

EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that at 2.30pm in the afternoon(or immediately after the conclusion of the Annual General Meeting)on Saturday 4 December 1993 at the University of Manchester an Extraordinary General Meeting of the above company will be held at the same place when the following will be proposed as Special Resolutions.

1 To make alterations to the objects clauses and further alterations to the Memorandum of Association of the Company as follows:

[a] that the objects set forth in paragraphs 3[b] ,3[b][2],3[b][8] and 3[f] of the printed document produced to this meeting and for the purpose of identification signed by the Chairman hereof and reproduced in the Society's journal of June 1993 be approved and adopted as the objects of the Company,in substitution for,and to the exclusion of,all the existing objects thereof,and that the Memorandum of Association be altered accordingly.

[b] that the objects of the Company set forth in the Memorandum of Association of the Company be altered by the addition of paragraphs 3[b][9],3[b][10] and 3[b][11] as included in the printed document produced to this meeting and for the purpose of identification signed by the Chairman hereof and reproduced in the Society's journal of June 1993 and that the Memorandum of Association be altered accordingly.

[c] that the wording of paragraph 6 be amended by the substitution of one pound for one guinea.



THE COMPANIES ACTS 1908 to 1917

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

RADIO SOCIETY OF GREAT BRITAIN

(name of company altered from "The Incorporated Radio Society of Great Britain"
by *Special Resolution* dated the 18th day of December 1953)

J. E. Chant

1. The name of the Company (hereinafter called "The Society") is "RADIO SOCIETY OF GREAT BRITAIN".
2. The registered office of the Society will be situate in England.
3. The objects for which the Society is established are:-
 - (a) To succeed to and take over such of the property, rights and obligations of the existing Radio Society of Great Britain as may lawfully be acquired and taken over by the Society.
 - (b) To promote the general advancement of the science and practice of Radio Communication or other subjects allied thereto and to facilitate the exchange of information and ideas on these subjects among its members and to obtain the maximum liberty of action consistent with safeguarding the interests of all concerned, and for this purpose:-
 - (1) To hold Meetings of the Society for reading and discussing communications bearing upon Radio Science or the application thereof or upon subjects relating thereto;
 - (2) To hold, promote or support Exhibitions of instruments, apparatus or other appliances connected with the Amateur Service, the Amateur Service, Radio Science or its applications;
 - (3) To print, publish, sell, lend or distribute the proceedings or reports of the Society or any papers, communications, works, or treatises on the Amateur Service, Radio Science, or its applications, or subjects connected therewith in the English or any foreign tongue or any abstracts or translations thereof or extracts therefrom;
 - (4) To take charge of the books, pamphlets, publications, manuscripts or instruments at present in the possession of the Radio Society of Great Britain, and to observe and perform the Trusts of any deed affecting the same or any of them, or to form any additional library of books, works, manuscripts on Radio Communication or the application thereof or other subjects allied thereto;
 - (5) To borrow or raise money as the Society may think fit;
 - (6) To make grants of money, books, medals, apparatus or otherwise for the purpose of promoting invention and research in Radio Communication or its applications or in subjects connected therewith;
 - (7) To form Sections of its members united in pursuit of some common interest;
 - (8) To affiliate with itself British, European and any other societies worldwide interested in Radio Communication or other subjects allied thereto;

- (9) To purchase for the purpose of resale components, papers, books, apparatus and other items relating to radio communication and subjects allied thereto;
 - (10) To act under agreement on behalf of government agencies for the purpose of issuing licences and variations thereto;
 - (11) To develop and conduct examinations for the purpose of the furtherance of knowledge in the Amateur Service;
- (c) To purchase, take on lease, or otherwise acquire, and also let, lease, or to dispose of any premises or other property for the purposes of the Society, subject to the provisions of Section 19 of the Companies (Consolidation) Act, 1908;
 - (d) Subject to the rules of law affecting champerty and maintenance to raise and administer funds for the purpose of protecting and indemnifying members of the Society from and against unfounded claims and to take steps to defeat such claims, and for the purpose of affording to its members legal advice and assistance in connection with their wireless experiments;
 - (e) To consider, originate and support improvements in the law which may seem directly or indirectly conducive to any of the Society's objects, and to resist and oppose alterations therein which may seem to the Society directly or indirectly adverse to the interests of the Society or its members or any section thereof;
 - (f) The doing all such other lawful things as the Society may think fit.

Provided that the Society shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Society would make it a Trade Union.

Provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Board of Education, the Society 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 Managers or Trustees of the Society shall be chargeable for such property as 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 Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Board of Education over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Society were not incorporated. In case the Society shall take or hold any such property which may be subject to any trusts, the Society shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Society shall be applied exclusively in the promotion of the foregoing objects, and no dividend shall be paid to its members or any of them; but these restrictions shall not prevent the payment to any member (including any member of the Council of the Society) of interest on money lent, or rent for premises leased by him or her to the Society, nor the payment of appropriate fees or other remuneration for original literary or other material accepted by the Society for publication or inclusion in any of its publications.
5. The liability of the members is limited.
6. Every member of the Society undertakes to contribute to the assets of the Society, 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 Society contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding one pound.
7. If upon the winding up or dissolution of the Society 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 Society, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Society, 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 Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Society, and the matters in respect of which receipts and expenditure take place, and of the property, credits, and liabilities of the Society; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Society shall be examined, and the correctness of the balance-sheet ascertained by one or more properly qualified Auditor or Auditors.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association
H.C.L. HOLDEN, Brig.-Gen., 2 St. John's Park, S.E.2 (Army Retired Pay); MAURICE CHILD, 60 Ashworth Mansions, Maida Vale, W.9 (Director of Company); O.F. BROWN, 13 Hampstead Way, N.W.11 (Civil Servant); J.H. REEVES, 2 Penywern Road, S.W.5 (Tutor); H.R. HALLIWELL, 2 Princes Road, Crumpsall, Manchester (Electrical Engineer); GERALD MARCUSE, Queens Park, Caterham (Merchant); H. BEVAN SWIFT, 49 Kingsmead Road, Tulse Hill, S.W.2 (Electrical Engineer). Dated the 22nd day of July 1926. Witness to the above signatures, FEARNLEY OWEN, St. Michael's Alley, Cornhill, E.C.3 (Solicitor).

(Amended by special resolutions dated the 18th day of December 1953, the 8th day of December 1984 and the 4th day of December 1993)