

2851052



UK Chapter of the Eurographics Association

Memorandum

1. The Company shall be known as the UK Chapter of EUROGRAPHICS Association.
2. The Registered Office of the Chapter will be situated in England.
3. The objects for which the Chapter is established are:

To contribute to and promote the advancement of computer graphics in the United Kingdom, by all suitable means and in particular:

- a) by providing a forum for the discussion of subjects of common interest;
- b) by providing means whereby lawful action can be taken on those matters which it appears desirable to handle on the national level, or through the parent body, on an international level;
- c) by establishing relations with other similar associations national or international;
- d) by reporting on current and future events and developments in the newsletter of the EUROGRAPHICS Association.

4. The liability of the Members is limited.
5. Every Member of the Chapter undertakes to contribute to the assets of the Chapter, 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 Chapter to an amount as may be required, not exceeding £5.
6. The income and property of the Chapter shall be applied solely towards the promotion and objects of the Chapter, as set forth in this Memorandum and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profits to members of the Chapter.
7. If upon winding up or dissolution of the Chapter, there remains, after the discharging of all its debts, any property whatsoever, the same shall not be paid to or distributed among the Members of the Chapter, but shall be given or transferred to the parent body (the Eurographics Association seated in Geneva, Switzerland), or if this be no longer in existence, to some other charitable institution or institutions having objects similar to the object of the Chapter, and which shall prohibit the distribution of its income and property among its or their members to the extent at least as great as is imposed on the Chapter under or by virtue of clause 6 hereof; such institution or institutions to be determined by Members of the Chapter at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
8. The title UK Chapter of the EUROGRAPHICS Association is the property of the EUROGRAPHICS Association.



553219

Signed by Directors:

Signature Ane Mumford Name A MUMFORD Date 8 June 93
Signature R.L. Middleton Name R.L. MIDDLETON Date 8/6/93

Witnessed by:

Signature R. T. Platon Name R. T. PLATON Date 8 JUNE 93
Signature M. J. Austen Name M. J. AUSTEN Date 8th June 1993

UK Chapter of the Eurographics Association

Articles of Association

1. For the purpose of registration, the number of Members of the Chapter is declared to be unlimited.
2. Subject as hereinafter mentioned it shall rest with the Executive Board (as described in Article 5) to determine the terms and conditions on which Members shall from time to time be admitted after the date of these Articles.
3. Membership of the Chapter shall consist of Ordinary members and Honorary Members.
 - a) Ordinary members shall consist of all Members of EUROGRAPHICS Association resident in the United Kingdom.
 - b) The Executive Board may, at its discretion, confer Honorary Membership on persons who have rendered distinguished service to the Chapter, or other persons of distinction in the field.
4. The Management of the Chapter shall be in the hands of the Executive Board. This shall consist of the Officers, specified in Article 5, and nine other Members of the Chapter.
5. The Officers of the Chapter shall be a Chairperson, Secretary and Treasurer. These officers shall be elected by the Executive Board. They shall hold office for one year only, but may be re-elected.

At Annual General Meetings one third of the Executive Board will retire each year and the Members elected shall serve for three years. Retiring Members shall be eligible for re-election.

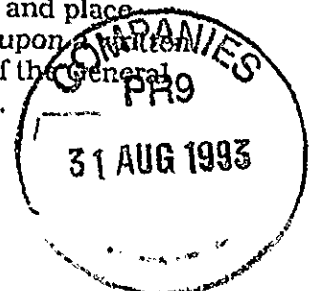
In the event of the resignation of any elected Member of the Executive Board, save in the last year of his or her tenure, the resulting vacancy shall be filled by electing one additional member of the normal annual election to the Board. The Member who received least votes of those elected on that occasion shall serve only during the residual tenure of the resigned Member. This procedure shall also apply mutatis mutandis in the case of multiple vacancies.

A quorum shall consist of three members in addition to any two of the Officers.

The Board is empowered to add up to two Members by co-option. Co-opted Membership shall lapse after the Annual General Meeting of the year of appointment, unless renewed by the Board for a further year.

6. Elections to the Executive Board shall take place at the Annual General Meeting.
7. The General Meeting is the supreme authority of the Chapter. It is summoned in ordinary or extraordinary session by the Executive Board, at the date and place fixed by it giving one month's notice in writing to members, and also upon request of at least one fifth of the Ordinary Membership. A quorum of the General Meeting shall consist of 15 members, one of whom shall be an Officer.

The Chapter shall hold at least one General Meeting per annum.



8. The Balance Sheet and Income and Expenditure Account of the Chapter, duly audited, shall be published annually and circulated to the Membership. A copy shall be lodged with the Board of the EUROGRAPHICS Association.
9. Auditors shall be appointed annually and may be re-elected.
10. Any proposal for amendment of the Memorandum shall be sent to all members of the Chapter through the Secretary, at least three months before the date of the General Meeting which shall decide upon such a proposal.

To be approved, any amendment of the Memorandum shall require the favourable vote of two-thirds of the members of the Chapter present and voting.

Signed by Directors:

Signature Ane Mumford Name A MUMFORD Date 8 June 93
 Signature R.L. Middleton Name R.L. MIDDLETON Date 8/6/93

Witnessed by:

Signature R.T. Platon Name R. T. PLATON Date 8 JUNE 93
 Signature M.D. Austen Name M. D. AUSTEN Date 8th June 1993

FILE COPY



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

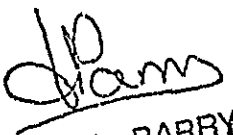
No. 2851052

I hereby certify that

UK CHAPTER OF THE EUROGRAPHICS ASSOCIATION

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

Given under my hand at the Companies Registration Office,
Cardiff the 7 SEPTEMBER 1993


MRS. L. PARRY

an authorised officer