

Company Number:

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE CENTRE FOR PUBLIC SCRUTINY LIMITED

(the "Company")

- 1 The name of the Company is "THE CENTRE FOR PUBLIC SCRUTINY LIMITED".
- 2 The registered office of the Company will be situate in England.
- 3 The objects for which the Company is established are to:
 - (a) advocate and promote scrutiny as a means of securing effectiveness, efficiency and economy in public authorities and public service organisations;
 - (b) promote proper accountability of powerful executives in public authorities and public service organisations;
 - (c) create and facilitate national communities of interest across all levels of government;
 - (d) promote the scrutiny of the performance and delivery of public services from the perspective of customers and citizens; and
 - (e) promote the securing of community well-being.
- 4 The Company has power to do anything within the law that may promote or may help promote the objects set out in paragraph 3 or any of them. In particular (but without limitation) the Company has the following powers
 - (a) To issue appeals, hold public meetings, lectures, conferences, exhibitions and entertainments and take all such other steps as may be necessary for

the purpose of promoting and publicising the objects of the Company or procuring contributions to its funds in the form of grants, donations, subscriptions, covenants and otherwise or encouraging the local community to participate in objects of the Company.

- (b) To purchase, lease, hire or otherwise acquire and hold, for any estate or interest, and manage, any lands, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade, and any heritable and moveable real and personal property of any kind.
- (c) To purchase or otherwise acquire, dispose of, protect, extend and renew any patents, registered designs, trade marks, and service marks (whether registered or not), copyright, design right or any similar property rights including those subsisting in inventions, designs, drawings, performances, computer programs, semi-conductor topographies, confidential information, business names, goodwill and the style of presentation of goods or services and applications for protection of the same which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem directly or indirectly to benefit the Company and to use, exercise, develop, receive or grant licences in respect of the same, for any purpose whatsoever, whether manufacturing or otherwise, which the Company may think directly or indirectly effects the objects of the Company.
- (d) To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to enter into partnerships or into any arrangements for co-operation, reciprocal concessions, or otherwise, with any person or company for the purpose of carrying on business within any of the objects of the Company.
- (e) To undertake studies and research, provide training and produce publications in connection with the Company's interests and objects.
- (f) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above directly or indirectly to advance the Company's interests and objects.
- (g) To develop, work, improve, manage, lease, mortgage, charge, pledge, or otherwise deal with all or any part of the property, assets or rights of the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell, gift or deal with the property, assets, business, rights or undertaking of the Company, or any part thereof, and on such terms and for such consideration as the Company may think fit, and including for cash or shares, debentures or securities of any other company.
- (h) To build, preserve, construct, erect, maintain, alter, conserve, replace or remove any buildings, works, offices, erections, plants, machinery, tools, equipment or otherwise as may seem desirable for any of the business or in the interests of the Company, and to manufacture, buy, sell, lease or otherwise acquire and generally deal in any plant, tools, machinery,

goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects

- (i) To enter into, carry on and participate in financial transactions and dealings and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions, dealings and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- (j) To borrow, accept and raise money in such manner as the Company shall think fit and, if the Company thinks fit, charged on all or any of the Company's property (both present and future) and undertaking, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance
- (k) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage, and whether by personal covenant or by mortgage or charging all or part of the undertaking, property, assets and rights present and future of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations or the payment of any moneys whatsoever by any person, firm or company whatsoever.
- (l) To grant indemnities of every description and to undertake obligations of every description.
- (m) To make, draw, accept, exchange, endorse, negotiate, execute and issue promissory notes, bills of exchange or other negotiable instruments or payment orders and to receive money on deposit or loan.
- (n) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company.
- (o) To pay for any property or rights acquired by the Company in such manner as the Company may think fit, including payment either in cash or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (p) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company in such manner as the Company may think fit, including payment either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (q) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him it or them of securities of the Company or otherwise.
- (r) To make loans, gifts or donations, either of cash or of other assets whatsoever to or enter into any arrangement whatsoever for the benefit of such persons and in such cases as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (s) To subscribe for, purchase or otherwise acquire, take, hold or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any person, firm, government, or other authority or issuer and to invest, deal with or lend any moneys of the Company in such manner, with or without security on such terms as the Company may think fit.
- (t) To amalgamate with any other company either whose objects are or include objects similar to those of the Company or which is possessed of property, assets or rights suitable for any of the purposes of the Company, and on any terms whatsoever.
- (u) To obtain or support any provisional or other regulation, bye-law, order or Act of Parliament of the United Kingdom or in any other State or jurisdiction for enabling the Company to carry any of its objects into effect, or for effecting any modifications to the Company's constitution, or for any other purpose which may seem expedient, and to oppose or make representations in connection with any proceeding, proposal or application which may seem calculated, directly or indirectly, to prejudice the Company's interests or the interests of any other person or company.
- (v) To appoint any person or persons, firm or firms, company or companies to be the agent or agents of the Company and to act as agents, managers, secretaries, contractors or in a similar capacity.
- (w) To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- (x) [To establish and maintain or pursue the establishment or maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons referred to below, to grant pensions, emoluments, allowances, donations, gratuities, loans and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, trust, other establishment or fund, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or any such persons, or may be connected with any place where the Company carries on business or

otherwise connected in any way with any of the activities of the Company; to institute and maintain any institution, association, club, society, trust or other establishment calculated to advance the interests of the Company or to benefit such persons, and to join, participate in and to subsidise or assist any association of employers or employees or any trade association; and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object or for any exhibition; the said persons are any persons who are or were at any time in the employment or service of the Company or of any of its businesses or of any company which was or is for the time being a subsidiary (as defined by section 736 Companies Act 1985) or a subsidiary undertaking (as defined by section 258 Companies Act 1985) of the Company or are or were otherwise associated with the Company or any of its businesses or who are or were at any time directors or officers of the Company or of such other company as aforesaid, or who hold or who held any salaried employment or office in the Company or such other company, and the families (including former spouses) of them or any person who is or was dependant on them.]

- (y) To purchase and maintain insurance for the benefit of any persons who are or were at any time directors, officers or employees of the Company or any other company in which the Company has any interest, whether direct or indirect, or who are or were at any time trustees of any pension fund in which any employee of the Company or of any other such company are or have been interested indemnifying such persons against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may be lawfully insured against.
- (z) To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, claims, demands, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.
- (aa) To do all or any of the above things either as principals, agents, attorneys, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (bb) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

5 The word "company" in this Memorandum of Association, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether existing now or in the future, and the objects specified in each sub-paragraph of this Memorandum of Association, shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other sub-paragraph, or the name of the Company, and none of the sub-paragraphs shall be deemed merely subsidiary or auxiliary to the objects mentioned in the first sub-clause.

- 6 The income and capital of the Company must be applied solely towards the promotion of the objects. No part of the income or capital may be paid or transferred, directly or indirectly, to the members of the Company, whether by way of dividend or bonus or in any other way that amounts to a distribution of profit or surplus. This does not prevent the payment of:
- (a) reasonable and proper remuneration to any officer, employee, or member of the Company in return for any services provided to the Company;
 - (b) a reasonable rate of interest on money lent to the Company;
 - (c) reasonable rent for property let to the Company;
 - (d) expenses to any officer, employee or member of the Company; or
 - (e) premiums on insurance referred to in paragraph 4.
- 7 The liability of the members is limited.
- 8 Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the costs charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one pound.
- 9 If on 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 or distributed among the members of the Company, but shall be given or transferred to such non profit making body as may be determined by the members of the Company at or before the time of the winding up or dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

