

No 3770926

THE COMPANIES ACTS 1985 AND 1989

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

MEMORANDUM OF ASSOCIATION

of

**PROFESSIONAL CONTRACTORS GROUP LIMITED
(as amended by a special resolution passed on 30 November 1999)**

1. Name

The name of the Company is “Professional Contractors Group Limited”*.

2. Registered Office

The registered office of the Company will be situated in England.

3. Objects and powers

The principal objects of the Company are:-

- To exercise all and any of the functions of, and generally to act as, an association to provide services for persons (including companies) operating as independent knowledge based contractors (“Contractors”) provided that it shall be within the discretion of the directors of the Company as to whom it shall accept as members (including by allowing to membership persons who are not Contractors but are interested in the contracting sector);
- to protect the commercial and other interests of Contractors;
- to provide services to members by way of advisory services, websites, website forums, telephone enquiries, conferences, seminars and such other services as the directors of the Company shall consider appropriate ;
- to charge members subscriptions and fees in respect of the provision of services to them;

* The name of the Company was changed from IR35 Update Limited to Professional Contractors Group Limited by a special resolution passed on 30 November 1999.

- to provide for the formation and exchange of views on any question connected with Contractors;
- to negotiate discounts on services which may be provided to members including, without limitation, training, travel and accommodation;
- to collect and circulate commercial statistics and information of all kinds which are relevant to Contractors;
- to represent, express and give effect to the majority opinion of the members of the association carried on by the Company on matters of all kinds relevant to the interests of the members of the association;
- to research, analyse and comment upon bills in parliament or other measures effecting members of the Company and to promote or oppose these as shall seem appropriate to the Company and to lobby the European Union and any other regulatory bodies as the Company shall so decide;
- to found, manage, control, support, print, publish, issue, circulate or distribute, whether or not for a fee, such papers, magazines, periodicals, publications, journals, books, circulars and other literary work as may seem desirable to the Company, including by any electronic medium;
- to protect generally the commercial interests of members.

In furtherance of such objects the Company shall have power;

- 3.1 to purchase, take on lease or in exchange, receive as gifts, hire or otherwise acquire any land, buildings, real or personal property and rights or privileges which the Company may think necessary and convenient for the promotion of its objects, and to erect, alter, reconstruct and maintain its buildings, and to deal with and dispose of its property of whatever kind in such manner as the Company may think fit (subject to such consents as may be required by law);
- 3.2 to employ, whether directly or as independent contractors, persons to carry out tasks on behalf of the Company for such fees as shall be agreed by the Company, including by entering into contracts with members or officers of the Company or persons connected with member or officers and to remunerate employees and provide such benefits as shall be appropriate, including without limitation, pension schemes, medical insurance and other benefit packages;
- 3.3 to enter into such contracts as the Company shall think fit;
- 3.4 to receive donations, subscriptions, income, legacies, devises, bequests and gifts of all kinds either from members or from others and to apply all income and profits derived for the objects of the Company;

- 3.5 to hold meetings, whether public or by way of electronic medium, to issue appeals and to take such other steps as may be required including for the purpose of procuring contributions to the funds of the Company whether by way of donations, subscriptions or otherwise;
- 3.6 to employ and retain advisers, including lawyers and accountants;
- 3.7 to hold shares in companies and to establish subsidiary companies;
- 3.8 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company.
- 3.9 subject to such consents as are required by law to borrow or raise money for the objects of the Company on such terms and conditions and on such security as may be thought fit, including but not limited to issuing mortgages, debentures or debenture stock and/or charges on any of the property both present and future of the Company;
- 3.10 to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
- 3.11 to lend money and give credit to, take security for such loans or credit from and to guarantee and become or give security for the performance of contracts or obligations by any person or company as may be necessary for the work of the Company;
- 3.12 to make any charitable donation either in cash or assets for the furtherance of the objects of the Company or in the absolute discretion of the directors;
- 3.13 to pay out of the funds of the Company the cost of any premium of any insurance or indemnity to cover the liability of the Company and its directors in respect of any negligence, default or wrongful omission, breach of duty or breach of trust 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 wilful fraud or wrongdoing or default on the part of any directors;
- 3.14 to apply monies in insuring any buildings to their full value;
- 3.15 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- 3.16 to do all such other lawful things as shall further the above objects or any of them;

4. Application of income and property

The income, profits and property of the Company shall be applied solely towards the promotion of its objects as set forth in this memorandum of association and no portion of such income and property 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.

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

4.1 of reasonable and proper remuneration to any member, officer or servant of the Company, for any services rendered to the Company;

4.2 to any officer of the Company of out-of-pocket expenses.

5. Limited Liability

The liability of the members is limited.

6. Contribution of assets of the Company

Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding one pound sterling (£1).

7. Surplus assets

If on the winding-up of the Company there remains, after the satisfaction of all its debts and liabilities any property whatever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some charitable institution or institutions such institution or institutions to be determined by the Directors of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

We, the subscribers to this memorandum of association, wish to be formed into a Company pursuant to this memorandum.

Names, Addresses and Descriptions of Subscribers

Andrew Francis White	}	
28 Kingfisher Way	}
Marchwood	}	
Southampton	}	
SO40 4XS	}	

Witness=s signature:
Witness=s full name:	John Snyder
Witness=s address:	Town Quay House 7 Town Quay Southampton
Witness=s occupation	Trainee Solicitor

David Ramsden	}	
High Ridge	}
Garden Lane	}	
St Leonard's	}	
Nr. Ringwood	}	
Dorset	}	
BH24 2NU	}	

Witness=s signature:
Witness=s full name:	John Snyder
Witness=s address:	Town Quay House 7 Town Quay Southampton
Witness=s occupation:	Trainee Solicitor

Dated the 6th day of May 1999