

# **THE COMPANIES ACTS 1985 TO 1989**

## **COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

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### **MEMORANDUM OF ASSOCIATION OF LHASA LIMITED**

(as amended by Special Resolutions dated 14 June 2006)

1. The name of the Company (hereinafter called "the Company") is "Lhasa Limited".
2. The registered office of the Company will be situated in England.
3. The objects of the Company shall be as follows: -
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  - (a) To promote public education through the development and use of computer-aided reasoning and information systems in chemistry and the chemistry-related sciences.
  - (b) To provide to its members and other persons a service for computer-aided reasoning and information systems in chemistry and the chemistry-related sciences, through the installation and operation of computer facilities.
  - (c) To promote and provide services in the general field of computer utilisation in connection with chemistry and the chemistry-related sciences.
  - (d) To organise conferences and other meetings relating to chemistry and the chemistry-related sciences and to publish and sell or otherwise distribute the reports of the proceedings of such conferences or meetings.
  - (e) To promote and carry out research and other work in connection with the development and use of reasoning and information systems in chemistry and the chemistry-related sciences and for that purpose to establish, and equip, maintain and support suitable laboratories and plant for the carrying out of experiments, tests and other activities as may be deemed advisable, and to provide funds for payment of any person or persons engaged on that work in laboratories or elsewhere, and of professional and technical advisers and to publish the results of such research and work.
5. **POWERS**  
In furtherance of the Objects but not otherwise the Charity may exercise the following powers: -
  - (a) To circulate amongst its members and others information on all matters affecting chemistry and the chemistry-related sciences and to print, publish and issue such papers, periodicals, books, circulars,

advertisements and other library undertakings as may further the objects of the Company.

- (b) To promote the objects of the Company in conjunction with other charitable bodies or associations having similar objects, and if necessary for that purpose to subscribe to or affiliate, mutually or otherwise with such other charitable bodies or associations.
- (c) To take or defend, or contribute to, or assist in any proceedings by or against the Company or any member thereof, in any lawful manner, provided that this clause shall only apply to proceedings by or against a member where questions of principle affecting the objects of the Company are involved.
- (d) To charge fees and receive remuneration or other consideration for any services rendered by the Company to any person and to receive subscriptions and donations for the charitable purposes of the Company generally or for any particular charitable purpose.
- (e) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any other assets, rights, privileges or operations which the Company may think necessary, and to construct, maintain and alter any buildings or erections necessary or appropriate for the work of the Company.
- (f) Subject to such consents as may be required by law, to sell, let, mortgage, dispose of, turn to account or otherwise deal with all or any of the property or assets of the Company as the Board of Directors from time to time shall in their absolute discretion determine.
- (g) Subject to such consents as may be required by law, to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
- (h) To invest the moneys of the Company not immediately required in or upon such investments, securities or property as may be thought fit.
- (i) To grant pensions to any employees or ex-employees of the Company or the relations, connections or dependants of any such employees or ex-employees and for this purpose to establish, support or maintain or make contributions to such pension or life assurance schemes as the Company may consider necessary.
- (j) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.
- (k) To undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects.
- (l) To pay all or any reasonable expenses incurred in connection with the formation and incorporation of the Company.
- (m) To do all lawful things incidental or conducive to the attainment of the above objects.

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 objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

AND it is hereby declared that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

### **INCOME AND PROPERTY**

6. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Board of Directors shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or moneys worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:-

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company not being a member of its Board of Directors for any services rendered to the Company;
- (b) of interest on money lent by any member of the Company at a rate per annum not exceeding 2% less than the Bank of England base or 3% whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors;
- (d) of out-of-pocket expenses to any member of its Board of Directors.

7. The liability of the members is limited.
8. Every member undertakes to contribute in equal proportions to the assets of the Company in the event of the same 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 ceased to be a member, and of the costs, charges and expenses of winding up the Company and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding ten pounds (£10.00).
9. 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 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 among 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 at or before the time of dissolution, and if and so far as

effect cannot be given to such a provision then to some other charitable purpose to be determined by the liquidator.