

Company Number 3779265

**THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
THE INTERNET SOCIETY OF ENGLAND**

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(Ref: EEW/RJF/15345/0001)

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION
OF
THE INTERNET SOCIETY OF ENGLAND

1. The name of the Company is "THE INTERNET SOCIETY OF ENGLAND".
2. The Registered Office of the Company is in England.
3. The objects for which the Company is established are to promote the effective operation and development of the Internet and its related technologies in the public interest through leadership in standards, issues and education.
4. In support of the objects, but not otherwise, the Company shall have power to do all things incidental or conducive to the attainment of the objects or any of them. In particular (but without limitation) the Company shall have the following powers:
 - 4.1. to pay out of the Company's funds the costs incurred in forming the Company;
 - 4.2. to pay out of the Company's funds premiums on insurance policies to cover the liability of the Directors established by the Articles of Association which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company: provided that any such insurance or indemnity shall not extend to any claim arising from criminal neglect or deliberate default on their part;
 - 4.3. to invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made, provided that the Company shall not have power to invest in any organisation which is a member of the Company at the time the investment is made;

- 4.4. to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company;
 - 4.5. to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of the employees of the Company or of any subsidiary, holding or fellow subsidiary of the Company and of their wives, widows, children and other relatives and dependants and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.
5. The income and capital of the Company shall be applied solely towards the promotion of the objects of the Company; and no part of the income or capital shall be paid or transferred, directly or indirectly, to the members of the Company, whether by way of dividend or bonus or otherwise in the form of profit. This shall not prevent the payment of:
 - 5.1. reasonable and proper remuneration to any officer, employee, or member of the Company in return for any services provided to the Company;
 - 5.2. a reasonable rate of interest on money lent to the Company;
 - 5.3. reasonable rent for property let to the Company;
 - 5.4. expenses to Directors; or
 - 5.5. premiums on the indemnity insurance referred to in clause 4.2.
6. The liability of the members is limited.
7. If the Company is wound up while a person is a member or within one year after that person ceases to be a member, every member of the Company will contribute such amount as may be required not exceeding one pound sterling (£1) to the assets of the Company, for payment of the Company's debts and liabilities accrued before the member ceases to be a member, and of the costs and expenses of winding up, and for the adjustment of the rights of the members among themselves.
8. If on the winding up or dissolution of the Company there remains any surplus property after satisfaction of the Company's debts and liabilities, the surplus shall not be paid to the members of the Company, but shall be either:

- 8.1. given or transferred to some other institution or institutions having objects similar to the objects of the Company; or
- 8.2. if no such institution can be found, paid to one or more charitable trusts, institutions, associations or companies formed or existing in order to conduct research for the public benefit into electronic networking and/or related disciplines and subject areas.

If no such payment is possible, any surplus shall be applied to a charitable object. In each case, the recipient body or bodies shall be chosen by the members as at the date of winding up or dissolution.

We, the persons whose names are written below, wish to be formed into a Company under this Memorandum of Association.

Names, addresses and witnessed signatures of subscribers

Christian **DE LARRINAGA**

Simon **FORREST**

Robin **PICKERING**

Mick **FARMER**

Gordon **HOWELL**

Bryan **PYNE**

Rosemary **GARDNER**

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
THE INTERNET SOCIETY OF ENGLAND

INTERPRETATION

1. In these Articles:

"the Act" means the Companies Act 1985;

"the seal" means the common seal of the Company;

"Secretary" means any person appointed to perform the duties of the Secretary of the Company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, fax, e-mail and other methods of representing or reproducing words in a visible form;

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the meanings given to them in the Act.

ADMISSION OF MEMBERS

2. The members of the company shall be the subscribers to the Memorandum and Articles of Association; the Directors; and individuals or organisations who or which apply for admission, are admitted as members by the Directors, and pay a subscription.

Every application for membership shall be in one of the forms set out in Article 52 or in such other form as the Directors shall prescribe from time to time.

At the next meeting of the Directors after the receipt of any application for membership, such application shall be considered by the Directors who shall decide whether to admit or reject the applicant.

RETIREMENT OF MEMBERS

3. A member shall cease to be such:
 - 3.1. if by notice in writing lodged with the Secretary he, she or it shall resign his, her or its membership;
 - 3.2. in the case of the Directors, on ceasing to be a Director;
 - 3.3. if an individual, upon death, or if he or she becomes of unsound mind, or is convicted of any indictable offence for which he or she is sentenced to a term of imprisonment;
 - 3.4. in any case, if any subscription or membership fee due to the Company remains outstanding for more than one (1) month; or
 - 3.5. (except in the case of Directors) if he/she or it is removed from the membership in accordance with any Rule established from time to time pursuant to Article 49.

No member of the Company shall be entitled to any refund of subscription on ceasing to be a member.

GENERAL MEETINGS

4. The Company shall hold a general meeting in each year as its Annual General Meeting, in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and the date of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
5. The Directors may call general meetings whenever it thinks fit; and shall do so on a requisition by the members of the Company pursuant to the Act.
6. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice, and all other general meetings shall be called by at least 14 clear days' notice. A meeting of the Company may be called by shorter notice if it is so agreed:
 - 6.1. in the case of an Annual General Meeting, by all the members entitled to attend and vote; and

- 6.2. in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all the members.

The notice shall specify the place, the day and the hour of the meeting, and the general nature of the business to be transacted; and shall, in the case of an Annual General Meeting, specify the meeting as such. Notice shall be given to the members of the Company, to the Directors, and to the auditors.

7. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive it shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

8. No business shall be transacted at any general meeting unless a quorum of members of the Company is present at the time when the meeting proceeds to business; one third of the members of the Company or three members of the Company (whichever is the greater) present in person or by proxy shall be a quorum.
9. If a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine.
10. The Chairman of the Directors shall preside as Chairman at every general meeting of the Company. If there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.
11. If at any meeting no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time appointed for the holding of the meeting, the members of the Company present shall choose one of their number to be Chairman of the meeting.
12. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise, it shall not be necessary to give any

notice of an adjournment, or of the business to be transacted at an adjourned meeting.

13. A resolution proposed at any general meeting shall be approved if at least two-thirds of the votes cast at the meeting are in favour of the resolution, except where the Act or these Articles prescribes a different majority.
14. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands (in which case, every member present in person shall have one vote) unless a poll is demanded (before or on the declaration of the result of the show of hands). Subject to the Act, a poll may be demanded:
 - 14.1. by the Chairman; or
 - 14.2. by at least two members of the Company present in person or by proxy; or
 - 14.3. by any member or members of the Company present in person or by proxy and representing not less than one tenth of the total voting rights of all the members of the Company having the right to vote at the meeting.
15. Unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or lost on a show of hands, whether unanimously or by a particular majority, and an entry to that effect in the book containing the minutes of proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
16. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll is made.
17. Except as provided in Article 18, if a poll is demanded it shall be taken in such manner as the Chairman directs; and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

19. The Directors will establish the subscriptions and poll voting rights of members of the Company for the period to 30 April 2000. Thereafter, the subscriptions and poll voting rights will be set annually.
20. A member of the Company who is an individual may appoint a proxy to attend general meetings in his or her place. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney properly authorised in writing. A proxy need not be a member of the Company.
21. The instrument appointing a proxy and the power of attorney, if any, under which it is signed, or a copy of that power certified by a solicitor, shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
22. An instrument appointing a proxy shall be in as near the form set out in Article 53 as circumstances admit.
23. Where the intention is that members of the Company should have an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in as near the form set out in Article 54 as circumstances admit.
24. The instrument appointing a proxy for a member of the Company shall be deemed to confer authority to demand or join in demanding a poll.
25. A vote given or poll demanded by the authorised representative of a member organisation shall be valid notwithstanding the previous revocation of the authority of the person voting or demanding a poll, provided that no notice of such revocation was received by the Company at its Registered Office before the start of the meeting or adjourned meeting at which the vote is given or poll demanded.

DIRECTORS

26. At the first annual general meeting all the Directors shall retire from office unless the members of the Company do not appoint or re-appoint at least three (3) Directors at that meeting in which case they shall all remain in office. At every subsequent annual general meeting one-third of the Directors then

in office shall retire. If the number of Directors is not divisible by three, then the number nearest to one-third shall retire.

27. Subject to the provisions of the Act, the appointed members to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
28. If the members of the company, at the meeting of the Company at which a Director retires by rotation, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.
29. No person other than a Director retiring by rotation shall be appointed or re-appointed at any general meeting unless:
 - 29.1. he or she is recommended by the Directors; or
 - 29.2. not less than fourteen (14) nor more than thirty-five (35) clear days before the date appointed for the meeting, notice executed by a member of the Company qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or re-appointment, together with notice executed by that person of his or her willingness to be appointed or re-appointed.
30. Not less than seven (7) nor more than twenty-eight (28) clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Directors for appointment or re-appointment as an appointed member at the meeting, or in respect of whom notice has been duly given to the Company of the intention to propose him or her at the meeting for appointment or re-appointment.
31. Subject to Articles 26 to 30, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director; and may also determine the rotation in which any additional Directors are to retire.
32. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next

following annual general meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he or she shall vacate office at the end of the meeting.

33. Subject to Articles 26 to 30, a Director who retires at an annual general meeting may, if willing to act, be re-appointed. If he or she is not re-appointed, he or she shall retain office until the members of the Company appoint someone in his or her place, or if it does not do so, until the end of the meeting.
34. A Director shall cease to be such:
 - 34.1. if by notice in writing lodged with the Secretary he or she resigns his or her Directorship;
 - 34.2. upon death, or if he or she becomes bankrupt or makes any arrangement with his or her creditors generally, or becomes of unsound mind, or is convicted of an indictable offence for which he or she is sentenced to a term of imprisonment;
 - 34.3. if he or she is removed by a simple majority of the members of the Company, following the procedure laid down in Section 303 of the Act.
35. The Directors shall have control over all the affairs and property of the Company, and may exercise all such powers of the Company as it thinks fit, except as otherwise provided by the Memorandum of Association of the Company and these Articles, and in any Rules made pursuant to Article 49.
36. The Directors may convene and regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes.
37. Subject to Articles 36 and 39, the Chairman of the Directors shall preside at every meeting; and in the case of an equality of votes he shall be entitled to a second or casting vote. A Director may, and the Secretary at the request of a Director shall, at any time summon a meeting of the Directors.
38. The quorum necessary for the transaction of business at meetings of the Directors shall be one-third of the Directors then holding office or three (3) Directors (whichever is the greater). The Directors shall cause minutes to be made in books provided for the purpose of all resolutions and proceedings at all meetings of the Directors.
39. If at any meeting of the Directors the Chairman is not present within fifteen minutes after the time appointed for the start of the meeting, the members present may choose one of their number to be chairman of the meeting. In the

case of an equality of votes on any question the chairman shall have a second or casting vote.

40. The Directors may delegate any of its powers to committees consisting of such of its members, members of the Company and others as it thinks fit: in the exercise of the delegated powers, any committee so formed shall conform to any regulations which may be imposed on it by the Directors.

SECRETARY

41. The Company shall have a Secretary who shall be appointed by the Directors for such term, at such remuneration and upon such conditions as the Directors thinks fit. If the office is vacant or for any other reason there is no Secretary capable of acting, anything required or authorised to be done by or to the Secretary may be done by any officer of the Company authorised generally, or specially for that purpose, by the Directors.

SEAL

42. The seal shall be used only by the authority of the Directors. Every instrument to which the seal is affixed shall be signed by a Director, and shall be countersigned by the Secretary, or by a second Director, or by some other person appointed by the Directors for the purpose.

NOTICES, MEETINGS AND RESOLUTIONS

43. The following Articles 44 to 48 shall apply to meetings and resolutions of, and notices given to, the Directors and the Company in general meeting; and "member" shall be construed as meaning a Director or a member of the Company in general meeting as the context requires.
44. Any notice to be given under these Articles shall be in writing. The Company may give any notice to a member personally, or by sending it by post (airmail in the case of overseas members who have given no address for service within the United Kingdom) in a prepaid envelope addressed to the member at his or her registered address, or by leaving it at that address. Where the member has given to the Company a facsimile number or e-mail address to which notices may be sent electronically, the Company may give a valid notice by means of facsimile or e-mail.
45. A member present in person at any meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
46. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given to a postal

address. Electronic confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or e-mail address. A notice shall be deemed to be given at the expiration of 48 hours after it was posted or (as the case may be) transmitted electronically.

47. Subject to the provisions of the Act (and in particular in the case of a resolution of the members of the Company, to any requirement to submit the proposed resolution to the auditors), a resolution in writing signed by all the members entitled to attend and vote at meetings shall be as valid and effective as if it had been passed at a meeting properly convened and held. Any such resolution in writing may consist of two or more documents in similar form, each signed by one or more of such persons. Digital signatures and facsimiles of signatures will suffice for the purpose of this Article.
48. A member entitled to attend and vote at a meeting may participate by means of a telephone conference or other facility whereby all people participate in the meeting can hear each other and participation in a meeting in this manner shall be deemed to be presence in person at such meeting.

RULES

49. The Directors must establish a Rule to determine the subscriptions payable by members of the Company and the voting rights to which they will be entitled, for the period set out in article 19; and in addition may establish Rules for any purposes required from time to time for the effective operation of the Company, the furtherance of its objects, or the management of its status as a Chapter of The Internet Society; provided that in the event of a conflict between the terms of these Articles or the Memorandum of Association of the Company and any Rules established under this Article 49, the terms of the Memorandum and Articles will prevail.
50. Subject to the Act, but without prejudice to any indemnity to which he or she may otherwise be entitled, every Director and every officer of the Company, shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, alleging liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and in which judgment is given in his or her favour, or in which he or she is acquitted, or in connection with any application in which relief is granted to him or her by the Court.
51. Subject to the Act, the Company may purchase and maintain for any Director or for any officer of the Company, insurance cover against any liability which may attach to him or her by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Company, and against all costs, charges, losses,

expenses and liabilities incurred by him or her and for which he or she is entitled to be indemnified by the Company under Article 50.

52. The forms of the application for membership referred to in Article 2 are as follows.

In the case of an individual:

To the Directors of THE INTERNET SOCIETY OF ENGLAND

I,
of
wish to become a member of THE INTERNET SOCIETY OF ENGLAND, subject to the provisions of the Memorandum and Articles of Association of the Company. I confirm that I will not do anything which may bring the Company into disrepute.

Signature:.....

Date:.....

In the case of an organisation:

To the Directors of THE INTERNET SOCIETY OF ENGLAND whose registered office/principal place of business is at

applies for membership of THE INTERNET SOCIETY OF ENGLAND, subject to the provisions of the Memorandum and Articles of Association of the Company.

It will neither do, nor permit its employees to do, anything which may bring the Company into disrepute.

Authorised

Signature:.....

Name:.....

Position:

Date:.....

53. The form of proxy referred to in Article 22 is as follows:

THE INTERNET SOCIETY OF ENGLAND

I,
of
being a member of the above Company, appoint
of
or failing him/her
of
as my proxy to vote for me on my behalf at the General Meeting of the
Company to be held on the day of and at any adjournment

Signed:.....

Date:.....

54. The form of proxy referred in Article 23 is as follows:

THE INTERNET SOCIETY OF ENGLAND

I,
of
being a member of the above Company, appoint
of
or failing him/her
of
as my proxy to vote for me on my behalf at the Annual/Extraordinary*
General Meeting of the Company to be held on the day of
and at any adjournment

Signed:.....

Date:.....

This form is to be used * in favour of/against the resolution

Unless otherwise instructed, the proxy will vote as he/she thinks fit

* Strike out whichever you do not want".

We, the persons whose names are written below, wish to be formed into a Company under these Articles of Association:

Names, addresses and witnessed signatures of subscribers

Christian **DE LARRINAGA**

Simon **FORREST**

Robin **PICKERING**

Mick **FARMER**

Gordon **HOWELL**

Bryan **PYNE**

Rosemary **GARDNER**