promote research and other scientific or technological work in connection with the electrical, electronic and allied trades or industries, and for the purpose to establish, form, equip and maintain laboratories, workshops or factories, and conduct and carry on experiments, and to provide funds for such work, and for payment to any person or persons engaged in research work, whether in such laboratories or elsewhere, and to encourage and improve the education of persons where this would benefit the scientific and technological progress of the said trades or industries, and for this purpose to raise money by subscriptions levied on the Members of the Company.
 - (b) To carry on business in the production or application of electrical or electronic machinery or equipment, cables or plant, or of machinery, components, apparatus or materials which are accessory to the electrical or electronic manufacturing industries.
 - (c) To carry on business in the production of machinery, equipment or plant which incorporates the manufactures of the said trades and industries or in the

¹ The Company changed its name from 'ERA Technology Limited' by special resolution of the Company passed by the members in general meeting on 14 December 2000.

supply of technical services which require the ownership or operation of the manufactures of the said trades and industries.

- (d) To carry on the business of electrical and electronic engineers in all its forms and to design manufacture and sell or otherwise dispose of or exploit all manner of plant, machinery, equipment and devices used or capable of being used in the field of electrical or electronic engineering or which utilise or are based upon the science or technology of electrical or electronic engineering whether or not for the purpose of exploiting the inventions and discoveries of the Company and to carry on the business of providing technical advisory or consultancy services in the field of electrical or electronic engineering or utilising or based upon the science or technology thereof.
- (e) To prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literary undertakings or other means of communication (including films) treating of or bearing upon the said trades or industries or any of them, and to circulate or sell such publications or films, and to establish, form and maintain museums, collections, libraries and collections of literature, statistics, scientific data and other information relating to the said trades or industries or any of them or to matters of interest to the persons engaged therein, and to translate, compile, collect, publish, lend and sell, and endeavour to secure, or contribute to the translation, compilation, collection and publication, by Parliament, Government Departments and other bodies or persons, of any such literature, statistics and information, and to disseminate the same by means of the reading of papers, delivery of lectures, giving of advice, and appointment of advisory officers or otherwise, and to retain or employ skilled professional or technical advisers, lecturers, and teachers in connection with the objects of the Company and pay therefor such fees or remuneration as may be thought expedient.
- (f) To found, aid, maintain and endow scholarships and bursaries for the remuneration, instruction and support of students in research work, or persons engaged in studying the principles involved in any of the said trades or industries or connected therewith, whether in the laboratories of the Company or elsewhere, and to employ and remunerate as may be expedient, instructors and supervisors for such students and also for persons engaged in studying the principles involved in any of the said trades or industries or connected therewith, paying due regard to the provision of instruction by existing institutions.
- (g) To encourage the discovery of, and investigate and make known the nature and merits of scientific discoveries, inventions, improvements, processes, materials and designs which may seem capable of being used by the Company or its Members or others engaged in or interested in the said trades or industries for any of the purposes of the said trades or industries or any of them to acquire any patents or licences relating to any such inventions, improvements or processes, and to acquire from any persons and register any designs or standardisation marks, whether for general or special purposes, with a view to the use thereof by the Company or its Members and others upon such terms as may seem expedient, and to develop, perfect and test the value of such inventions, improvements, processes and designs by manufacturing, exhibiting and placing on the market any article or substances to which the same may be capable of application.

- (h) To apply to Government Departments, Local Government Authorities, Engineering and Scientific Institutions, Trade Manufacturers and other associations, public bodies, corporations, companies or persons for, and to accept grants of money, land, donations, gifts, subscriptions and other assistance with a view to promoting the objects of the Company, and to discuss and negotiate with them schemes of research and other work and matters within the objects of the Company and to conform to any proper conditions upon which such grants and other payments may be made.
- (i) To establish, promote, co-operate with, receive into union, become a member of, act as, or appoint trustees, agents or delegates for, control, manage, superintend, afford financial assistance to, or otherwise assist the research work of any associations and institutions and other bodies incorporated or not incorporated, whose objects include scientific or industrial research, in particular to purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of, or to lend money to, subsidise or otherwise assist any such association, institution or other body.
- (j) To establish, maintain, control and manage branches of the Company in the United Kingdom and elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and, when thought fit, to dissolve and modify the same.
- (k) To undertake and execute any trusts which may be conducive to any of the objects of the Company.
- (l) To carry out any of the above-mentioned research or other educational or scientific work, and to do all or any of the above-mentioned things, whether affecting the whole of the said trades or industries or merely one or more particular parts or sections of the said trades or industries of any of them or in connection with the business of any particular Member or group of Members of the Company or others, and, in the case of work and not affecting the whole of the said trades or industries, to make such arrangements as to special payment by such particular sections or Member or group of Members or others including the entering into of contracts or other arrangements whereby such work is undertaken at the sole cost and under the control and for the sole benefit of any such particular Member or group of Members or others as may be expedient.
- (m) To use the funds of the Company in the employment of persons of learning or skill, and the provision and use of buildings, and of instruments, materials and appliances, and of any of the equipment of the Company for any form of scientific studies which may be considered to have some bearing, whether immediate or ultimate, on practical problems involved in the nature or use of electricity.
- (n) To collect, arrange, index and publish information as to materials, patents, processes, machines, appliances and tools used or known in or in regard to the electrical or allied trades or industries or likely to be useful thereto, and to establish and maintain an Information Department for the benefit of Members of the Company.
- (o) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for

sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.

- (p) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (q) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (r) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (s) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (t) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (u) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable and in particular, but without limitation, to promote companies as subsidiaries of the Company for the purpose of carrying on any business, whether or not a business which it is within the powers of the Company itself to carry on.
- (v) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of the Company or not, and to give all kinds of indemnities.
- (w) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other

company whether fully or partly paid up provided that no disposal shall be made of the whole or a material part of the undertaking, property, assets, rights and effects of the Company without the approval of the Company in General Meeting.

- (x) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (y) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members provided that no contribution shall be made to any political party without the approval of the Company in General Meeting.
- (z) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members.
- (aa) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (bb) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.
- (cc) And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anyway limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

Provided that:

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Company shall not support with its funds any object, or endeavour to impose or procure to be observed by its Members or others, any regulation, restriction or condition which if an object of the Company would make it a Trade Union.
- (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Directors of the Company shall be chargeable for any such property that may come into their hands and

shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Directors have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Board of Directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

- 4 The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, gift, division, bonus or otherwise howsoever by way of profit, to the Members of the Company.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any Member of the Company, in return for any services actually rendered to the Company, or for any material, labour, plant or power supplied for experimental purposes, nor prevent the payment of interest on money lent, or payment of a reasonable and proper rent for premises demised or let by any Member of the Company.

Provided also that nothing herein shall prevent any Member of the Company from exercising any processes and making, using, acquiring and vending any articles and things in the ordinary course of his business for profit or otherwise under any licence or permission in respect of any discovery, invention and patents resulting from the work of the Company.

- 5 The liability of the Members is limited.
- 6 Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £5.
- 7 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Company and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.