

**The Companies Acts 1985 to 1989**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**OF**

**THE EUROPEAN COMPETITIVE TELECOMMUNICATIONS ASSOCIATION**

1. The Company's name is "The European Competitive Telecommunications Association".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
  - (a) To foster and promote the interests of those individuals, partnerships, firms, associations and corporations who are engaged in the business of reselling or otherwise providing telecommunications services in the broadest sense of these terms in Europe and elsewhere;
  - (b) To unite such individuals, partnerships, firms, associations and corporations for the purpose of maintaining a representative and centralised agency to consider, reach consensus on, and, where appropriate, to act upon matters affecting the activities of the members;
  - (c) To represent the views of its members including before the regulatory and institutional agencies and departments, legislative bodies and courts of the European Union, the countries of Europe and elsewhere;
  - (d) To secure, preserve, diffuse and share accurate and reliable information for its members in accordance with law;
  - (e) To promote the dissemination of information regarding the services of the Company and its members to the benefit of the industry and consumers through informational campaigns, the establishment of data banks and such other actions that are deemed necessary or desirable;
  - (f) To promote the implementation of telecommunications services in areas of public interest and to encourage private initiative;
  - (g) To coordinate and promote the adoption of common industry-wide standards;
  - (h) To establish cooperation with consumer associations with a view to improving the education and protection of consumers in the telecommunications resellers market;
  - (i) To liaise with other associations with interests which coincide with those of the Company and its members and to represent its members in international events;

- (j) To facilitate and coordinate the fight against fraud within the industry;
- (k) To enter into, make and perform contracts of any sort and description necessary or desirable to the activities of the Company with any person, firm, association, corporation, state or government or supranational body;
- (l) Generally, to promote the interests of those engaged in the business of providing telecommunications services and related activities, and to establish and promote a more beneficial intercourse among them, and to do such other and further acts and things relating thereto as may be found necessary or desirable so far as the same are permitted by the laws of the various countries and states of Europe;
- (m) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections;
- (n) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company;
- (o) To borrow or raise money on such terms and on such security as may be thought fit;
- (p) To invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (q) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;
- (r) To do all such other things as are incidental to the attainment or furtherance of the said objects or any of them.

Provided that:-

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.

4. The income 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 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.
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute such amounts as may be required (not exceeding £1) to the assets of the Company if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities 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

contributories among themselves.

7. If, upon the winding up of 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 other 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 to an extent at least as is imposed on the Company under or by virtue of Clause 4 thereof, such 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 provision then to some charitable object.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

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Names and Addresses of the Subscribers

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COMPANY DIRECTORS LIMITED  
788-790 Finchley Road  
London NW11 7UR

Company Director

TEMPLE SECRETARIES LIMITED  
788-790 Finchley Road  
London NW11 7UR

Company Secretary

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Dated March 23, 1998

Witness to the above Signatures:

Anna Kahan  
788-790 Finchley Road  
London NW11 7UR

Consultant