

FILE COPY



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

Company No. 3067909

The Registrar of Companies for England and Wales hereby certifies that  
COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT  
LIMITED

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

Given at Companies House, Cardiff, the 13th June 1995



\*N03067909L\*

*E. P. Owen*  
MRS. E. P. OWEN

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

Sir Geoffrey Pattie's undisclosed relationships in Commonwealth Partnership for Technology Management Limited, Co. No. 03067909

No	DIRECTORS_Commonwealth_Partnership_for_Technology_Management_Limited_Co_No_03067909
1	Allan George Mayo
2	Andrew John Taussig
3	Anu A. Gheyle Solomon Azoh Mbi
4	Baledzi Gaolathe
5	Barry Jude Jean Faure
6	Bishnodat Persaud
7	Cable & Wireless Plc
8	Caleb Mailoni Fundanga
9	Catherine May Cunningham
10	Comat Consulting Services Limited
11	Dato Abdul Aziz Mohammed
12	Dato Abdul Wahid Omar
13	Dato Awang Adek Hussin
14	Dato Eng Ghan Choo
15	Datuk Amar Leo Moggie
16	Datuk Mihaela Yvonne Smith
17	Datuk Zakaria Sulong
18	Dixies Chadrack Mxautsa Kambauwa
19	EASAM Limited
20	Francis Sock Poing Yeoh
21	Frank Rampersad
22	Ganeson Sivagurunathan
23	GEC-Marconi (Thailand) Limited
24	GEC-Marconi Naval Systems Overseas Limited
25	GEC-Marconi S3I Limited
26	Geoffrey Edwin Pattie
27	George Christodoulides
28	Ghulam Hussein G Haniff
29	Gideo Jabulane Mahlalela
30	Gwinyai Dzinotyiweyi
31	Hedr Carl Bertrand Westerby
32	Husni Zai Yaacob
33	Ian Christopher Downing
34	Ihsan Hamid Bat Shurdom
35	Ihsan Shurdom
36	Ir Jan Verloop
37	Jasmi MD Yusoff
38	Jeffrey Webster Dellimore
39	John Sinclair Mair
40	John Vincent Cable
41	Jonathan Hilali Moiese Solomon
42	Keith Jordan
43	Lekoma Mothibatsela
44	Lennox Joseph Lewis
45	Man Onn Lim
46	Marconi Command and Control International Limited

Sir Geoffrey Pattie's undisclosed relationships in Commonwealth Partnership for Technology Management Limited, Co. No. 03067909

47	Matamela Cyril Ramaphosa
48	May Yong Ho
49	Md Hussin Nayan
50	Michael George Pitman
51	Modise Davies Modise
52	Mohd Hassan Bin Bal Bal
53	Moses Nee Buernor Ayiku
54	Muhammad Muda
55	Muhammad Shahrul Ikram Yaakob
56	Ndeutala Angolo
57	Noel Zarb-Adami
58	Parameswaran Nagalingam
59	Peter H. E. Kallaghe
60	Peter Serracino-Inglott
61	Ralph Murphy
62	Ramanan Rickie Sankar
63	Roger Arthur Bambrough
64	Rohana Ramli
65	Rundheersing Bheenick
66	Sam Tulya-Muhika
67	Seeiso Bereng Weeiso
68	Shara Tumwine Akarungi
69	Tan Sri Datuk Omar Abdul Rahman
70	Tidu Yoginder Nath Maini
71	William Stanley Bardo

## Statutory Declaration of compliance with requirements on application for registration of a company

Please do not write in this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf)

For official use

For official use

Please complete legibly, preferably in black type, or bold block lettering

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

Name of company

\* COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT  
LIMITED

\* insert full name of Company

I, ANTHONY IAN SCHROEDER

of SPEECHLY BIRCHAM

4th FLOOR, BOUVERIE HOUSE, 154 FLEET STREET,  
LONDON EC4A 2HX

# delete as appropriate

do solemnly and sincerely declare that I am a ~~[Solicitor engaged in the formation of the company]~~ ~~[person named as director or secretary of the company in the statement delivered to the registrar under section 10(2)]~~ and that all the requirements of the above Act in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at **PAISNER & Co.**  
**BOUVERIE HOUSE**  
**154 FLEET STREET**  
**LONDON EC4A 2DQ**

Declarant to sign below

  
A.I. SCHROEDER

the 6th day of June

One thousand nine hundred and ninety five

before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

J.F. Anang

Presenter's name address and reference (if any):

Speechly Bircham  
Bouverie House  
154 Fleet Street  
London EC4A 2HX  
MDC/AIS/117158

For official Use  
New Companies Section



KLO \*KIHANC0M\* 1815  
COMPANIES HOUSE 06/06/95

## Notes

The address for companies registered in England and Wales or Wales is:

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF4 3UZ

or, for companies registered in Scotland:

The Registrar of Companies  
Companies House  
100-102 George Street  
Edinburgh  
EH2 3DJ

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OYEZ

CHA1

# 10

## Statement of first directors and secretary and intended situation of registered office

This form should be completed in black.

Company name (in full)

CN

For official use

COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

Registered office of the company on incorporation.

RO

c/o TOUCHE ROSS

HILL HOUSE, 1 LITTLE NEW STREET

Post town LONDON

County/Region

Postcode EC4 3TR

If the memorandum is delivered by an agent for the subscribers of the memorandum mark 'X' in the box opposite and give the agent's name and address.

X

Name SPEECHLY BIRCHAM

RA

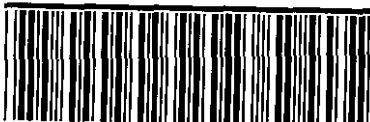
BOUVERIE HOUSE

154 FLEET STREET

Post town LONDON

County/Region

Postcode EC4A 2HX



KLO \*KIHAIC0N\* 1816  
COMPANIES HOUSE 06/06/95

Number of continuation sheets attached

8

To whom should Companies House direct any enquiries about the information shown in this form?

SPEECHLY BIRCHAM

(Ref: MDC/117158)

BOUVERIE HOUSE

154 FLEET STREET, LONDON

Postcode EC4A 2HX

Telephone 071-353-3290

Extension 224

**Company Secretary** (See notes 1 - 5)

**Name** \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

**Consent signature**

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

**Name** \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

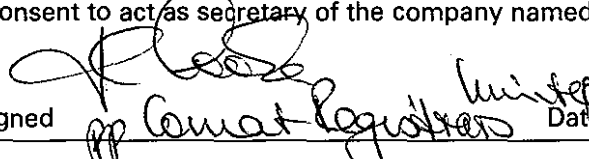
**Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.


Date of birth  
Business occupation  
Other directorships

\* Voluntary details

**Consent signature**

<b>CS</b>	COMAT REGISTRARS LIMITED
<b>AD</b>	8-9 GRAY'S INN SQUARE
	Post town LONDON
	County/Region
	Postcode WC1R 5JQ Country ENGLAND
I consent to act/as secretary of the company named on page 1	
Signed	 Date 1st May 1995

Duly Authorised for and on behalf of  
Comat Registrars Limited

<b>CD</b>	DR
	MOSES NEE BUERNOR
	AYIKU
<b>AD</b>	3 GHANAIR AVENUE EXTENSION
	AIRPORT RESIDENTIAL AREA
	Post town ACCRA
	County/Region
	Postcode Country GHANA
<b>DO</b>	01 04 31 4
Nationality	<b>NA</b> GHANAIAN
<b>OC</b>	CO-ORDINATOR
<b>OD</b>	
I consent to act as director of the company named on page 1	
Signed	 Date 2.5.95

**Directors** (continued)

(See notes 1 - 5)

**Name**

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

**Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.


Date of birth

Business occupation


Other directorships

\* Voluntary details

**Consent signature**

<b>CD</b>	MR
RUNDHEERSING	
BHEENICK	
<b>AD</b>	ROYAL ROAD
Post town	MOKA
County/Region	
Postcode	
Country	MAURITIUS
<b>DO</b>	01 10 44
Nationality	<b>NA</b> MAURITIAN
<b>OC</b>	DIRECTOR, MINISTRY OF ECONOMIC PLANNING & DEVELOPMENT
<b>OD</b>	
I consent to act as director of the company named on page 1	
Signed	 Date 2.5.1985

Delete if the form is signed by the subscribers.

	
Signature of agent on behalf of all subscribers	Date 6th June 1985

Delete if the form is signed by an agent on behalf of all the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date



## Notes

1 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

2 Directors known by another description:

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.

3 Directors details:

Show for each individual director their date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

4 Other directorships:

Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at **all times during the past 5 years** when the person was a director **was:**

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return,
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper.

5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name and number.

6 The address for companies registered in England and Wales is:-

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
100-102 George Street  
Edinburgh  
EH2 3DJ

**Company Secretary** (See notes 1 - 5)

**Name** \*Style/Title  
 Forenames  
 Surname  
 \*Honours etc  
 Previous forenames  
 Previous surname

**Address**

Usual residential address must be given.  
 In the case of a corporation, give the  
 registered or principal office address.

**CS** \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
**AD** \_\_\_\_\_  
 \_\_\_\_\_  
 Post town \_\_\_\_\_  
 County/Region \_\_\_\_\_  
 Postcode \_\_\_\_\_ Country \_\_\_\_\_  
 I consent to act as secretary of the company named on page 1

Signed \_\_\_\_\_ Date \_\_\_\_\_

**Consent signature****Directors** (See notes 1 - 5)

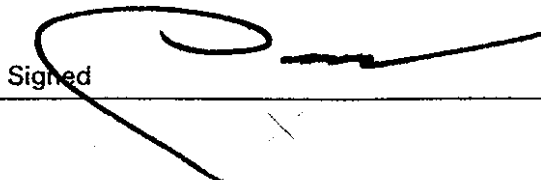
Please list directors in alphabetical order.

**Name** \*Style/Title  
 Forenames  
 Surname  
 \*Honours etc  
 Previous forenames  
 Previous surname

**Address**

Usual residential address must be given.  
 In the case of a corporation, give the  
 registered or principal office address.

**CD** YG. BHG. DATO  
 FRANCIS SOCK PING  
 YEOH  
 \_\_\_\_\_  
 \_\_\_\_\_  
**AD** NO. 3 LORONG 16/7B  
 \_\_\_\_\_  
 Post town PETALING JAYA  
 County/Region SELANGOR  
 Postcode 46350 Country MALAYSIA  
**DO** 2 | 3 | 0 | 8 | 5 | 4 Nationality **NA** MALAYSIAN  
**OC** MANAGING DIRECTOR  
**OD** \_\_\_\_\_  
 \_\_\_\_\_  
 I consent to act as director of the company named on page 1

Signed  Date 10th May 1995

**Consent signature**

\* Voluntary details

**Company Secretary** (See notes 1 - 5)

**Name** \*Style/Title  
 Forenames  
 Surname  
 \*Honours etc  
 Previous forenames  
 Previous surname

**Address**

Usual residential address must be given.  
 In the case of a corporation, give the  
 registered or principal office address.

**Consent signature**

**CS** \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**AD** \_\_\_\_\_  
 \_\_\_\_\_  
 Post town \_\_\_\_\_  
 County/Region \_\_\_\_\_  
 Postcode \_\_\_\_\_ || Country \_\_\_\_\_

I consent to act as secretary of the company named on page 1

Signed

Date

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

**Name** \*Style/Title  
 Forenames  
 Surname  
 \*Honours etc  
 Previous forenames  
 Previous surname

**Address**

Usual residential address must be given.  
 In the case of a corporation, give the  
 registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

**CD** DR \_\_\_\_\_  
 WILLIAM STANLEY  
 BARDO  
 \_\_\_\_\_  
 \_\_\_\_\_

**AD** CHERRY TREE FARM  
 MISSENDEN ROAD  
 Post town GREAT KINGSHILL, HIGH WYCOMBE  
 County/Region BUCKS  
 Postcode HP15 6ED || Country UK

**DO** 3 | 1 | 0 | 7 | 4 | 1 | Nationality **NA** BRITISH

**OC** TECHNICAL DIRECTOR

**OD** GEC MARCONI LTD, GEC MARCONI MATERIALS  
 TECHNOLOGY LIMITED

I consent to act as director of the company named on page 1

Signed

Date

WS Bardo

9/5/95

**Consent signature**

**Company Secretary** (See notes 1 - 5)

**Name** \*Style/Title  
 Forenames  
 Surname  
 \*Honours etc  
 Previous forenames  
 Previous surname

**Address**

Usual residential address must be given.  
 In the case of a corporation, give the  
 registered or principal office address.

**Consent signature**

**CS**

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**AD**

\_\_\_\_\_

\_\_\_\_\_

Post town \_\_\_\_\_

County/Region \_\_\_\_\_

Postcode \_\_\_\_\_ Country \_\_\_\_\_

I consent to act as secretary of the company named on page 1

Signed

Date

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

**Name** \*Style/Title  
 Forenames  
 Surname  
 \*Honours etc  
 Previous forenames  
 Previous surname

**Address**

Usual residential address must be given.  
 In the case of a corporation, give the  
 registered or principal office address.

Date of birth  
 Business occupation  
 Other directorships

\* Voluntary details

**CD** AMBASSADOR

PARAMESWARAN

NAGALINGAM

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**AD** 63 LENGKOK AMINUDDIN BAKI

TAMAN TUN DR ISMAIL

Post town 60000 KUALA LUMPUR

County/Region \_\_\_\_\_

Postcode \_\_\_\_\_ Country MALAYSIA

**DO** 21 01 10 4 18 Nationality **NA** MALAYSIAN

**OC** UNDER SECRETARY, MINISTRY OF FOREIGN AFFAIRS

**OD**

I consent to act as director of the company named on page 1

Signed

Date 3rd May 1995

**Consent signature**

**Company Secretary** (See notes 1 - 5)

**Name** \*Style/Title  
 Forenames  
 Surname  
 \*Honours etc  
 Previous forenames  
 Previous surname

**Address**

Usual residential address must be given.  
 In the case of a corporation, give the  
 registered or principal office address.

**Consent signature**

**CS**

**AD**

Post town \_\_\_\_\_

County/Region \_\_\_\_\_

Postcode \_\_\_\_\_ || Country \_\_\_\_\_

I consent to act as secretary of the company named on page 1

Signed \_\_\_\_\_ Date \_\_\_\_\_

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

**Name** \*Style/Title  
 Forenames  
 Surname  
 \*Honours etc  
 Previous forenames  
 Previous surname

**Address**

Usual residential address must be given.  
 In the case of a corporation, give the  
 registered or principal office address.

Date of birth  
 Business occupation  
 Other directorships

\* Voluntary details

**Consent signature**

**CD** PROFESSOR

MICHAEL GEORGE

PITMAN

OBE

**AD** 50 BOOROCNDARA STREET

Post town REID

County/Region \_\_\_\_\_


Postcode ACT 2601 || Country AUSTRALIA

**DO** 0 17 0 12 3 13 Nationality **NA** AUSTRALIAN

**OC** CHIEF SCIENTIST

**OD**

I consent to act as director of the company named on page 1

Signed  Date 26 April 1995

**Company Secretary** (See notes 1 - 5)

**Name** \*Style/Title  
 Forenames  
 Surname  
 \*Honours etc  
 Previous forenames  
 Previous surname

**CS** \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**Address**

Usual residential address must be given.  
 In the case of a corporation, give the  
 registered or principal office address.

**AD** \_\_\_\_\_  
 \_\_\_\_\_  
 Post town \_\_\_\_\_  
 County/Region \_\_\_\_\_  
 Postcode \_\_\_\_\_ Country \_\_\_\_\_

I consent to act as secretary of the company named on page 1

**Consent signature**

Signed

Date

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

**Name** \*Style/Title  
 Forenames  
 Surname  
 \*Honours etc  
 Previous forenames  
 Previous surname

**CD** TAN SRI DATUK DR  
 OMAR ABDUL  
 RAHMAN  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**Address**

Usual residential address must be given.  
 In the case of a corporation, give the  
 registered or principal office address.

**AD** NO 34 JALAN TUALANG  
 BUKIT BANDARAYA, BANGSAR  
 Post town 59100 KUALA LUMPUR  
 County/Region WILAYAH PERSEKUTUAN  
 Postcode \_\_\_\_\_ Country MALAYSIA

Date of birth

**DO** 0 | 9 | 1 | 1 | 3 | 12

Nationality **NA** MALAYSIAN

Business occupation

**OC** SCIENCE ADVISER

Other directorships

**OD** \_\_\_\_\_  
 \_\_\_\_\_

\* Voluntary details

I consent to act as director of the company named on page 1

Page 2

**Consent signature**

Signed

Date

2/5/95

**Company Secretary** (See notes 1 - 5)

**Name** \*Style/Title  
 Forenames  
 Surname  
 \*Honours etc  
 Previous forenames  
 Previous surname

**Address**

Usual residential address must be given.  
 In the case of a corporation, give the  
 registered or principal office address.

**Consent signature**

<b>CS</b>	
<b>AD</b>	
Post town	
County/Region	
Postcode	Country
I consent to act as secretary of the company named on page 1	
Signed	Date

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

**Name** \*Style/Title  
 Forenames  
 Surname  
 \*Honours etc  
 Previous forenames  
 Previous surname

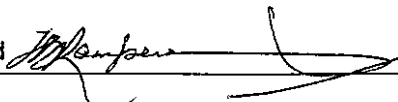
**Address**

Usual residential address must be given.  
 In the case of a corporation, give the  
 registered or principal office address.

Date of birth  
 Business occupation  
 Other directorships

\* Voluntary details

**Consent signature**

<b>CD</b>	MR	
	FRANK	
	RAMPERSAD	
	CMT (Gold)	
<b>AD</b>	2 ST VINCENT AVENUE	
	FEDERATION PARK	
	Post town	PORT OF SPAIN
	County/Region	
	Postcode	Country
<b>DO</b>	1170830	Nationality
<b>OC</b>	CO-ORDINATOR	<b>NA</b> TRINIDADIAN
<b>OD</b>		
I consent to act as director of the company named on page 1		
Signed		Date
		21/7/93

**Company Secretary** (See notes 1 - 5)

**Name** \*Style/Title  
 Forenames  
 Surname  
 \*Honours etc  
 Previous forenames  
 Previous surname

**Address**

Usual residential address must be given.  
 In the case of a corporation, give the  
 registered or principal office address.

**Consent signature**

<b>CS</b>	
<b>AD</b>	
Post town	
County/Region	
Postcode	Country
I consent to act as secretary of the company named on page 1	
Signed	Date

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

**Name** \*Style/Title  
 Forenames  
 Surname  
 \*Honours etc  
 Previous forenames  
 Previous surname

**Address**

Usual residential address must be given.  
 In the case of a corporation, give the  
 registered or principal office address.

Date of birth  
 Business occupation  
 Other directorships

\* Voluntary details

**Consent signature**

<b>CD</b>	PROFESSOR
	PETER
	SERRACINO-INGLOTT
<b>AD</b>	UNIVERSITY OF MALTA
Post town	MSIDA
County/Region	
Postcode	Country MALTA
<b>DO</b> 260436	Nationality <b>NA</b> MALTESE
<b>OC</b>	RECTOR
<b>OD</b>	
I consent to act as director of the company named on page 1	
Signed	Date 3.5.95



**Company Secretary** (See notes 1 - 5)

**Name** \*Style/Title  
 Forenames  
 Surname  
 \*Honours etc  
 Previous forenames  
 Previous surname

**Address**

Usual residential address must be given.  
 In the case of a corporation, give the  
 registered or principal office address.

**Consent signature****CS****AD**

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Signed

Date

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

**Name** \*Style/Title  
 Forenames  
 Surname  
 \*Honours etc  
 Previous forenames  
 Previous surname

**Address**

Usual residential address must be given.  
 In the case of a corporation, give the  
 registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

**CD**

MR

JONATHAN HILALI MOIESE

SOLOMON

**AD**

12 KIDDERPORE GARDENS

Post town LONDON

County/Region

Postcode

NW3 7SR

Country

ENGLAND

**DO**

03 03 319

Nationality

**NA**

BRITISH

**OC**

DIRECTOR

**OD**

CABLE &amp; WIRELESS PLC,

I consent to act as director of the company named on page 1

Signed

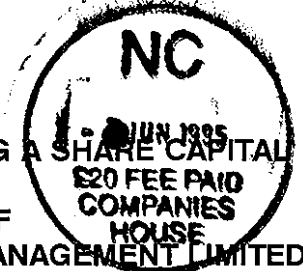
J. Solomon

Date

31/5/1995

**Consent signature**

3067909



THE COMPANIES ACT  
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
MEMORANDUM OF ASSOCIATION OF  
COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

The Company is being established, with the agreement of Commonwealth Heads of Government, pursuant to their decision taken at their meeting in Limassol on 25 October 1993 to revise the financial and organic structure of the Commonwealth Consultative Group on Technology Management.

1. The Company's name is Commonwealth Partnership for Technology Management Limited.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
  - (a) to provide advisory services to Commonwealth countries, institutions and organisations, with particular reference to technology and environment assessment and management, and the inter-relationship between these issues and economic policy;
  - (b) to promote a co-operative global approach to the harnessing of technology for development through public and private sector partnerships;
  - (c) to foster the creation of other international partnerships between the public and private sectors for the benefit of Commonwealth countries;
  - (d) to use co-operative networking and resourcing to enhance national capacities of Commonwealth countries to manage technology for growth and sustainable development;
  - (e) to provide advisory services to Commonwealth countries in relation to technology management in, among others, the following areas:
    - (i) the integration of technology into national economic development, planning and budgeting;
    - (ii) the integration of technological development into environmental management;
    - (iii) the development and adaptation of best practice in technology management for specific country tasks;
    - (iv) the promotion of technological change through commercialisation of research and technology; and
    - (v) the promotion of pan-Commonwealth co-operation in technology ventures;

- (f) to meet the needs of Commonwealth Governments in respect of the provision of advisory services and to ensure that an appropriate balance is maintained between commercial and developmental activities; and
- (g) to secure funding to pursue company objects from Commonwealth governments and from private and public sectors.

It is the Company's objective to do things referred to in paragraphs (a) to (g) above principally in relation to and for the benefit of countries in the Commonwealth but if the directors consider this to be in the interests of the Company the Company may also do such things in relation to and for the benefit of other countries.

4. For the purpose of achieving its objects the Company may:

- (i) purchase, take on lease or otherwise acquire and hold any estates, lands, buildings, easements or other interests in real property, and any movable property or interests in movable property, and sell and let on lease or otherwise dispose of or grant rights over any real or movable property belonging to the Company;
- (ii) develop and turn to account any interest in real property acquired by the Company or in which the Company is interested, and in particular by laying out the same for building purposes, construction, altering, repairing, demolishing, decorating, maintaining, furnishing, fitting up and building and by planting, draining, farming, letting on building lease or building agreement any land, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others;
- (iii) apply for, purchase, or otherwise acquire any patents, patents rights, copyrights, trademarks, formulas, licences, concessions, databases, computer software and programmes and the like, conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, or grant licence in respect of or otherwise turn to account the property rights or information so required;
- (iv) construct, maintain, improve, develop, work, control and manage any houses, buildings, or works necessary or convenient for the purpose of the Company;
- (v) receive any gift, whether movable or immovable and whether subject to any special trust or not, for any one or more of the objects of the Company;
- (vi) borrow and raise money in such manner as the directors may think fit and to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the form of donations, annual subscriptions, or otherwise;
- (vii) receive and collect such remuneration for its services as is agreed upon or as

fixed by the Company and all usual and customary charges, costs and expenses;

- (viii) invest the moneys of the Company not immediately required in such manner as from time to time may be determined by the directors;
- (ix) purchase, acquire, hold, sell and deal in shares, stocks, debentures, debenture stocks, bonds, obligations and other securities;
- (x) acquire by subscription, purchase or otherwise, and to accept and take, hold and sell, shares or stock in any company, society or undertaking, the objects of which shall either in whole or in part, be similar to those of the Company or such as may be likely to promote the interests of the Company;
- (xi) in furtherance of the objects of the Company, act in association with any companies, institutions, societies or associations having objects altogether or in part similar to those of this company;
- (xii) accept stock or shares in or the debentures, mortgage debentures or other securities of any company;
- (xiii) draw, accept and make and to endorse, discount and negotiate bills of exchange and promissory notes and other negotiable or transferable instruments;
- (xiv) sell, dispose of or transfer the property (movable or immovable) and undertaking of the Company or any part thereof, for any consideration which the Company may see fit to accept;
- (xv) let on lease or on hire the whole or any part of the movable or immovable property of the Company on such terms as the directors shall determine;
- (xvi) pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and to remunerate any person or persons for services rendered in the promotion and establishment of the Company by payment in cash or in any other manner allowed by law;
- (xvii) do all or any of the matters hereby authorised either alone or in conjunction with, or as trustees or agents for any government or other authority and for public or private bodies, companies, associations or persons or by or through any trustees or agents;
- (xviii) co-operate with any other institute, association or organisation whether incorporated or not whose objects are altogether or in part similar to those of the Company subject;
- (xix) enter into any arrangement with any other bodies that may be conducive to the Company's objects or any of them;
- (xx) print and publish any newspapers, periodicals, books or booklets that the Company may deem desirable for the promotion of its objects;

- (xxi) take over the assets and liabilities of the group currently known as "Commonwealth Consultative Group on Technology Management";
  - (xxii) arrange, organise or hold talks, seminars, conferences or similar events on a gratuitous or commercial basis;
  - (xxiii) engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company;
  - (xxiv) engage any person firm or company to render services to the Company and to remunerate any such persons;
  - (xxv) purchase and maintain for any officer or auditor of the Company insurance against any liability which by virtue of any rule of law attaches to him in respect of any negligence default breach of duty or breach of trust of which he may be guilty in relation to the Company;
  - (xxvi) generally do all such things, including entering into contracts both generally and for the employment of persons, as may appear to the Directors to be incidental or conducive to the attainment of the above objects or any of them;
  - (xxvii) carry on any trade which the directors may consider incidental or conducive to carrying out the objects of the Company.
5. (a) The income and property of the Company wherever derived shall be applied solely towards the promotion of the objects of the Company 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 to the members of the Company.
- (b) Nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company.
6. The liability of the members is limited.
7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever, its disposal shall be determined by the directors.
8. Every member of the Company undertakes to contribute such amount as may be required not exceeding 1 (one) pound sterling to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for the 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 contributors amongst themselves.

---

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

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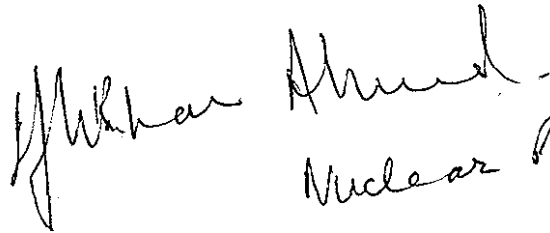
Names, addresses and descriptions of subscribers:

1. Dr. Moses Nee Buernor Ayiku  
3 Ghanair Avenue Extension  
Airport Residential Area  
Accra  
Ghana



Dated the 2 day of May 1995.

Witness to the above signature:

  
Nuclear Physicist

2. Mr. Rundheersing Bheenick  
Royal Road  
Moka  
Mauritius



Dated the 2<sup>nd</sup> day of May 1995.

Witness to the above signature:


  
Manager

3. Dr William Stanley Bardo  
Cherry Tree Farm  
Missenden Road  
Great Kingshill  
Bucks HP15 6ED



Dated the 27<sup>th</sup> day of April 1995.

Witness to the above signature:

 . General Manager  
CCOM. P.A.S.

4. Ambassador Parameswaran Nagalingam  
63 Lengkok Aminuddin Baki  
Taman Tun Dr Ismail  
60000 Kuala Lumpur  
Malaysia



Dated the 3<sup>rd</sup> day of May 1995.

Witness to the above signature:

  
SECOND SECRETARY,  
MALAYSIAN HIGH COMMISSION, LONDON.

5. Prof. Michael George Pitman  
50 Booroondara Street  
Reid ACT 2601  
Australia



Dated the 26 day of April 1995.

Witness to the above signature:

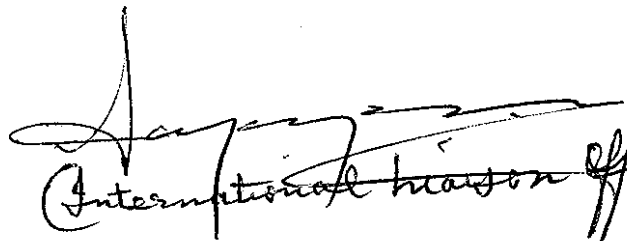
Anne Law  
Public servant, Dept of Prime Minister  
& Cabinet. 26 April 1995.

6. Tan Sri Datuk Dr Omar Abdul Rahman  
No 34 Jalan Tualang  
Bukit Bandaraya, Bangsar  
59100 Kuala Lumpur  
Wilayah Persekutuan  
Malaysia



Dated the 2 day of May 1995.

Witness to the above signature:


  
(International Liaison Officer)

7. Mr. Frank Rampersad  
2 St Vincent Avenue  
Federation Park  
Port of Spain  
Trinidad



Dated the 1<sup>st</sup> day of May 1995.

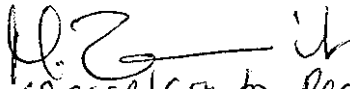
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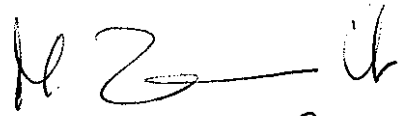
  
(PA)

8. Prof. Peter Serracino-Inglott  
University of Malta  
Msida  
Malta



Dated the 1st day of June 1995.

  
(Secretary to Rector)  
Witness to the above signature:

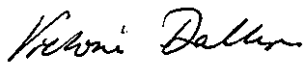
  
(Margaret S. Zammit,  
Secretary to Rector)

9. Jonathan Solomon  
12 Kidderpore Gardens  
London NW3

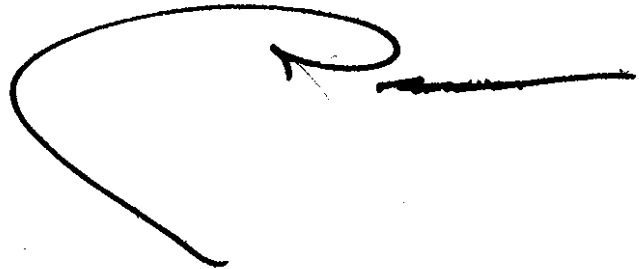


Dated the 8th day of May 1995.

Witness to the above signature:

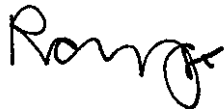


10. Y. Bhg. Dato' Francis Yeoh Sock Ping  
No 3, Lorong 16/7B  
46350 Petaling Jaya  
Selangor  
Malaysia



Dated the 10th day of May 1995.

Witness to the above signature:



P.A TO DATO FRANCIS



**THE COMPANIES ACTS 1985 to 1989**  
**A COMPANY LIMITED BY GUARANTEE AND**  
**NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**  
**OF**  
**COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED**

**PRELIMINARY**

1. The regulations contained in Table C of the Companies (Tables A to F) Regulations 1985 shall not apply to the Company but the articles hereinafter contained shall constitute the Articles of Association of the Company.

**INTERPRETATION**

2. (1) In these articles, unless the context otherwise provides:

"**Act**" means the Companies Act 1985 including any statutory modifications or re-enactment thereof for the time being in force.

"**Articles**" means the Articles of Association of the Company as originally framed or as may be altered from time to time.

"**Board**" means the directors for the time being of the Company as a body or the directors present at a meeting of directors at which a quorum is present.

"**CCGTM**" means the Commonwealth Consultative Group on Technology Management and/or, where the context so requires, its Private Sector Partnership.

"**Chairman**" means the person appointed by the directors to be the chairman of the board of directors.

"**clear day**" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"**financially contributing**" means having made an actual financial contribution to the general funds of the company in an amount not less than the amount determined pursuant to Article 18.

"**Office**" means the registered office of the company.

"**person**" includes a partnership, a body corporate, an institution, society, association or any other form of organisation.

"Seal" means the common seal of the Company.

"Secretary" means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy secretary.

"Secretary-General" means the Secretary-General of the Commonwealth.

(2) for the purposes of Articles 25, 37, 39, 63, 64, 80 and 90 the phrase "category/ies of member/s described in Article 4" means

- (a) in respect of government members, both financially contributing and non-financially contributing government members; and
- (b) in respect of Private and Public Sector Members, financially contributing members of this category of member.

(3) Unless the context otherwise requires, words or expressions in these Articles have the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

(4) Words importing the singular number shall include the plural and vice-versa.

(5) Words importing the masculine gender shall include the feminine gender, and vice-versa.

#### **QUALIFICATION AND ADMISSION OF MEMBERS**

3. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.

4. There shall be four categories of member namely Government Members, Nominees of the Secretary-General of the Commonwealth, Private and Public Sector Members and Networking Members. The criteria for eligibility for the aforementioned four categories of membership shall be:

##### Government Members

- (i) persons nominated by Heads of Government of member countries of the Commonwealth. Each Head of Government of a member country of the Commonwealth shall be entitled to nominate one person as a member to represent that member country's interests;

##### Nominees of the Secretary-General of the Commonwealth

- (ii) persons nominated by the Secretary-General, who may nominate one person (other than an officer or employee of the Commonwealth Secretariat) to represent the interests of the Commonwealth and may also nominate one or more officers of the Commonwealth Secretariat as members;

### Private and Public Sector Members

- (iii) persons engaged in business relevant to the objectives of the Company;
- (iv) persons other than natural persons operating in the private sector whether or not they are owned in part by the government of a sovereign state or an agency of such government or by the government or agency of government of a dependent territory however described; and
- (v) public sector corporations in Commonwealth Countries including bodies incorporated by statute, or by charter;

### Networking Members

- (vi) Any natural person participating in the voluntary co-operative networking and co-operative resourcing of CCGTM and any other natural person offering advisory services on a voluntary basis to promote the objects of the company.

5. Admission of Private and Public Sector Members and Networking Members is by invitation and subject to approval by the directors. The directors shall have an absolute discretion to determine that such a person is or is not eligible or suitable for membership or to postpone consideration on the question of eligibility or suitability and shall not be bound to give any reason for any such determination or postponement.

6. The directors shall, as soon as practicable after incorporation of the company, invite all "Network Members" of CCGTM to become Networking Members of the company.

7. Every person nominated as or invited to be a member must sign and deliver to the Secretary a form of admission in such form as the directors may approve. The admission form shall be signed, if the person is an individual, by himself and if an organisation, corporate body or other entity by its duly authorised officer.

8. The Secretary shall enter the names of all members in the Register of Members and shall indicate in such Register the category of member to which each member belongs. A person shall become a member of the Company when his name is entered in the register of members.

### **DISQUALIFICATION, SUSPENSION AND TERMINATION OF MEMBERSHIP**

9. A person nominated by another shall cease to be a member upon receipt by the company of a written notice signed by that persons' nominator withdrawing his nomination.

10. A Networking Member or a Private and Public Sector Member who is a natural person shall cease to be a member of the company:

- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors;
- (b) if he is, or may be, suffering from mental disorder and either:

- (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or an application for admission under the Mental Health (Scotland) Act 1960 or any equivalent law in the Commonwealth country in which the member ordinarily resides; or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
- (c) if, being engaged in any profession, he is prohibited from continuing to practise by a body having disciplinary powers in relation to that profession; or
- (d) if he commits or is in the process of committing an act which the directors consider to be against the interests of the company.

11. (1) A Private or Public Sector Member which is a corporation shall cease to be a member if:

- (a) any order is made or a resolution is passed to wind up the member or it has, in the opinion of the directors, otherwise ceased to exist;
- (b) distress action or other execution is levied on the assets of the member or a Receiver is appointed over any part of the assets of the member.

(2) A Private and Public Sector Member which is not an individual or a corporation shall cease to be a member if it has ceased to exist or if, in the opinion of the Board, it has ceased to operate.

12. (1) Any Private and Public Sector or Networking Member who fails in the observance of any of the rules and regulations of the Company may have his membership terminated by resolution of a majority of the directors present and voting at a directors' meeting. Such member shall be given seven clear days notice of the directors' meeting at which the termination of his membership is to be discussed and he may attend the meeting, but shall not be present at the voting or take part in proceedings otherwise than as allowed by the directors. Upon conclusion of the directors' meeting the Secretary shall send to the member a written notice indicating whether or not his membership has been terminated.

(2) A member whose membership is terminated in accordance with paragraph (1) of this Article may within seven days after receipt of the written notice of termination of his membership request a review of the directors' decision at a further directors' meeting at which not less than two-thirds of the directors shall be present. The provisions of paragraph.(1) of this Article as to notice of, attendance at, participation in and notification of the decision of such meeting shall apply to such further meeting. The decision of the directors at the further directors' meeting shall be final.

13. Any person ceasing to be a member may be re-admitted to membership by the

directors at their discretion. No person who ceases to be a member shall be readmitted to membership within a period of one year of the cessation of his membership.

#### **CESSATION OF MEMBERSHIP**

14. A member may at any time withdraw from the company by giving at least seven clear days notice in writing to the company. Membership shall not be transferable or held in joint names and shall cease on death.

#### **EFFECT OF TERMINATION OR CESSATION**

15. (1) A member whose membership is terminated or who ceases to be a member shall:

- (a) not as a member have any interest in or claim against the funds or property of the company and, in particular, shall not be entitled to repayment in whole or part of any sum previously paid by such person by way of annual subscription or otherwise;
- (b) forfeit all the rights and privileges of membership and shall remain liable for one year after cessation of his membership for payment of the debts and other liabilities of the company contracted before he ceased to be a member and costs, charges and expenses of winding up the company to such amount as may be required not exceeding one (1) pound Sterling.

(2) Any sum payable by way of annual subscription or otherwise to the Company which is in arrears or overdue at the date of any termination or cessation of membership, whatever the cause, shall remain fully due and payable by the person ceasing to be a member.

#### **RIGHTS AND DUTIES OF MEMBERS**

16. Every member shall be bound to further to the best of his ability the objects and interests of the company and shall observe all the rules and regulations of the company made pursuant to the powers contained in these Articles.

17. All members shall be entitled to reasonable access to the premises of the company and to all such information and advice with regard to the activities of the company as the directors deem expedient to supply.

18. (1) Government members, public sector corporate members and private sector members, each category and sub-category meeting and voting as a separate class, shall determine annually respective levels of contribution.

(2) Following determination of the relevant level of contribution in accordance with paragraph (1) of this Article, a member shall only be eligible to vote on the appointment or removal of a director representing a financially contributing class of member if that member has made a contribution in accordance with such determination.

## OBSERVER STATUS

19. Where a member country of the Commonwealth feels unable to nominate a person as a member of the Company or to act as a director of the Company because of difficulties relating to diplomatic immunity, the Board shall, if such member country makes a contribution to the Company which would otherwise be regarded as sufficient for the purposes of paragraph (2) of Article 18, allow such member country to designate a person as an observer and the provisions of Article 91 (1) (a) to (d) apply *mutatis mutandis* to such person.

## GENERAL MEETINGS

20. (1) Except as provided in this Article, an annual general meeting of the company shall be held in accordance with the provisions of the Act.

(2) The company may by resolution in accordance with ss.366A and 379A of the Act, elect to dispense with annual general meetings.

(3) In any year in which an annual general meeting would be required to be held, but for an election of the type described in paragraph (2) of this Article, and in which no such meeting has been held, then if it is a year in which the Heads of Government of Commonwealth Countries are to meet, a director shall by notice to the company not later than three months before the date of the meeting of Heads of Government, require the holding of an annual general meeting in that year.

21. All general meetings other than annual general meetings shall be called extraordinary general meetings.

22. (1) The directors may call general meetings of any kind.

(2) If members, pursuant to the provisions of the Act, requisition an extraordinary general meeting, the directors shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

## NOTICE OF GENERAL MEETINGS

23. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 60 clear days' notice. All other extraordinary general meetings shall be called by at least twenty-eight clear days notice but a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in numbers of members having a right to attend and vote being a majority together holding not less than ninety five percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the

meeting as such. The notice shall be given to all the members and to the directors and auditors.

24. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

25. No business shall be transacted at any meeting unless a quorum is present. A quorum shall be constituted when ten persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, are present at a meeting provided always that a quorum shall not be taken to be constituted unless the ten persons constituting it include at least one representative of each of the four categories of members described in Article 4.

26. If such a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the following day at the same time and place or to such time and place as the Chairman may determine. If a quorum is not present within half an hour from the time appointed for the adjourned meeting or if during the adjourned meeting such a quorum ceases to be present the meeting shall stand adjourned to such time and place as the Chairman may determine.

27. The Chairman, or in his absence, some other director nominated by the directors shall preside as chairman of the meeting but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

28. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

29. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

30. The chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting for a period of twenty four hours, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

31. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded. Subject to the provisions of the Act, a poll may be demanded:

- (a) by the Chairman; or
- (b) by at least two members having the right to vote at the meeting; or

(c) by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting and a demand by a person as proxy for a member shall be the same as a demand by the member.

32. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

33. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

34. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

35. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

36. A poll demanded on the election of a chairman shall be taken forthwith and a poll demanded on any other question shall be taken at such time during the course of the meeting as the chairman of the meeting directs. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

37. A resolution in writing executed by or on behalf of each and every member who would have been entitled to vote upon it if it had been proposed at a general meeting or meeting of a category of member at which he was present shall be as effectual as if it had been passed at a general meeting or meeting of a category of member duly convened and held. Such resolution may consist of several instruments in the like form each executed by or on behalf of one or more members.

#### **VOTES OF MEMBERS**

38. On a show of hands every member present in person and entitled to vote or on a poll every member present in person or by proxy and entitled to vote shall have one vote.

39. No resolution to alter the Memorandum or Articles, or to wind up the company, shall be passed unless the majority in favour of the resolution includes a vote in favour of the resolution cast by at least one member representing each category of member described in Article 4.

40. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.



41. On a poll votes may be given personally or by proxy.

42. Subject to paragraph (2) of Article 18, on a vote to appoint directors representing categories of members each category of member shall vote separately for the director or directors to represent it and no member may vote on a question relating to the appointment of a director to represent a category of member of which the elector is not a member.

43. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

**Commonwealth Partnership for Technology Management Limited**

I,.....of.....  
member of the abovenamed company, hereby appoint  
.....of.....or,  
failing him, .....of .....  
as my proxy to vote in my name and on my behalf  
at the annual/extraordinary general meeting of the  
company to be held on ....., and at any adjournment thereof  
Signed.....on .....(date)

44. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

**Commonwealth Partnership for Technology Management Limited**

I,.....of.....  
member of the abovenamed company, hereby appoint  
.....of.....or,  
failing him, .....of .....  
as my proxy to vote in my name and on my behalf  
at the annual/extraordinary general meeting of the  
company to be held on ....., and at any adjournment thereof.  
This form is to be used in respect of the resolutions  
mentioned below as follows:  
Resolution No. 1 \*for \*against  
Resolution No. 2 \*for \*against  
etc. (\* Strike out whichever is not desired)

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.  
Signed .....on .....date

45. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the office or at such place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to

vote. Any instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

46. A vote given or a poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded.

#### **NUMBER OF DIRECTORS**

47. Unless otherwise determined by elective resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than ten.

48. The directors shall be drawn from and shall represent the categories of member described in Article 4 as follows:

- (a) one director appointed by the Secretary-General to represent the non-financially contributing Government Members;
- (b) one director who shall be a member (other than an officer or employee of the Commonwealth Secretariat) appointed by the Secretary-General in accordance with sub-paragraph (ii) of Article 4 and who shall represent the Secretary-General;
- (c) three directors who shall be appointed by financially contributing Government members;
- (d) three directors to be appointed by Private and Public Sector Members, two of whom shall represent the financially contributing personal and other members coming from the private sector and one of whom shall represent the financially contributing public sector corporate members; and
- (e) two directors to be appointed by Networking Members.

#### **ALTERNATE DIRECTORS**

49. (1) Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

(2) The power of the director appointed by the Secretary-General of the Commonwealth to appoint an alternate director shall only be exercised after consultation with the Secretary-General.

50. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence.

51. An alternate director shall cease to be an alternate director if his appointor ceases to be a director: but if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his reappointment shall continue after his reappointment.

52. Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors.

53. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

### **POWERS AND DUTIES OF THE BOARD**

54. Subject to the provisions of the Act, the Memorandum and the Articles, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the Memorandum or Articles shall invalidate any prior act of the directors which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors, notwithstanding the absence of one or more of their number or a vacancy in their body.

55. The directors may appoint one of their number to be chairman of the Board and may at any time remove him from that office.

56. The Board may appoint a person as chief executive officer on such terms and conditions as the Board may determine. A person so appointed may be remunerated for his services as chief executive officer and has the right to attend and to speak at meetings of the Board but does not have the right to vote at such meetings. Save as otherwise expressly provided by these Articles the chief executive shall have day to day control of the business of the Company subject to agreed financial limits to be determined by the Board and shall perform such functions as may from time to time be determined by the Board or, with the Board's agreement, the Chairman.

57. The Board shall for the purpose of securing a proper transition between the activities of the former CCGTM, acting alone or in partnership:

- (a) carry out or carry on any project, undertaking or activity which was being carried out or carried on immediately before the company was formed by the CCGTM; and
- (b) continue to carry out any agreement which was being carried out or carried on immediately before the company was formed by the CCGTM.

58. The board may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

59. In addition to all powers expressly conferred upon it, and without detracting from the generality of its powers under any of these Articles, the Board has the power, from time to time to make, repeal or alter regulations as to the management of the company and the affairs thereof, and as to the duties of any officers or servants of the company, and as to their conduct. All regulations so made which are for the time being in force shall be binding upon the members and shall have full effect accordingly.

60. The Board shall ensure that the Networking Members are enabled to continue to develop co-operative networking and co-operative resourcing as these terms are understood by the Board in light of the experience of CCGTM.

#### **DELEGATION OF DIRECTORS' POWERS**

- 61.(1) The board may delegate any of its powers to any committee of directors consisting of such person or persons (whether or not a director or directors or a member or members) as the Board thinks fit provided that the majority of members of any such committee shall be directors. It may also delegate to any person exercising the powers of chief executive officer such of its powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the board may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee of directors shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying. If the Board by unanimous resolution so decides, the quorum requirements of Article 81 shall not apply to meetings of a committee of directors.
- (2) The Board may appoint one or more advisory committees. An advisory committee shall consist of such person or persons (whether or not a director or directors or a member or members) as the Board thinks fit. An advisory committee shall not constitute a committee appointed pursuant to paragraph (a) of this Article and the Board may not delegate any of its powers to an advisory committee.

#### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

62. At the first annual general meeting of the company all the directors shall retire from office, and at every subsequent annual general meeting those directors whose terms of appointment expire in accordance with these Articles shall retire.

63. Each category of member of the company may by ordinary resolution appoint a person who is willing to act to be a director representing that category of member to fill a vacancy.

64. Each category of member of the company shall, when electing a director or appointing a director to fill a vacancy, determine a term of office, which shall not exceed three years, for that director. Subject to these Articles, each director shall retire at the conclusion of the term of office for which he was appointed but he shall be eligible for reappointment.

65. Subject to the provisions of the Act and these Articles, the directors to retire by

rotation at any annual general meeting shall be those whose terms of appointment as set by the category of member appointing them, expire.

66. If the company or the relevant category of member (whichever the case may be) at the general meeting at which a director retires does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed for a period of one year unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.

67. No person other than a director retiring by the passage of time shall be appointed or reappointed a director at any general meeting unless not less than twenty-eight and not more than sixty days before the date appointed for the meeting, notice executed by a member qualified to vote upon a resolution to appoint a director representing the category of member to which that member belongs at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.

68. Not less than twenty-eight and not more than sixty clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give particulars of that person which would, if he were so appointed or reappointed, be required to be included in the company's register of directors.

69. The directors may, by unanimous resolution, appoint a member who is willing to act to be a director, to fill a vacancy provided that such appointment does not alter the relative representation of the categories of member by directors.

70. A director appointed pursuant to Article 69 shall hold office only until the conclusion of the next following annual general meeting and may be re-appointed at the next annual general meeting by the members belonging to the category of member that director represents.

71. Notwithstanding anything contained in the Articles relating to the alteration of the number of directors of the company, no action to change the number of directors shall be effective if that action has the effect of changing the relative representation by directors of the categories of members of the company as set out in Article 48.

72. Subject to these Articles, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed he shall retain office until the meeting appoints someone in his place.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

73. The office of a director shall be vacated if:

(a) he ceases to be a director by virtue of any provision of the Act or he becomes

- prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors; or
  - (c) he is, or may be, suffering from mental disorder and either:
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or an application for admission under the Mental Health (Scotland) Act 1960 or any equivalent law in the Commonwealth country in which the member ordinarily resides; or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - (d) he resigns his office by notice to the company; or
  - (e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated; or
  - (f) he ceases to be a member of the Company.

#### **REMUNERATION OF DIRECTORS**

74. The directors shall not be entitled to any remuneration from the company for serving on the Board.

#### **DIRECTORS' EXPENSES**

75. The directors may be paid all travelling, accommodation and other expenses reasonably and properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties on such terms as the Board may determine.

#### **DIRECTORS' INTERESTS**

76. Subject to the provisions of the Act, and provided he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and

(c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

77. For the purposes of article 76:

(a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice of any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and

(b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

#### **DIRECTORS' PENSIONS AND GRATUITIES**

78. Save as expressly provided in these Articles, the directors may not provide to any existing or former director (who is or was a director because he represents or represented one of the categories of member) any benefit whatsoever, whether by the payment of gratuities or pensions or by insurance or otherwise.

#### **PROCEEDINGS OF THE BOARD**

79. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

80. Notwithstanding anything contained in these articles, and in particular in article 79, no resolution of the directors which:

(a) changes the overall balance between fee based and non fee based activities of the company; or

(b) is inconsistent with general policy directions given by Commonwealth Heads of Government or by Commonwealth Ministers at one of their periodic meetings,

shall be passed unless the majority in favour of the resolution includes a vote in favour of the resolution cast by at least one director representing each category of member described in Article 4.

81. The quorum necessary for the transaction of business by the directors shall be six (6) directors provided always that a quorum shall not exist or be deemed to exist unless one director representing each of the categories and sub categories of member described

in Article 48 is present and entitled to vote. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

82. The continuing directors may act notwithstanding any vacancies in their number, but if the number of directors is less than the number fixed as the quorum, or no longer represents each category or sub-category of member, the continuing directors or director may act only for the purpose of calling a general meeting.

83. Unless he is unwilling to do so, the Chairman shall preside at every meeting of directors at which he is present but if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be the chairman of the meeting.

84. All acts done by a meeting of directors, or by a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment or continuance in office of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote provided only that an act done by a meeting of directors, or of a committee of directors or by a person acting as a director shall not be valid if it is afterwards discovered that the defect in appointment of a director had the effect of giving one category of member more than its entitled share of the directors.

85. Subject to the Articles, a resolution in writing, signed by every director entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. Any such resolution may consist of several instruments in the like form each signed by or on behalf of one or more directors.

86. Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his interest arises only because the case falls within one or more of the following paragraphs:

- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the company;
- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the company for which the director has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of a security.

For the purposes of this article, an interest of a person who is, for any purpose of the Act



(excluding any statutory modification thereof not in force when this article becomes binding on the company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

87. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

88. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

89. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

90. The directors may continue to act although their number is reduced by death, retirement or otherwise, below the number of ten provided that the remaining directors include at least one representative of each of the categories of member described in Article 4.

#### COMMONWEALTH LIAISON

91. (1) For the purpose of ensuring effective liaison between the company and the Secretary-General in the discharge of his obligations to Commonwealth Heads of Government, the Secretary General may designate an officer of the Commonwealth Secretariat who is a member of the company as liaison officer. The person so designated:

- (a) shall be given access to all information about the Company relevant to the performance of his function;
- (b) shall be given notice of all meetings of the company and of all directors' meetings including meetings of committees of directors;
- (c) may attend any meeting of which he is entitled to receive notice;
- (d) shall be invited, with the agreement of the Chairman, to speak at and to circulate information to meetings which he attends.

(2) A person designated pursuant to paragraph (1) of this Article does not, by virtue of this Article, have the right to vote at meetings of the company or at meetings of directors or committees of directors.

(3) Nothing in this Article shall be construed as requiring the company to meet expenses incurred by the person designated pursuant to paragraph (1) in carrying out the liaison role.

## SECRETARY

92. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

## MINUTES

93. The directors shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings at meetings of the company and of directors and of committees of directors including the names of the directors present at each such meeting and of any others in attendance.

## SEAL

94. The Seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or by two directors.

## ACCOUNTS

95. The directors shall as soon as may be practicable after the business of the company has commenced open or cause to be opened in the name of the company an account or accounts with a bank or banks incorporated in or outside the United Kingdom. The accounts shall be used for all receipts and payments and shall be operated by cheques signed on behalf of the company by two or more signatories authorised by the Board. The company may invest any surplus funds not immediately required for expenditure in any lawful manner which the Board in its discretion deems advisable.

96. The directors shall cause proper books of account to be kept in respect of:

- (a) all sums of money received and expended by the company and the matters in respect of which receipt and expenditure take place;
- (b) the assets and liabilities of the Company;
- (c) all sales and purchases by the company.

97. The books of account shall be kept at the Office or at such other place or places as the directors may think fit, subject to the Act, and shall always be open to inspection by the directors. No member of the company (as such) shall have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.

98. The directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the company in general meeting such income and expenditure, balance sheet and reports as are referred to in the Act.

## AUDITORS

99. Auditors shall be appointed by the company at its annual general meeting or, if the annual general meeting is suspended pursuant to Article 20(2), by the Board and may be re-appointed. Their duties shall be regulated in accordance with the Act.

## NOTICES

100. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of directors need not be in writing.

101. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by sending by facsimile a copy of the notice to a facsimile number notified by the member as his registered facsimile number. A member whose registered address is not within the United Kingdom is entitled to receive any notice from the company.

102. A member present, either in person or by proxy, at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, the purpose for which it was called.

103. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that a notice was successfully sent to a registered facsimile number shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of:

- (a) 48 hours after the envelope containing it was posted if the member's registered address is in the United Kingdom;
- (b) 24 hours after the facsimile is recorded as having been successfully sent, regardless of the country in which the member has his registered address; and
- (c) 21 days (if sent by airmail) after the envelope containing it was posted if the member's registered address is outside the United Kingdom.

## WINDING-UP

104. (1) If one category of member withdraws from the company or otherwise ceases to exist or if the representation of one category of member falls below the minimum required for that category to appoint the number of directors required to contribute to the making of a quorum, the company may be wound up by ordinary resolution of the members.

(2) Clause 8 of the Memorandum of Association of the company relating to the winding-up of the company shall have effect as if the provisions thereof were repeated in these Articles.

## **INDEMNITY**

105. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

## **INTERPRETATION OF ARTICLES**

106. If any doubt shall arise as to the proper construction or meaning of any provision of these Articles or of any rule or regulation made hereunder or of any expression used herein, the directors shall resolve such doubt and the decision of the directors shall be final and conclusive provided that such decision is recorded in the Minute Book of the proceedings of meetings of the directors.

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**NAMES AND ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

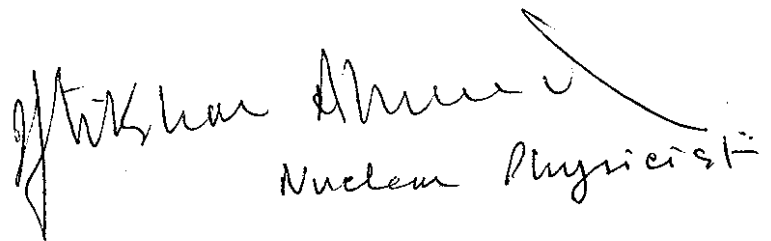
Names, addresses and descriptions of subscribers:

1. Dr. Moses Nee Buernor Ayiku  
3 Ghanair Avenue Extension  
Airport Residential Area  
Accra  
Ghana



Dated the 2 day of May 1995.

Witness to the above signature:

  
Nucleon Physicist

2. Mr. Ründheersing Bheenick  
Royal Road  
Moka  
Mauritius



Dated the 2<sup>nd</sup> day of May 1995.

Witness to the above signature:

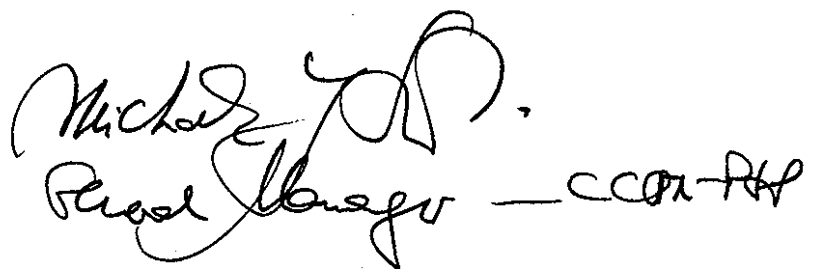
  
manager

3. Dr William Stanley Bardo  
Cherry Tree Farm  
Missenden Road  
Great Kingshill  
Bucks HP15 6ED

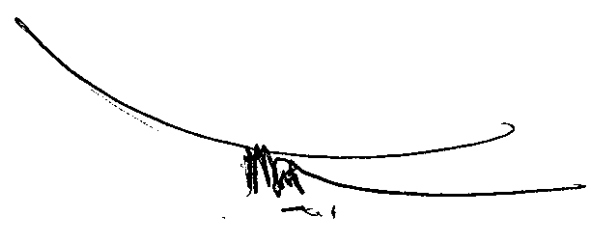


Dated the 27 day of April 1995.

Witness to the above signature:

  
CCOR-HP

4. Ambassador Parameswaran Nagalingam  
63 Lengkok Aminuddin Baki  
Taman Tun Dr Ismail  
60000 Kuala Lumpur  
Malaysia



Dated the 3<sup>rd</sup> day of May 1995.

Witness to the above signature:

  
**SECOND SECRETARY,  
MALAYSIAN HIGH COMMISSION, LONDON.**

5. Prof. Michael George Pitman  
50 Booroondara Street  
Reid ACT 2601  
Australia

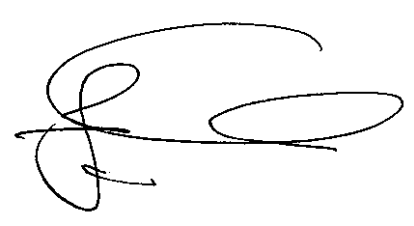


Dated the 26 day of April 1995.

Witness to the above signature:

*Anne Law*  
Public servant, Department of Prime Minister  
& Cabinet... 26 April 1995

6. Tan Sri Datuk Dr Omar Abdul Rahman  
No 34 Jalan Tualang  
Bukit Bandaraya, Bangsar  
59100 Kuala Lumpur  
Wilayah Persekutuan  
Malaysia

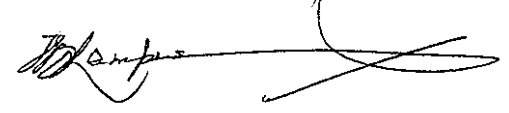


Dated the 2 day of May 1995.

Witness to the above signature:

*International Liaison Officer*

7. Mr. Frank Rampersad  
2 St Vincent Avenue  
Federation Park  
Port of Spain  
Trinidad



Dated the 2 day of May 1995.

Witness to the above signature:

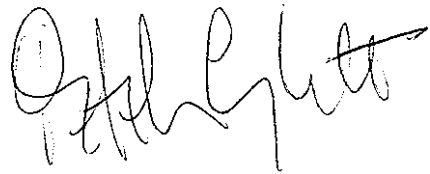
*a. Jayamberry*  
(CPA)

8. Prof. Peter Serracino-Ingloft  
University of Malta  
Msida  
Malta



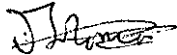
Dated the 1st day of June 1995.

M. Zammit  
(Secretary to Rector)  
Witness to the above signature.



M. Zammit  
(Margaret J. Zammit)  
Secretary to Rector)

9. Jonathan Solomon  
12 Kidderpore Gardens  
London NW3

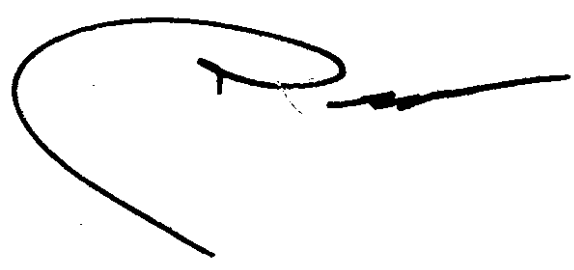


Dated the 28th day of May 1995.

Witness to the above signature:

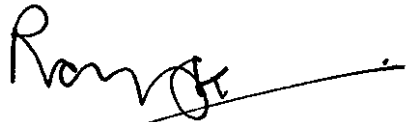


10. Y. Bhg. Dato' Francis Yeoh Sock Ping  
No 3, Lorong 16/7B  
46350 Petaling Jaya  
Selangor  
Malaysia



Dated the 10th day of May 1995.

Witness to the above signature:



PA to Dato FRANCIS

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# COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

Company number **03067909**

Registered office address

63 Catherine Place, London, SW1E 6DY

Company status

Active

Company type

Private company limited by guarantee without share capital

Incorporated on

13 June 1995

## Accounts

Next accounts made up to **31 March 2018**  
due by **31 December 2018**

Last accounts made up to **31 March 2017**

## Confirmation statement

Next statement date **13 June 2018**  
due by **27 June 2018**

Last statement dated **13 June 2017**

## Nature of business (SIC)

- 96090 - Other service activities not elsewhere classified

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# COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

Company number **03067909**

- [Officers](#)
- [Persons with significant control \(https://beta.companieshouse.gov.uk/company/03067909/persons-with-significant-control\)](https://beta.companieshouse.gov.uk/company/03067909/persons-with-significant-control)

## Filter officers

Current officers

Apply filter

**73 officers / 58 resignations**

---

### ANGOLO, Ndeutala, Dr

Correspondence address **12 Van Der Merwe Street,, Pioneers Park, Windhoek, Namibia**

Role Active **Director**

Date of birth **March 1952**

Appointed on **13 November 2003**

Nationality **Namibian**

Occupation **Civil Servant**

---

### CHOO, Eng Ghan, Dato

Correspondence address  
**Suite A -08-09, Level 8 Empire Tower 1, Empire Subang, Jalan Ss16/1, 47500 Subang Jaya, Selangor, Malaysia**

Role Active **Director**

Date of birth **April 1947**

Appointed on **3 December 2012**

Nationality **Malaysian**

Country of residence **Malaysia**

Occupation **Company Director**

---

### CHRISTODOULIDES, George

Correspondence address **6 Saint Demetrios Acropolis, Nicosia, 2012, Cyprus, FOREIGN**

Role Active **Director**

Date of birth **November 1927**

Appointed on **26 September 2001**

Nationality **Cypriot**

Occupation **Chairman Standards Organisatio**

---

## **DZINOTYIWEYI, Gwinyai**

Correspondence address **PO BOX Bw 905, Borrowdale, Harare, Zimbabwe**

Role Active **Director**

Date of birth **December 1983**

Appointed on **4 December 2012**

Nationality **Zimbabwean**

Country of residence **South Africa**

Occupation **Architect & Urban Designer**

---

## **FAURE, Barry Jude Jean**

Correspondence address  
**Ministry Of Foreign Affairs And Transport, Department Of Foreign Affairs, PO BOX 656, Mont Fleuri, Seychelles**

Role Active **Director**

Date of birth **July 1964**

Appointed on **30 June 2010**

Nationality **Citizen Of Seychelles**

Country of residence **Seychelles**

Occupation **None**

---

## **FUNDANGA, Caleb Mailoni, Dr**

Correspondence address  
**Macroeconomic And Financial Management Institute, Of Eastern And Southern Africa, 9 Earls Road, Alexander Park, PO BOX A1419, Avondale, Harare, Zimbabwe**

Role Active **Director**

Date of birth **February 1953**

Appointed on **3 August 2010**

Nationality **Zambian**

Country of residence **Zambia**

Occupation **None**

---

## **LEWIS, Lennox Joseph**

Correspondence address **#3, Picton Street, Newtown, Port Of Spain, W.I, Trinidad And Tobago**

Role Active **Director**

Date of birth **May 1943**

Appointed on **4 December 2012**

Nationality **Trinidadian**

Country of residence **Trinidad And Tobago**

Occupation **None**

---

## **MAHLALELA, Gideon Jabulane**

Correspondence address **317 Princess Drive, Box 254, Mbabane, Swaziland, FOREIGN**

Role Active **Director**

Date of birth **July 1950**

Appointed on **29 March 2004**

Nationality **Swazi**

Occupation **Ceo**

---

## **MAIR, John Sinclair**

Correspondence address **Green Oaks, Mark Way, Godalming, Surrey, GU7 2BN**

Role Active **Director**

Date of birth **February 1960**

Appointed on **30 June 2010**

Nationality **British**

Country of residence **Godalming**

Occupation **Banker**

---

## **MOTHIBATSELA, Lekoma**

Correspondence address **Plot 4821, Zambia Close, Ext. 11 Gaborone Botswana, PO BOX 81412 Gaborone Botswana, Botswana**

Role Active **Director**

Date of birth **February 1946**

Appointed on **3 December 2012**

Nationality **Botswanan**

Country of residence **Botswana**

Occupation **Company Director**

---

## **RAHMAN, Omar Abdul, Tan Sri Datuk Dr**

Correspondence address **34 Jalan Tualang, Bukit Bandaraya Bangsar, Kuala Lumpur, Wilayah Persekutuan, Malaysia, 59100**

Role Active **Director**

Date of birth **November 1932**

Appointed on **13 June 1995**

Nationality **Malaysian**

Occupation **Science Adviser**

---

## **SHURDOM, Ihsan Hamid Bat, Lt. General (Retd)**

Correspondence address **Cptm, 63 Catherine Place, London, United Kingdom, SW1E 6BD**

Role Active **Director**

Date of birth **June 1938**

Appointed on **16 August 2013**

Nationality **Jordanian**

Country of residence **Jordan**

Occupation **None**

---

## **SMITH, Mihaela Yvonne, Datuk**

Correspondence address **608 Gilbert House, Barbican, London, EC2Y 8BD**

Role Active **Director**

Date of birth **February 1948**

Appointed on **5 November 1999**

Nationality **British**

Occupation **Chief Executive**

---

## **TAUSSIG, Andrew John, Dr**

Correspondence address **Tanhurst, 115 Rosebery Road, Langley Vale, Epsom, Surrey, United Kingdom, KT18 6AB**

Role Active **Director**

Date of birth **March 1944**

Appointed on **9 July 2012**

Nationality **British**

Country of residence **United Kingdom**

Occupation **None**

---

## **TULYA-MUHIKA, Sam, Prof**

Correspondence address **Idc Plaza, 12 Ternan Avenue, Nakasero, Kampala, P.O. Box 5609**

Role Active **Director**

Date of birth **November 1939**

Appointed on **19 August 2013**

Nationality **Ugandan**

Country of residence **Ugandan**

Occupation **Professor-Stratistician-Consultant**

---

## **COMAT CONSULTING SERVICES LIMITED**

Correspondence address **2 High Coombe Place, Warren Cutting, Kingston Upon Thames, Surrey, KT2 7HH**

Role Resigned **Secretary**

Appointed on **13 June 1995**

Resigned on **30 January 2018**

---

## **AKARUNGI, Shara Tumwine**

Correspondence address **The Creation Ltd, Plot 4, Victoria Avenue, Nakasero, PO BOX 7395, Kampala, Uganda**

Role Resigned **Director**

Date of birth **July 1988**

Appointed on **4 December 2012**

Resigned on **15 September 2016**

Nationality **Ugandan**

Country of residence **Uganda**

Occupation **Managing Director Of Creations Ltd**

---

## **AYIKU, Moses Nee Buernor, Dr**

Correspondence address **Plot 7 E Mombu Loop, Adjirigano Residential Area, Accra, Ghana, FOREIGN**

Role Resigned **Director**

Date of birth **April 1934**

Appointed on **13 June 1995**

Resigned on **7 June 2006**

Nationality **Ghanaian**

Occupation **Co-Ordinator**

---

## **AZOH MBI, Anu A Gheyle Solomon**

Correspondence address **Shimmering Heights, Etoug Ebe, Yaounde, Centre Province, Cameroon, FOREIGN**

Role Resigned **Director**

Date of birth **June 1958**

Appointed on **13 November 2003**

Resigned on **25 November 2008**

Nationality **Cameroonian**

Occupation **Diplomat**

---

## **BAL, Mohd Hassan Bin Bal**

Correspondence address **Ministry Of Foreign Affairs Malaysia, No 1 Jalan Wisma Putra Presint 2, Putrajaya, 62602, Malaysia**

Role Resigned **Director**

Date of birth **November 1967**

Appointed on **4 December 2012**

Resigned on **14 October 2013**

Nationality **Malaysian**

Country of residence **Malaysia**

Occupation **Undersecretary Multilateral Political Division**

---

## **BAMBROUGH, Roger Arthur**

Correspondence address **A-19-3 Menara Bangsar Jalan Maarof, Bangsar Kuala Lumpur 59100, Malaysia, FOREIGN**

Role Resigned **Director**

Date of birth **March 1936**

Appointed on **1 August 1996**

Resigned on **23 August 1999**

Nationality **British**

Occupation **Company Director**

---

## **BARDO, William Stanley**

Correspondence address **Cherry Tree Farm Missenden Road, Great Kingshill, High Wycombe, Buckinghamshire, HP15 6ED**

Role Resigned **Director**

Date of birth **July 1941**

Appointed on **13 June 1995**

Resigned on **1 June 1998**

Nationality **British**

Occupation **Technical Director**

---

## **BHEENICK, Rundheersing**

Correspondence address **Palm Lane, Gently, Moka, Mauritius**

Role Resigned **Director**

Date of birth **October 1944**

Appointed on **19 December 2001**

Resigned on **29 March 2007**

Nationality **Mauritius**

Occupation **Consultant**

---

## **BHEENICK, Rundheersing**

Correspondence address **Royal Road, Moka, Mauritius**

Role Resigned **Director**

Date of birth **October 1944**

Appointed on **13 June 1995**

Resigned on **5 September 1996**

Nationality **Mauritius**

Occupation **Director Ministry Of Economic**

---

## **CABLE, John Vincent, Sir**

Correspondence address **102 Whitton Road, Twickenham, London, TW1 1BS**

Role Resigned **Director**

Date of birth **May 1943**

Appointed on **6 November 2001**

Resigned on **30 November 2005**

Nationality **British**

Country of residence **England**

Occupation **Member Of Parliament**

---

## **CHOO, Eng Guan, Dato'**

Correspondence address **27 Jalan Kekwa, Mines South Lake, Seri Kembangan, Selangor D.E., 43300, Malaysia**

Role Resigned **Director**

Date of birth **April 1947**

Appointed on **5 April 2007**

Resigned on **3 December 2012**

Nationality **Malaysian**

Occupation **Company Director**

---

## **CHRISTODOULIDES, George, Dr**

Correspondence address **6 Saint Demetrios, Acropolis, Nicosia, Cyprus, 2012**

Role Resigned **Director**

Date of birth **November 1927**

Appointed on **19 June 1995**

Resigned on **30 March 2000**

Nationality **Cypriot**

Occupation **Chairman Cyprus Standards Org**

---

## **CUNNINGHAM, Catherine May**

Correspondence address **Flat 4 20 Leigh Street, London, WC14 9EW**

Role Resigned **Director**

Date of birth **August 1935**

Appointed on **15 June 1998**

Resigned on **25 September 2001**

Nationality **British**

Occupation **University Director**

---

## **DELLIMORE, Jeffrey Webster, Dr**

Correspondence address **Number 7, The Mount, St. George, Barbados**

Role Resigned **Director**

Date of birth **January 1943**

Appointed on **13 November 2003**

Resigned on **7 June 2006**

Nationality **Vincentian**

Occupation **Development Consultant**

---

## **DOWNING, Ian Christopher**

Correspondence address **18 Fortior Court, 100 Hornsey, London, N6 5LD**

Role Resigned **Director**

Date of birth **September 1950**

Appointed on **10 October 1996**

Resigned on **3 December 2012**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Civil Servant**

---

## **G HANIFF, Ghulam Hussein**

Correspondence address **No 3 Jalan Ss 17/1d, Subang Jaya, Selangor, Malasia, 47500**

Role Resigned **Director**

Date of birth **May 1955**

Appointed on **15 June 1998**

Resigned on **28 July 2000**

Nationality **Malaysian**

Occupation **Undersecretary**

---

## **GAOLATHE, Baledzi**

Correspondence address **Plot 288 North Ring Road, Nswazi Way, Bagorone, Botswana**

Role Resigned **Director**

Date of birth **March 1942**

Appointed on **19 March 2005**

Resigned on **28 May 2010**

Nationality **Botswana**

Occupation **Cabinet Minister**

---

## **HO, May Yong**

Correspondence address **51 Jalan Bu 10/9, Bdr Utama Daman Sara, Petaling Jaya, Malaysia, 47800**

Role Resigned **Director**

Date of birth **April 1958**

Appointed on **12 November 1996**

Resigned on **1 April 1997**

Nationality **Malaysian**

Occupation **Director**

---

## **HUSSIN, Awang Adek, Dato Dr**

Correspondence address  
**No. 78, Jalan Tropicana Utama,, Tropicana Golf & Country Resort, Petaling Jaya, Selangor 47410, Malaysia**

Role Resigned **Director**

Date of birth **May 1955**



Appointed on **13 November 2003**

Resigned on **1 July 2004**

Nationality **Malaysian**

Occupation **Chairman Of Tnb**

---

## **JORDAN, Keith**

Correspondence address **27 Station Road, Balsall Common, Coventry, West Midlands, CV7 7FN**

Role Resigned **Director**

Date of birth **June 1947**

Appointed on **20 October 1997**

Resigned on **25 September 2001**

Nationality **British**

Occupation **Government Advisor**

---

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## Companies House

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Search for companies or officers

# COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

Company number **03067909**

- [Officers](#)
- [Persons with significant control \(https://beta.companieshouse.gov.uk/company/03067909/persons-with-significant-control\)](https://beta.companieshouse.gov.uk/company/03067909/persons-with-significant-control)

## Filter officers

Current officers

Apply filter

**73 officers / 58 resignations**

---

### YAAKOB, Muhammad Shahrul Ikram

Correspondence address **No.6, Jln Bu 10/4, Bandar Utama, Damansara, Petaling Jaya, Selangor 47800, Malaysia**

Role Resigned **Director**

Date of birth **May 1961**

Appointed on **28 February 2006**

Resigned on **25 November 2008**

Nationality **Malaysian**

Occupation **Diplomat**

---

### YEOH, Francis Sock Ping

Correspondence address **No. 3, Lorong 16/7b, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia**

Role Resigned **Director**

Date of birth **August 1954**

Appointed on **13 June 1995**

Resigned on **13 November 2003**

Nationality **Malaysian**

Occupation **Managing Director**

---

### ZARB-ADAMI, Noel, Professor

Correspondence address **Sorriso Gibba Street, Attard, Malta, BZN 12**

Role Resigned **Director**

Date of birth **December 1947**

Appointed on **12 November 1996**

Resigned on **18 February 2013**

Nationality **Maltese**

Occupation **Professor**

---

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Please complete in typescript, or in bold black capitals.

# 288a

## APPOINTMENT of director or secretary (NOT for resignation (use Form 288b) or change of particulars (use Form 288c))

Company Number

Company Name in full



\*F288A018\*

Date of appointment Day: 23, Month: 09, Year: 98. †Date of Birth Day: 17, Month: 01, Year: 36

### Appointment form

Notes on completion appear on reverse.

Appointment as  director <sup>alternately</sup> as secretary  Please mark the appropriate box. If appointment is as a director and secretary mark both boxes.

NAME \*Style / Title  \*Honours etc

Forename(s)

Surname

Previous Forename(s)  Previous Surname(s)

Usual residential address

Post town  Postcode

County / Region  Country

†Nationality  †Business occupation

†Other directorships (additional space overleaf)

I consent to act as \*\* director / ~~secretary~~ of the above named company

Consent signature  Date

\* Voluntary details.  
† Directors only.

A director, secretary etc must sign the form below.

Signed   
*Geoffrey Pattie*  
*COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED* Date

\*\* Please delete as appropriate

(\*\*a director / secretary / administrator / administrative receiver / receiver manager / receiver)

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

**DELOITTE & TOUCHE**  
**HILL HOUSE**  
**1 LITTLE NEW STREET**  
DX number **LONDON EC4A 3TR**



A28 \*ATSWLA14\* 396  
COMPANIES HOUSE 17/10/98

Form revised March 1995

When you have completed and signed the form please send it to the Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF4 3UZ** DX 33050 Cardiff  
for companies registered in England and Wales or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland DX 235 Edinburgh

Company Number

3067909

† Directors only.

† Other directorships

CELER ET AUDAX CLUB GENERAL COMMITTEE LIMITED

THE INTELLECTUAL PROPERTY INSTITUTE

THE INTERNATIONAL COOPERATION FUND  
LIMITED - Resigned 2.5.94

**NOTES**

Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.

Give previous forenames or surname(s) except:

- for a married woman, the name by which she was known before marriage need not be given.
- for names not used since the age of 18 or for at least 20 years

A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.

**Other directorships.**

Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.

You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was

- dormant
- a parent company which wholly owned the company making the return, or
- another wholly owned subsidiary of the same parent company.



Companies House

for the record

# 288b

## Terminating appointment as director or secretary (NOT for appointment (use Form 288a) or change of particulars (use Form 288c))

Please complete in typescript,  
or in bold black capitals.

CHFP000

Company Number

3067909

Company Name in full

COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY  
MANAGEMENT LIMITED

Date of termination of appointment

Day Month Year

04 10 2000

*alternate*  
as/director

as secretary

Please mark the appropriate box. If terminating  
appointment as a director and secretary mark  
both boxes.

NAME

\*Style / Title

SIR

\*Honours etc

Please insert  
details as  
previously  
notified to  
Companies House.

Forename(s)

GEOFFREY

Surname

PATTIE

Day Month Year

†Date of Birth

17 01 1936

A serving director, secretary etc must sign the form below.

Signed

*Geoffrey Pattie*  
GEOFFREY PATTIE  
COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY  
MANAGEMENT LIMITED

Date

25/06.2001

\* Voluntary details.

† Directors only.

\*\* Delete as appropriate

(\*\* serving director / secretary / administrator / administrative receiver / receiver manager / receiver)

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

DR M Y SMITH

CPTM LTD, 14 QUEEN ANNE'S GATE

LONDON SW1H 9AA Tel

020 7222 3773

DX number

DX exchange

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff

for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



LD6  
COMPANIES HOUSE

\*LRQH91XG\*  
0263  
29/06/01

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## COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

Company number **03067909**

Date	Type	Description	View / Download
12 Feb 2018	TM02	<b>Termination of appointment</b> of Comat Consulting Services Limited as a secretary on 30 January 2018	(1 page)
22 Nov 2017	MA	<b>Memorandum and Articles of Association</b>	(27 pages)
22 Nov 2017	RESOLUTIONS	Resolutions <ul style="list-style-type: none"> <li>• RES01 - <b>Resolution of alteration of Articles of Association</b></li> </ul>	(2 pages)
11 Sep 2017	AA	<b>Accounts for a small company</b> made up to 31 March 2017	(15 pages)
19 Jun 2017	CS01	<b>Confirmation statement</b> made on 13 June 2017 with updates	(4 pages)
23 Feb 2017	AA	<b>Full accounts</b> made up to 31 March 2016	(14 pages)
26 Sep 2016	TM01	<b>Termination of appointment</b> of Shara Tumwine Akarungi as a director on 15 September 2016	(2 pages)
26 Sep 2016	TM01	<b>Termination of appointment</b> of Peter Kallaghe as a director on 15 September 2016	(2 pages)
15 Sep 2016	TM01	<b>Termination of appointment</b> of Jan Verloop as a director on 6 July 2016	(2 pages)
29 Jun 2016	AR01	<b>Annual return</b> made up to 13 June 2016 no member list	(20 pages)
29 Jun 2016	CH01	<b>Director's details changed</b> for Ms Shara Tumwine Akarungi on 1 December 2015	(2 pages)
28 Jun 2016	CH01	<b>Director's details changed</b> for Barry Jude Jean Faure on 1 December 2015	(2 pages)
28 Jun 2016	CH01	<b>Director's details changed</b> for Gwinyai Dzinotyiweyi on 1 December 2015	(2 pages)
28 Jun 2016	CH01	<b>Director's details changed</b> for Dr Caleb Mailoni Fundanga on 1 December 2015	(2 pages)
07 Jun 2016	MR04	<b>Satisfaction of charge 2</b> in full	(4 pages)
04 May 2016	MR04	<b>Satisfaction of charge 1</b> in full	(4 pages)

6/5/2018		COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED - Filing history (free information from Companies Hou...	
09 Oct 2015	AP01	<b>Appointment</b> of H E Peter Kallaghe as a director on 15 September 2015	(3 pages)
09 Oct 2015	TM01	<b>Termination of appointment</b> of Carl Bertrand Westerby Roberts as a director on 19 August 2015	(2 pages)
09 Oct 2015	TM01	<b>Termination of appointment</b> of Peter Kallaghe as a director on 19 August 2015	(2 pages)
24 Aug 2015	AA	<b>Full accounts</b> made up to 31 March 2015	(14 pages)
07 Jul 2015	AR01	<b>Annual return</b> made up to 13 June 2015	(31 pages)
22 Oct 2014	AA	<b>Full accounts</b> made up to 31 March 2014	(14 pages)
17 Jul 2014	AR01	<b>Annual return</b> made up to 13 June 2014	(31 pages)
11 Jul 2014	TM01	<b>Termination of appointment</b> of Zakaria Sulong as a director	(2 pages)
11 Jul 2014	TM01	<b>Termination of appointment</b> of Zakaria Sulong as a director	(2 pages)

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## COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

Company number **03067909**

Date	Type	Description	View / Download
25 Oct 2013	TM01	<b>Termination of appointment</b> of Mohd Bal as a director	(2 pages)
10 Oct 2013	AA	<b>Full accounts</b> made up to 31 March 2013	(14 pages)
03 Sep 2013	AP01	<b>Appointment</b> of Prof Sam Tulya-Muhika as a director	(3 pages)
03 Sep 2013	AP01	<b>Appointment</b> of Lt. General (Retd) Ihsan Hamid Bat Shurdom as a director	(3 pages)
03 Sep 2013	TM01	<b>Termination of appointment</b> of Ihsan Shurdom as a director	(2 pages)
19 Jul 2013	AR01	<b>Annual return</b> made up to 13 June 2013	(32 pages)
15 Jul 2013	TM01	<b>Termination of appointment</b> of Seeiso Seeiso as a director	(2 pages)
11 Jul 2013	CH04	<b>Secretary's details changed</b> for Comat Consulting Services Limited on 1 March 2013	(3 pages)
05 Mar 2013	TM01	<b>Termination of appointment</b> of Noel Zarb-Adami as a director	(2 pages)
11 Jan 2013	AP01	<b>Appointment</b> of H.E Peter Kallaghe as a director	(3 pages)
21 Dec 2012	AP01	<b>Appointment</b> of Dato Eng Ghan Choo as a director	(3 pages)
21 Dec 2012	AP01	<b>Appointment</b> of Gwinyai Dzinotyiweyi as a director	(3 pages)
20 Dec 2012	MEM/ARTS	<b>Memorandum and Articles of Association</b>	(26 pages)
20 Dec 2012	RESOLUTIONS	Resolutions <ul style="list-style-type: none"> <li>• RES01 - <b>Resolution of Memorandum and/or Articles of Association</b></li> </ul>	(1 page)
14 Dec 2012	AP01	<b>Appointment</b> of Mohd Hassan Bin Bal Bal as a director	(3 pages)
12 Dec 2012	TM01	<b>Termination of appointment</b> of Eng Choo as a director	(2 pages)
12 Dec 2012	TM01	<b>Termination of appointment</b> of Ian Downing as a director	(2 pages)
12 Dec	AP01	<b>Appointment</b> of Ms Shara Tumwine Alarongi as a director	(3 pages)

2012				
12 Dec 2012	AP01	<b>Appointment</b> of Lekoma Mothibatsela as a director		(3 pages)
12 Dec 2012	AP01	<b>Appointment</b> of Lennox Joseph Lewis as a director		(3 pages)
13 Aug 2012	AA	<b>Full accounts</b> made up to 31 March 2012		(14 pages)
27 Jul 2012	AR01	<b>Annual return</b> made up to 13 June 2012		(29 pages)
24 Jul 2012	AP01	<b>Appointment</b> of Dr Andrew John Taussig as a director		(2 pages)
11 Jul 2012	TM01	<b>Termination of appointment</b> of Ganeson Sivagurunathan as a director		(2 pages)
05 Apr 2012	RESOLUTIONS	Resolutions		(26 pages)
		<ul style="list-style-type: none"><li>• RES01 - <b>Resolution of Memorandum and/or Articles of Association</b></li></ul>		

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## COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

Company number **03067909**

Date	Type	Description	View / Download
07 Dec 2011	AA	<b>Full accounts</b> made up to 31 March 2011	(14 pages)
12 Jul 2011	AR01	<b>Annual return</b> made up to 13 June 2011	(29 pages)
01 Jul 2011	AP01	<b>Appointment</b> of Barry Jude Jean Faure as a director	(3 pages)
01 Jul 2011	AP01	<b>Appointment</b> of John Sinclair Mair as a director	(3 pages)
23 Jun 2011	TM01	<b>Termination of appointment</b> of Abdul Mohammed as a director	(1 page)
23 Jun 2011	TM01	<b>Termination of appointment</b> of Leo Moggie as a director	(2 pages)
23 Jun 2011	AP01	<b>Appointment</b> of His Excellency Datuk Zakaria Sulong as a director	(3 pages)
23 Jun 2011	AP01	<b>Appointment</b> of Dr Caleb Mailoni Fundanga as a director	(3 pages)
04 Aug 2010	AA	<b>Full accounts</b> made up to 31 March 2010	(14 pages)
20 Jul 2010	AR01	<b>Annual return</b> made up to 13 June 2010	(27 pages)
20 Jul 2010	CH04	<b>Secretary's details changed</b> for Comat Registrars Limited on 15 April 2010	(3 pages)
20 Jul 2010	TM01	<b>Termination of appointment</b> of John Mair as a director	(2 pages)
20 Jul 2010	TM01	<b>Termination of appointment</b> of Baledzi Gaolathe as a director	(2 pages)
29 Aug 2009	AA	<b>Full accounts</b> made up to 31 March 2009	(14 pages)
22 Jun 2009	363a	Annual return made up to 13/06/09	(12 pages)
19 Feb 2009	288a	Director appointed ganeson sivagurunathan	(2 pages)
19 Feb 2009	288b	Appointment terminated director anu azoh mbi	(1 page)
19 Feb 2009	288b	Appointment terminated director muhammad yaakob	(1 page)
01 Aug 2008	AA	<b>Full accounts</b> made up to 31 March 2008	(14 pages)
26 Jun 2008	363a	Annual return made up to 13/06/08	(13 pages)
25 Jun 2008	288b	Appointment terminated director abdul omar	(1 page)
23 Oct 2007	AA	<b>Full accounts</b> made up to 31 March 2007	(14 pages)
03 Jul 2007	363a	Annual return made up to 13/06/07	(13 pages)
27 Jun 2007	288a	New director appointed	(2 pages)
20 Jun 2007	288a	New director appointed	(2 pages)

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## COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

Company number **03067909**

Date	Type	Description	View / Download
20 Jun 2007	288b	Director resigned	(1 page)
15 Nov 2006	288a	New director appointed	(2 pages)
15 Nov 2006	288a	New director appointed	(2 pages)
17 Aug 2006	288a	New director appointed	(1 page)
08 Aug 2006	AA	<b>Full accounts</b> made up to 31 March 2006	(12 pages)
14 Jul 2006	363a	Annual return made up to 13/06/06	(11 pages)
03 Jul 2006	288b	Director resigned	(1 page)
03 Jul 2006	288b	Director resigned	(1 page)
23 Jun 2006	RESOLUTIONS	Resolutions <ul style="list-style-type: none"> <li>• RES01 - Resolution of Memorandum and/or Articles of Association</li> </ul>	(28 pages)
10 Feb 2006	288b	Director resigned	(1 page)
27 Jan 2006	288b	Director resigned	(1 page)
27 Jul 2005	288a	New director appointed	(2 pages)
05 Jul 2005	AA	<b>Full accounts</b> made up to 31 March 2005	(13 pages)
04 Jul 2005	363s	Annual return made up to 13/06/05	(12 pages)
30 Dec 2004	MEM/ARTS	<b>Memorandum and Articles of Association</b>	(24 pages)
30 Dec 2004	RESOLUTIONS	Resolutions <ul style="list-style-type: none"> <li>• RES01 - Resolution of Memorandum and/or Articles of Association</li> </ul>	(2 pages)
09 Dec 2004	288a	New director appointed	(2 pages)
09 Dec 2004	288b	Director resigned	(1 page)

23 Jul 2004	AA	<b>Full accounts</b> made up to 31 March 2004	(15 pages)
17 Jun 2004	363a	Annual return made up to 13/06/04	(13 pages)
07 Jun 2004	287	Registered office changed on 07/06/04 from: 14 queen annes gate london SW1H 9AA	(1 page)
03 Jun 2004	288a	New director appointed	(2 pages)
03 Jun 2004	288a	New director appointed	(2 pages)
03 Jun 2004	288a	New director appointed	(2 pages)
18 Jan 2004	288a	New director appointed	(2 pages)

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Company number **03067909**

Date	Type	Description	View / Download
18 Jan 2004	288a	New director appointed	(2 pages)
18 Jan 2004	288a	New director appointed	(2 pages)
16 Dec 2003	288b	Director resigned	(1 page)
16 Dec 2003	288b	Director resigned	(1 page)
15 Dec 2003	288b	Director resigned	(1 page)
15 Dec 2003	288b	Director resigned	(1 page)
15 Dec 2003	288b	Director resigned	(1 page)
15 Dec 2003	288b	Director resigned	(1 page)
15 Dec 2003	288a	New director appointed	(2 pages)
15 Dec 2003	288a	New director appointed	(2 pages)
21 Nov 2003	RESOLUTIONS	Resolutions <ul style="list-style-type: none"> <li>• RES01 - <b>Resolution of Memorandum and/or Articles of Association</b></li> </ul>	(24 pages)
17 Oct 2003	AA	<b>Full accounts</b> made up to 31 March 2003	(16 pages)
18 Jun 2003	RESOLUTIONS	Resolutions <ul style="list-style-type: none"> <li>• RES01 - <b>Resolution of Memorandum and/or Articles of Association</b></li> </ul>	(25 pages)
18 Jun 2003	363s	Annual return made up to 13/06/03	(12 pages)
18 Jun 2003	288b	Director resigned	(1 page)
18 Jun 2003	288b	Director resigned	(1 page)
18 Jun 2003	288b	Director resigned	(1 page)
14 Oct 2002	AA	<b>Full accounts</b> made up to 31 March 2002	(16 pages)
25 Jun 2002	363a	Annual return made up to 13/06/02	(13 pages)
25 Apr 2002	288a	New director appointed	(2 pages)
11 Mar 2002	MEM/ARTS	<b>Memorandum and Articles of Association</b>	(25 pages)
11 Mar 2002	RESOLUTIONS	Resolutions <ul style="list-style-type: none"> <li>• RES01 - <b>Resolution of Memorandum and/or Articles of Association</b></li> </ul>	(1 page)

04 Mar 2002	225	Accounting reference date shortened from 30/06/02 to 31/03/02	(1 page)
28 Feb 2002	AA	<b>Full accounts</b> made up to 30 June 2001	(16 pages)
08 Jan 2002	288b	Director resigned	(1 page)

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Company number **03067909**

Date	Type	Description	View / Download
08 Jan 2002	288b	Director resigned	(1 page)
08 Jan 2002	288b	Director resigned	(1 page)
08 Jan 2002	288a	New director appointed	(2 pages)
08 Jan 2002	288a	New director appointed	(2 pages)
08 Jan 2002	288a	New director appointed	(2 pages)
08 Jan 2002	288a	New director appointed	(2 pages)
08 Jan 2002	288a	New director appointed	(2 pages)
08 Jan 2002	288a	New director appointed	(2 pages)
12 Oct 2001	288a	New director appointed	(2 pages)
03 Jul 2001	363a	Annual return made up to 13/06/01	(11 pages)
03 Jul 2001	288b	Director resigned	(1 page)
03 Jul 2001	288b	Director resigned	(1 page)
16 Jun 2001	288a	New director appointed	(2 pages)
14 Jun 2001	288a	New director appointed	(2 pages)
14 Jun 2001	288a	New director appointed	(2 pages)
21 Apr 2001	395	Particulars of mortgage/charge	(3 pages)
08 Mar 2001	AA	<b>Full accounts</b> made up to 30 June 2000	(16 pages)
04 Sep 2000	288c	Director's particulars changed	(1 page)
04 Sep 2000	288b	Director resigned	(1 page)
04 Sep 2000	288b	Director resigned	(1 page)
28 Jul 2000	363s	Annual return made up to 13/06/00	(8 pages)
		<ul style="list-style-type: none"> <li>363(288) - Director's particulars changed</li> </ul>	
12 Jun 2000	288c	Secretary's particulars changed	(1 page)
31 May 2000	288b	Director resigned	(1 page)
15 May 2000	288b	Director resigned	(1 page)
11 May 2000	288b	Director resigned	(1 page)



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Company number **03067909**

Date	Type	Description	View / Download
18 Feb 2000	MEM/ARTS	<b>Memorandum and Articles of Association</b>	(24 pages)
09 Feb 2000	RESOLUTIONS	Resolutions <ul style="list-style-type: none"> <li>• SRES01 - <b>Special resolution of Memorandum of Association</b></li> </ul>	(1 page)
07 Feb 2000	288b	Director resigned	(1 page)
07 Feb 2000	288b	Director resigned	(1 page)
07 Feb 2000	288a	New director appointed	(2 pages)
07 Feb 2000	288a	New director appointed	(2 pages)
07 Feb 2000	288a	New director appointed	(2 pages)
05 Nov 1999	AA	<b>Full accounts</b> made up to 30 June 1999	(14 pages)
13 Jul 1999	363s	Annual return made up to 13/06/99 <ul style="list-style-type: none"> <li>• 363(288) - Director's particulars changed</li> </ul>	(11 pages)
05 May 1999	AA	<b>Full accounts</b> made up to 30 June 1998 This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
05 Jan 1999	MEM/ARTS	<b>Memorandum and Articles of Association</b>	(20 pages)
05 Jan 1999	RESOLUTIONS	Resolutions <ul style="list-style-type: none"> <li>• SRES01 - <b>Special resolution of alteration of Memorandum of Association</b></li> </ul>	(3 pages)
20 Oct 1998	288a	New director appointed	(2 pages)
23 Jul 1998	288a	New director appointed	(2 pages)
23 Jul 1998	288a	New director appointed	(2 pages)

1998			
09 Jul 1998	288a	New director appointed	(3 pages)
09 Jul 1998	288a	New director appointed	(2 pages)
09 Jul 1998	288a	New director appointed	(2 pages)
09 Jul 1998	288a	New director appointed	(2 pages)
01 Jul 1998	288b	Director resigned This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
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01 Jul 1998	288b	Director resigned This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
01 Jul 1998	363s	Annual return made up to 13/06/98 <ul style="list-style-type: none"><li>• 363(288) - Director's particulars changed;director resigned</li></ul> This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
04 Jun 1998	288b	Director resigned	(1 page)

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Company number **03067909**

Date	Type	Description	View / Download
04 Jun 1998	288b	Director resigned	(1 page)
03 Apr 1998	288b	Director resigned This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
03 Apr 1998	288b	Director resigned This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
28 Nov 1997	288a	New director appointed	(2 pages)
17 Oct 1997	288a	New director appointed	(2 pages)
15 Oct 1997	AA	<b>Full accounts</b> made up to 30 June 1997	(14 pages)
19 Aug 1997	288b	Director resigned	(1 page)
25 Jul 1997	363a	Annual return made up to 13/06/97	(13 pages)
25 Jul 1997	288b	Director resigned	(1 page)
25 Jul 1997	288b	Director resigned	(1 page)
25 Jul 1997	288a	New director appointed	(2 pages)
25 Jul 1997	288a	New director appointed	(2 pages)
25 Jul 1997	288a	New director appointed	(2 pages)
25 Jul 1997	288a	New director appointed	(2 pages)
25 Jul 1997	288a	New director appointed	(2 pages)
25 Jul 1997	288a	New director appointed	(2 pages)

18 Mar 1997	288a	New director appointed	(2 pages)
13 Nov 1996	288a	New director appointed	(2 pages)
13 Nov 1996	288b	Director resigned	(1 page)
24 Sep 1996	AA	<b>Full accounts</b> made up to 30 June 1996	(13 pages)
21 Aug 1996	288	New director appointed	(2 pages)
22 Jul 1996	288	Director resigned	(1 page)
14 Jul 1996	363x	Annual return made up to 13/06/96	(9 pages)
12 Jul 1996	288	New director appointed	(2 pages)
16 May 1996	395	Particulars of mortgage/charge	(3 pages)

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# COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

Company number **03067909**

Date	Type	Description	View / Download
15 May 1996	287	Registered office changed on 15/05/96 from: c/o touche ross hill house 1 little new street london EC4 3TR	(1 page)
06 Jul 1995	288	New director appointed	(2 pages)
30 Jun 1995	224	Accounting reference date notified as 30/06 This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
13 Jun 1995	NEWINC	<b>Incorporation</b>	(84 pages)

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**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**

**(A company limited by guarantee)**

**Report and Financial Statements**

**30 June 1996**

**Deloitte & Touche  
Hill House  
1 Little New Street  
London EC4A 3TR**



**REPORT AND FINANCIAL STATEMENTS 1996**

<b>CONTENTS</b>	<b>Page</b>
Officers and professional advisers	1
Directors' report	3
Statement of directors' responsibilities	4
Auditors' report	5
Income and expenditure account	6
Balance sheet	7
Notes to the accounts	8



**REPORT AND FINANCIAL STATEMENTS 1996****OFFICERS AND PROFESSIONAL ADVISERS****DIRECTORS**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia)                      Chairman  
Dr Moses Nee Buernor Ayiku (Ghana)  
Dr William Stanley Bardo  
Mr Rundheersing Bheenick (Mauritius)  
Dr George Christodoulides (Cyprus)  
    (alternate to Prof Michael George Pitman OBE)  
Datuk Amsdr Parameswaran Nagalingam (Malaysia)  
Prof Michael George Pitman OBE (Australia)  
Mr Frank Rampersad CMT (Trinidad)  
Prof Peter Serracino-Inglott (Malta)  
Mr Jonathan Hilai Moiese Solomon  
Dato' Francis Yeoh Sock Ping (Malaysia)  
Mr Roger Arthur Bambrough  
    (appointed 3 April 1996 - alternate to Dato' Francis Yeoh Sock Ping for 3 April meeting - resigned 4 April 1996)

**CHIEF EXECUTIVE**

Dr Mihaela Yvonne Smith KMN

**MANAGEMENT COMMITTEE**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia)  
Dr William Stanley Bardo  
Mr Rundheersing Bheenick (Mauritius)  
Mr Jonathan Hilai Moiese Solomon  
Dr George Christodoulides (Cyprus)  
Mrs Catherine M Cunningham  
Dr Ian Downing  
Dr Mihaela Yvonne Smith KMN

**PROGRAMME STEERING GROUP**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia)  
Prof Michael George Pitman OBE (Australia)  
Mr Frank Rampersad CMT (Trinidad)  
Prof Peter Serracino-Inglott (Malta)  
Dr Iftikar Ahmed  
Mr George Blower  
Mr John Diphaha (Botswana)  
Prof Heneri A M Dzinotiyewi (Zimbabwe)  
Mr Percy Jeffers (Barbados)  
Mr Clive Palmer (New Zealand)  
Ir Louis Paul (The Netherlands)  
Prof Noel Zarb-Adami (Malta)  
Mr Ian Strachan (South Africa)  
Mr Christopher Pastakia  
Dr Mihaela Yvonne Smith KMN



**REPORT AND FINANCIAL STATEMENTS 1996**

**OFFICERS AND PROFESSIONAL ADVISERS**

**SECRETARY**

Comat Registrars Limited  
9 Gray's Inn Square  
Gray's Inn  
London WC1R 5JQ

**REGISTERED OFFICE**

14 Queen Anne's Gate  
London SW1H 9AA

**BANKERS**

Midland Bank plc  
69 Pall Mall  
London SW1Y 5EY

**SOLICITORS**

Roiter Zucker  
Regent House  
5 Broadhurst Gardens  
Swiss Cottage  
London NW3 3QX

Speechly Bircham  
Bouverie House  
154 Fleet Street  
London EC4A 2HX

**AUDITORS**

Deloitte & Touche  
Chartered Accountants  
Hill House  
1 Little New Street  
London EC4A 3TR



## DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the period from incorporation on 13 June 1995 to 30 June 1996.

### ACTIVITIES

The Commonwealth Partnership for Technology Management Limited is set up to provide advisory services to Commonwealth countries, institutions and organisations, with particular reference to technology and environmental assessment and management, and the inter-relationship between these issues and economic policy; to promote a global approach to the harnessing of technology for development through public and private sector partnerships; to foster the creation of other international partnerships between the public and private sectors for the benefit of Commonwealth countries; to use co-operative networking and resourcing to enhance national capacities of Commonwealth countries to manage technology for growth and sustainable development. The company does not trade and the whole of any surplus at the year end is transferred to reserves to meet future running costs.

### REVIEW OF ACTIVITIES AND TRANSFERS TO RESERVES

The company was incorporated on 13 June 1995 and commenced its activities on 1 July 1995. The company made a surplus for the period from incorporation to 30 June 1996 of £63,175 after taxation which was transferred to reserves. In addition, £239,538 was transferred to reserves from the Commonwealth Consultative Group on Technology Management/Private Sector Partnership (see Note 8).

### FUTURE DEVELOPMENTS

The company will continue to provide advisory services as stated in the Company's objects and to develop further the concept and practice of public/private sector partnership through co-operative networking.

### DIRECTORS AND THEIR INTERESTS

The membership of the Board is set out on page 1.

All directors are also members of the company.

### AUDITORS

Touche Ross & Co. were appointed as auditors by the Board on 19 June 1995.

On 1 February 1996 our auditors changed the name under which they practise to Deloitte & Touche and accordingly, have signed their report in their new name. A resolution for the reappointment of Deloitte & Touche as auditors of the company will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors  
and signed on behalf of the Board

Tan Sri Datuk Dr Omar bin Abdul Rahman

Chairman

1/8/1996



## **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently
- make judgements and estimates that are reasonable and prudent
- state whether applicable accounting standards have been followed
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.



## Chartered Accountants

Deloitte & Touche  
Hill House  
1 Little New Street  
London EC4A 3TR

Telephone: National 0171 936 3000  
International + 44 171 936 3000  
Telex: 884739 TRLNDN G  
Fax (Gp. 3): 0171 583 8517  
LDE: DX 599

## AUDITORS' REPORT TO THE MEMBERS OF

### COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

We have audited the financial statements on pages 6 to 11 which have been prepared under the accounting policies set out on page 8.

#### Respective responsibilities of directors and auditors

As described on page 3 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

#### Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

#### Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 30 June 1996 and of its surplus for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants and Registered Auditors

6 August 1996

**INCOME AND EXPENDITURE ACCOUNT**

Period from incorporation on 13 June 1995 to 30 June 1996

	Note	1996 £
<b>INCOME: continuing operations</b>		
Contributions		480,854
Interest received		17,745
Other income		280
		<hr/>
		498,879
		<hr/>
<b>EXPENDITURE</b>		
Establishment costs		244,213
CPTM advisory and support services		187,301
		<hr/>
		431,514
		<hr/>
<b>OPERATING SURPLUS BEFORE</b>		
TAXATION - continuing operations	2	67,365
<b>TAXATION</b>		
	4	4,190
		<hr/>
<b>SURPLUS FOR THE PERIOD</b>		
TRANSFERRED TO RESERVES	8	63,175
		<hr/> <hr/>

There are no recognised gains or losses for the financial period other than as stated in the income and expenditure account.

All activities are continuing operations.



**BALANCE SHEET**  
**30 June 1996**

	Note	£	1996 £
<b>FIXED ASSETS</b>			
Tangible assets	5		12,134
<b>CURRENT ASSETS</b>			
Debtors	6	16,481	
Cash at bank and in hand		377,405	
		<u>393,886</u>	
<b>CREDITORS: amounts falling due within one year</b>	7	<u>(103,307)</u>	
<b>NET CURRENT ASSETS</b>			<u>290,579</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<u><u>302,713</u></u>
<b>RESERVES</b>	8		<u><u>302,713</u></u>

These financial statements were approved by the Board of Directors on *1 August* 1996.

Signed on behalf of the Board of Directors

Tan Sri Datuk Dr Omar bin Abdul Rahman  
Chairman

*1/8/96*

**DETAILED INCOME AND EXPENDITURE ACCOUNT**  
Period from incorporation on 13 June 1995 to 30 June 1996**1. ACCOUNTING POLICIES**

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

**Accounting convention**

The financial statements are prepared under the historical cost convention.

**Income**

Contributions and fee based income are taken to the income and expenditure account when received unless designated for a specific period when they are spread over the period to which they relate.

**Depreciation**

Depreciation of fixed assets is calculated to write off their cost over their estimated useful lives which are considered to be:

Furniture and office equipment - 5 years.

**Foreign currency**

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Exchange profits and losses arising during the period are dealt with through the income and expenditure account.

**Operating leases**

Rentals on operating leases are charged to the income and expenditure account in equal annual amounts over the lease term.

**2. SURPLUS BEFORE TAXATION**

The surplus before taxation is stated after charging:

	1996 £
Depreciation:	
- owned assets	3,033
Rentals under operating leases	
- other operating leases	742
Auditors' remuneration	
- audit fees	2,938
- other services	16,194
	<hr/> <hr/>





**DETAILED INCOME AND EXPENDITURE ACCOUNT**  
**Period from incorporation on 13 June 1995 to 30 June 1996**

**3. EMPLOYEES AND DIRECTORS**

	1996 No.
The average number employed by the company was:	6
The costs incurred in respect of those employees were:	1996 £
Wages and salaries	142,588
Social security costs	13,076
	155,664

No director received any emoluments in the period from 13 June 1995 to 30 June 1996.

**4. TAXATION**

	1996 £
United Kingdom corporation tax at 24.75% based on interest received in the period	4,190

The tax charge is disproportionately low because income from other sources is not subject to UK corporation tax for this period.

**5. TANGIBLE FIXED ASSETS**

	Office furniture and equipment £
<b>Cost</b>	
Additions in period	15,167
At 30 June 1996	15,167
<b>Depreciation</b>	
Charge for the period	3,033
At 30 June 1996	3,033
<b>Net book value</b>	
At 30 June 1996	12,134



**DETAILED INCOME AND EXPENDITURE ACCOUNT**  
Period from incorporation on 13 June 1995 to 30 June 1996

6. DEBTORS

	1996 £
Other debtors	8,453
Prepayments and accrued income	8,028
	<u>16,481</u>

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	1996 £
Taxation and social security	7,537
Accruals	42,412
Deferred income	53,358
	<u>103,307</u>

8. RESERVES

	General reserve £
Transfer from income and expenditure account	63,175
Transfer from Commonwealth Consultative Group on Technology Management/Private Sector Partnership (CCGTM/PSP)	239,538
At 30 June 1996	<u>302,713</u>

CCGTM/PSP was an international initiative attracting investment and support from both governments and companies. The accumulated surplus of CCGTM/PSP was transferred to CPTM Limited following cessation of its activities on 30 June 1995.

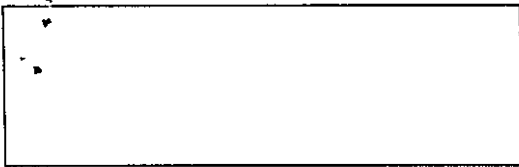
9. LIABILITY

The liability of the members on winding up is limited to such amounts as may be required, not exceeding £1. There were 240 members at 30 June 1996.

**DETAILED INCOME AND EXPENDITURE ACCOUNT**  
Period from incorporation on 13 June 1995 to 30 June 1996**10. OPERATING LEASE COMMITMENTS**

At 30 June 1996 the company was committed to making the following payments during the next year in respect of operating leases:

	Land and buildings £	Other £
Leases which expire:		
Within one year	-	742
Within two to five years	29,375	-
	<u>29,375</u>	<u>742</u>
	<u>29,375</u>	<u>742</u>



BOS  
£15  
110381

# 363a

Please complete in typescript,  
or in bold black capitals.

## Annual Return

Company Number

Company Name in full



Date of this return (See note 1)

The information in this return is made up to

Day	Month	Year
13	06	97

Date of next return (See note 2)

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Day	Month	Year

Registered Office (See note 3)  
Show here the address at the date of this return.

Any change of registered office must be notified on form 287.

Post town

County / Region

Postcode

### Principal business activities

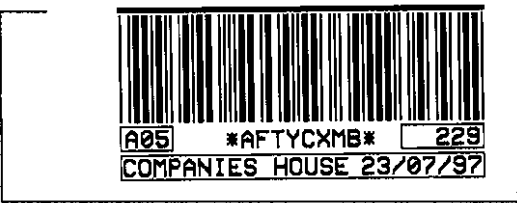
(See note 4)

Show trade classification code number(s) for the principal activity or activities.

<input type="text" value="9 3 0 5"/>	<input type="text"/>
--------------------------------------	----------------------

<input type="text"/>	<input type="text"/>
----------------------	----------------------

If the code number cannot be determined, give a brief description of principal activity.



When you have completed and signed the form please send it to the Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff** for companies registered in England and Wales  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh** for companies registered in Scotland

### Register of members (See note 5)

If the register of members is not kept at the registered office, state here where it is kept.

Post town  
County / Region

Post town	
County / Region	Postcode

### Register of Debenture holders

(See note 6)  
If there is a register of debenture holders and it is not kept at the registered office, state here where it is kept.

Post town  
County / Region

Post town	
County / Region	Postcode

### Company type (See note 7)

- Public limited company
- Private company limited by shares
- Private company limited by guarantee without share capital
- Private company limited by shares exempt under section 30
- Private company limited by guarantee exempt under section 30
- Private unlimited company with share capital
- Private unlimited company without share capital

Please mark the appropriate box

### Company Secretary (See note 8)

(Please photocopy this area to provide details of joint secretaries).

Name \* Style / Title

Forename(s)

Surname

\* Voluntary details.

Previous forename(s)

Previous surname(s)

Address

**Usual residential address** must be given. In the case of a corporation, give the registered or principal office address.

Post town

County / Region

Country

#### Details of a new company secretary must be notified on form 288a

\*Honours etc

Name * Style / Title	*Honours etc
Forename(s)	
Surname Comat Registrars Limited	
Previous forename(s)	
Previous surname(s)	
Address 9 Gray's Inn Square	
Gray's Inn	
Post town London	
County / Region	Postcode WC1R 5JQ
Country England	

**Directors** (See note 8)

Please list directors in alphabetical order.

**Details of new directors must be notified on form 288a**

<b>Name</b>	* Style / Title	Dr			
			Day	Month	Year
	* Honours etc		Date of birth	01	04 34
	Forename(s)	Moses Nee Buernor			
	Surname	Ayiku			
	Previous forename(s)				
	Previous surname(s)				
<b>Address</b>	3 Ghanair Avenue Extension				
	Airport Residential Area				
<b>Usual residential address</b> must be given. In the case of a corporation, give the registered or principal office address.	Post town	Accra			
	County / Region		Postcode		
	Country	Ghana	Nationality	Ghanian	
	<b>Business occupation</b>	Co-Ordinator			
	<b>Other directorships</b>	None			
* Voluntary details					

<b>Name</b>	* Style / Title	Mr			
			Day	Month	Year
	* Honours etc		Date of birth	29	09 36
	Forename(s)	Roger Arthur			
	Surname	Bambrough			
	Previous forename(s)				
	Previous surname(s)				
<b>Address</b>	A-19-3 Menara Bangsar, Jalan Maarof				
	Bangsar				
<b>Usual residential address</b> must be given. In the case of a corporation, give the registered or principal office address.	Post town	Kuala Lumpur 59100			
	County / Region	Malaysia	Postcode		
	Country		Nationality	British	
	<b>Business occupation</b>	Director of Corporate Affairs			
	<b>Other directorships</b>	YTL Corporation Berhad			

**Directors** (continued)

Details of new directors must be notified on form 288a

Name	* Style / Title	Dr			
	* Honours etc				
		Date of birth	Day 31	Month 07	Year 41
Forename(s)		William Stanley			
Surname		Bardo			
Previous forename(s)					
Previous surname(s)					
Address		Cherry Tree Farm			
		Missenden Road			
Post town		Great Kingshill, High Wycombe, Bucks			
County / Region		Postcode	HP15 6ED		
Country		Nationality	British		
Business occupation		Technical Director			
Other directorships		GEC Marconi Ltd			
* Voluntary details		GEC Marconi Materials Technology Limited			

**Usual residential address** must be given. In the case of a corporation, give the registered or principal office address.

Name	* Style / Title	Dr			
	* Honours etc				
		Date of birth	Day 16	Month 11	Year 27
Forename(s)		George			
Surname		Christodoulides			
Previous forename(s)					
Previous surname(s)					
Address		6 Saint Demetrios			
		Acropolis			
Post town		2012 Nicosia			
County / Region		Postcode			
Country		Nationality	Cypriot		
Business occupation		Chairman, Cyprus Standards Org			
Other directorships		None			

**Usual residential address** must be given. In the case of a corporation, give the registered or principal office address.

<b>Name</b>	<b>* Style / Title</b>	Mr		
		<b>Day</b>	<b>Month</b>	<b>Year</b>
<b>* Honours etc</b>		Date of birth	20	09 50
<b>Forename(s)</b>	Ian Christopher			
<b>Surname</b>	Downing			
<b>Previous forename(s)</b>				
<b>Previous surname(s)</b>				
<b>Address</b>	18 Fortior Court			
	100 Hornsey Lane			
<b>Post town</b>	London			
<b>County / Region</b>		<b>Postcode</b>	N6 5LS	
<b>Country</b>		<b>Nationality</b>	British	
<b>Business occupation</b>	Civil Servant			
<b>Other directorships</b>	None			
<b>* Voluntary details</b>				

**Usual residential address** must be given. In the case of a corporation, give the registered or principal office address.

<b>Name</b>	<b>* Style / Title</b>	Dr		
		<b>Day</b>	<b>Month</b>	<b>Year</b>
<b>* Honours etc</b>		Date of birth	19	05 43
<b>Forename(s)</b>	Tidu Yoginder Nath			
<b>Surname</b>	Maini			
<b>Previous forename(s)</b>				
<b>Previous surname(s)</b>				
<b>Address</b>	30 Clare Lawn Avenue			
	East Sheen			
<b>Post town</b>	London			
<b>County / Region</b>		<b>Postcode</b>	SW14 8BG	
<b>Country</b>		<b>Nationality</b>	British	
<b>Business occupation</b>	Deputy Chairman			
<b>Other directorships</b>	See attached list			

**Usual residential address** must be given. In the case of a corporation, give the registered or principal office address.



**Company Number** 3067909

**Company Name** COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

**Company Secretary** (See notes 1-5)

**Details of a new company secretary must be notified on form 288a.**

(Please photocopy this area to provide details of joint secretaries.)

**Name** \* Style / Title

\* Honours etc

Forename(s)

\* Voluntary details

Surname

Previous forename(s)

Previous surname(s)

**Address**

**Usual residential address** must be given. In the case of a corporation, give the registered or principal office address.

Post town

County / Region Postcode

Country

**Directors** (see notes 1-5)

Please list directors in alphabetical order

**Details of new directors must be notified on form 288a.**

**Name** \* Style / Title Ambsdr

\* Honours etc

Date of birth Day Month Year  
20 10 48

Forename(s) Parameswaran

Surname Nagalingam

Previous forename(s)

Previous surname(s)

**Address** 63 Lengkok Aminuddin Baki

**Usual residential address** must be given. In the case of a corporation, give the registered or principal office address.

Taman Tun Dr Ismail

Post town 60000 Kuala Lumpur

County / Region Postcode

Country Malaysia

**Nationality** Malaysian

**Business occupation** Under Secretary, Ministry of Foreign Affairs

**Other directorships** None

**Directors** (See notes 1-5)

Please list directors in alphabetical order

**Details of new directors must be notified on form 288a.**

<b>Name</b> * Style / Title			
* Honours etc			
	<b>Date of birth</b>	<b>Day</b>	<b>Month</b>
		15	06
<b>Forename(s)</b>	Md Hussin		
<b>Surname</b>	Nayan		
<b>Previous forename(s)</b>			
<b>Previous surname</b>			
<b>Address</b>	No 22 Tamara, The Astaria		
<b>Usual residential address</b> must be given. In the case of a corporation, give the registered or principal office address.	Jalan Taman Kosas		
<b>Post town</b>	Ampang		
<b>County / Region</b>	Selangor	<b>Postcode</b>	68000
<b>Country</b>	Malaysia		
<b>Nationality</b>	Malaysian		
<b>Business occupation</b>	Undersecretary		
<b>Other directorships</b>	None		

**Directors** (See notes 1-5)

Please list directors in alphabetical order

**Details of new directors must be notified on form 288a.**

<b>Name</b> * Style / Title	Prof		
* Honours etc			
	<b>Date of birth</b>	<b>Day</b>	<b>Month</b>
		22	09
<b>Forename(s)</b>	Bishnodat		
<b>Surname</b>	Persaud		
<b>Previous forename(s)</b>			
<b>Previous surname(s)</b>			
<b>Address</b>	14 Limes Avenue		
<b>Usual residential address</b> must be given. In the case of a corporation, give the registered or principal office address.	Mill Hill		
<b>Post town</b>	London		
<b>County / Region</b>		<b>Postcode</b>	NW7 3PA
<b>Country</b>			
<b>Nationality</b>	Barbados		
<b>Business occupation</b>	Consultant		
<b>Other directorships</b>	Jamaica Conservation & Development Trust		

continuation sheet

**Directors** (See notes 1-5)

Please list directors in alphabetical order

**Details of new directors must be notified on form 288a.**

Name * Style / Title	Prof		
* Honours etc	OBE	Date of birth	Day Month Year 07 02 33
Forename(s)	Michael George		
Surname	Pitman		
Previous forename(s)			
Previous surname			
Address	50 Booroondara Street		
<b>Usual residential address</b> must be given. In the case of a corporation, give the registered or principal office address.			
Post town	Reid		
County / Region		Postcode	ACT 2601
Country	Australia		
Nationality	Australian		
Business occupation	Chief Scientist		
Other directorships	None		

**Directors** (See notes 1-5)

Please list directors in alphabetical order

**Details of new directors must be notified on form 288a.**

Name * Style / Title	Tan Sri Datuk Dr		
* Honours etc		Date of birth	Day Month Year 09 11 32
Forename(s)	Omar Abdul		
Surname	Rahman		
Previous forename(s)			
Previous surname(s)			
Address	No 34 Jalan Tualang		
<b>Usual residential address</b> must be given. In the case of a corporation, give the registered or principal office address.	Bukit Bandaraya, Bangsar		
Post town	59100 Kuala Lumpur, Wilayah Persekutuan		
County / Region		Postcode	
Country	MALAYSIA		
Nationality	Malaysian		
Business occupation	Science Adviser		
Other directorships	None		

continuation sheet

**Directors** (See notes 1-5)

Please list directors in alphabetical order

**Details of new directors must be notified on form 288a.**

<b>Name</b> * Style / Title	Mr				
* Honours etc	CMT (Gold)	Date of birth	Day 17	Month 08	Year 30
Forename(s)	Frank				
Surname	Rampersad				
Previous forename(s)					
Previous surname					
<b>Address</b>	2 St Vincent Avenue				
<b>Usual residential address</b> must be given. In the case of a corporation, give the registered or principal office address.	Federation Park				
Post town	Port of Spain				
County / Region		Postcode			
Country	Trinidad				
Nationality	Trinidadian				
Business occupation	Co-ordinator				
Other directorships	None				

**Directors** (See notes 1-5)

Please list directors in alphabetical order

**Details of new directors must be notified on form 288a.**

<b>Name</b> * Style / Title	Mr				
* Honours etc		Date of birth	Day 19	Month 02	Year 40
Forename(s)	Ramanan Rickie				
Surname	Sankar				
Previous forename(s)					
Previous surname(s)					
<b>Address</b>					
<b>Usual residential address</b> must be given. In the case of a corporation, give the registered or principal office address.	11 Alpine Copse				
Post town	Bickley				
County / Region	Kent	Postcode	BR1 2AW		
Country					
Nationality	Guyanan				
Business occupation	Head - Finance				
Other directorships	None				

continuation sheet

**Directors** (See notes 1-5)

Please list directors in alphabetical order

Details of new directors must be notified on form 288a.

<b>Name</b> * Style / Title	Prof		
* Honours etc		<b>Date of birth</b>	Day Month Year 26 04 36
<b>Forename(s)</b>	Peter		
<b>Surname</b>	Serracino-Inglott		
<b>Previous forename(s)</b>			
<b>Previous surname</b>			
<b>Address</b>	University of Malta		
<b>Usual residential address</b> must be given. In the case of a corporation, give the registered or principal office address.			
<b>Post town</b>	Msida		
<b>County / Region</b>		<b>Postcode</b>	
<b>Country</b>	Malta		
<b>Nationality</b>	Maltese		
<b>Business occupation</b>	Rector		
<b>Other directorships</b>	None		

**Directors** (See notes 1-5)

Please list directors in alphabetical order

Details of new directors must be notified on form 288a.

<b>Name</b> * Style / Title	Mr		
* Honours etc		<b>Date of birth</b>	Day Month Year 03 03 39
<b>Forename(s)</b>	Jonathan Hilali Moiese		
<b>Surname</b>	Solomon		
<b>Previous forename(s)</b>			
<b>Previous surname(s)</b>			
<b>Address</b>	12 Kidderpore Gardens		
<b>Usual residential address</b> must be given. In the case of a corporation, give the registered or principal office address.			
<b>Post town</b>	London		
<b>County / Region</b>		<b>Postcode</b>	NW3 7SR
<b>Country</b>	England		
<b>Nationality</b>	British		
<b>Business occupation</b>	Director		
<b>Other directorships</b>	Cable & Wireless plc		

continuation sheet

**Directors** (See notes 1-5)

Please list directors in alphabetical order

**Details of new directors must be notified on form 288a.**

<b>Name</b> * Style / Title			
* Honours etc	Yg. Bhg. Dato	<b>Date of birth</b>	Day Month Year 23 08 54
<b>Forename(s)</b>	Francis Sock Ping		
<b>Surname</b>	Yeoh		
<b>Previous forename(s)</b>			
<b>Previous surname</b>			
<b>Address</b>	No. 3 Lorong 16/7B		
<b>Usual residential address</b> must be given. In the case of a corporation, give the registered or principal office address.			
<b>Post town</b>	Petaling Jaya		
<b>County / Region</b>	Selangor	<b>Postcode</b>	46350
<b>Country</b>	Malaysia		
<b>Nationality</b>	Malaysian		
<b>Business occupation</b>	Managing Director		
<b>Other directorships</b>	None		

**Directors** (See notes 1-5)

Please list directors in alphabetical order

**Details of new directors must be notified on form 288a.**

<b>Name</b> * Style / Title	Prof		
* Honours etc		<b>Date of birth</b>	Day Month Year 08 12 47
<b>Forename(s)</b>	Noel		
<b>Surname</b>	Zarb-Adami		
<b>Previous forename(s)</b>			
<b>Previous surname(s)</b>			
<b>Address</b>	"Sorriso"		
<b>Usual residential address</b> must be given. In the case of a corporation, give the registered or principal office address.	Gibba Street		
<b>Post town</b>	Attard		
<b>County / Region</b>		<b>Postcode</b>	BZN 12
<b>Country</b>	Malta		
<b>Nationality</b>	Maltese		
<b>Business occupation</b>	Professor		
<b>Other directorships</b>	None		

continuation sheet

**Other Directorships**

Continuation sheet number: 7

**Company**

**Company Number**

COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

3067909

**Director / Directorships**

**Date Resigned**

**Maini, Tidu Yoginder Nath**

EASAMS Limited

GEC-Marconi (Thailand) Limited

GEC-Marconi Naval Systems Overseas Limited

GEC-Marconi S3I Limited

Marconi Command and Control International Limited

**Issued share capital** (See note 9)

Enter details of all the shares in issue at the date of this return.

Class <i>e.g. Ordinary/ Preference</i>	Number of shares issued	Aggregate Nominal Value <i>(i.e. Number of shares issued multiplied by nominal value per share)</i>
Totals		

This is a Company limited by guarantee with no share capital

**List of past and present members**

*(Use attached schedule where appropriate)*

A full list is required if one was not included with either of the last two returns.

*(See note 10)*

There were no changes in the period

	on paper	in another format
A list of changes is enclosed	<input type="checkbox"/>	<input type="checkbox"/>
A full list of members is enclosed	<input checked="" type="checkbox"/>	<input type="checkbox"/>

**Elective resolutions**

*(Private companies only)*

*(See note 11)*

If at the date of this return an election is in force to dispense with annual general meetings, mark this box

If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box

**Certificate**

I certify that the information given in this return is true to the best of my knowledge and belief

Signed

*[Handwritten Signature]*  
 † *director/ secretary*  
*JORDANS LIMITED*

Date

*10 July 1997*

† Please delete as appropriate

When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to Companies House.

This return includes  continuation sheets  
*(enter number)*

Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should contact if there is any query.

Deloitte & Touche	
Hill House, 1 Little New Street	
London, England, , EC4A 3TR	Tel
DX number	DX exchange



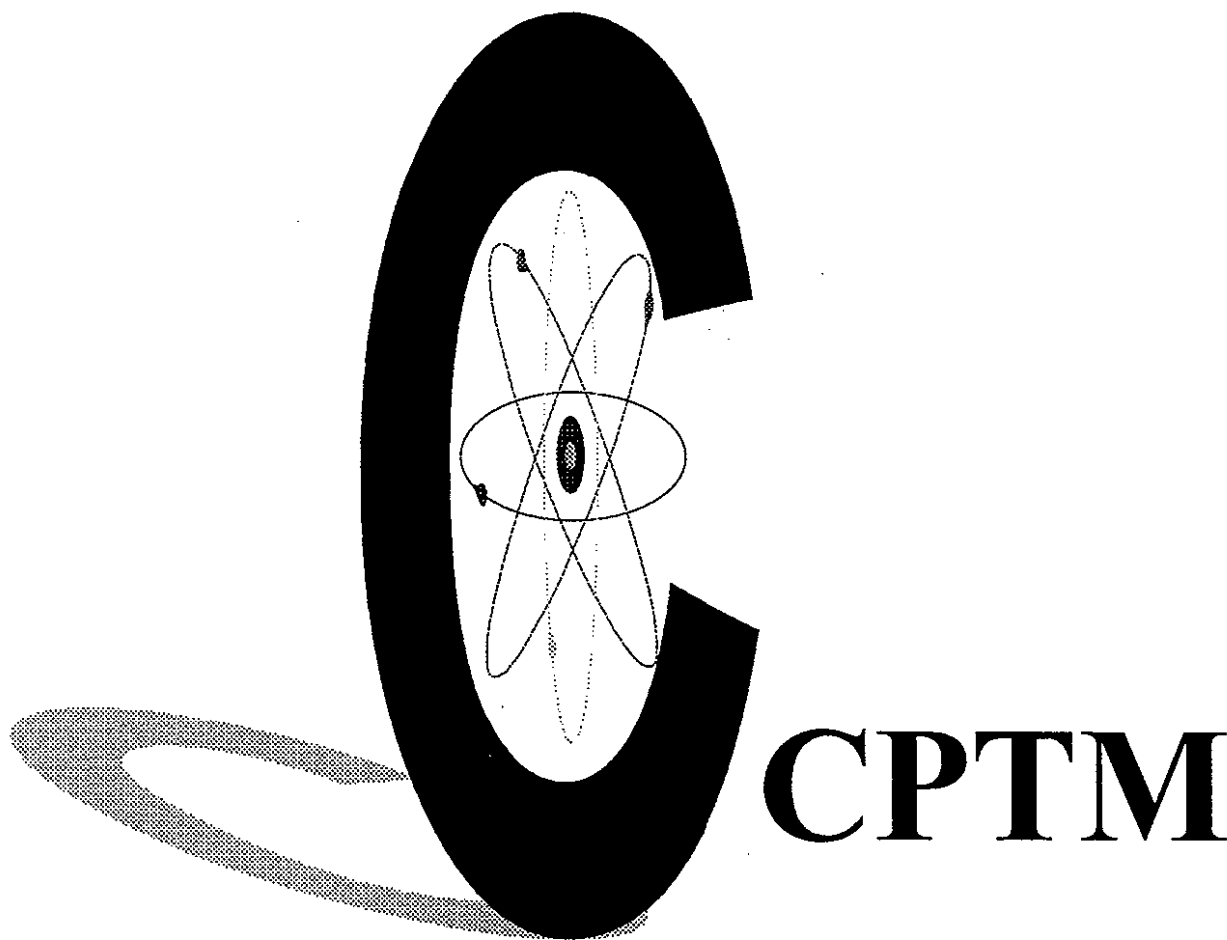
Company Registration No. 3067909

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**

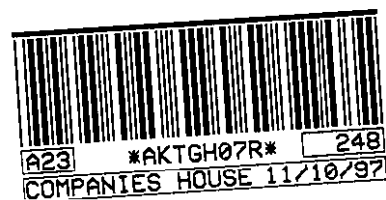
(A company limited by guarantee)

**Report and Financial Statements**

30 June 1997



**Commonwealth Partnership for Technology Management Ltd.**



**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**REPORT AND FINANCIAL STATEMENTS 1997**

<b>CONTENTS</b>	<b>Page</b>
<b>Officers and professional advisers</b>	<b>1</b>
<b>Directors' report</b>	<b>4</b>
<b>Statement of directors' responsibilities</b>	<b>5</b>
<b>Auditors' report</b>	<b>6</b>
<b>Income and expenditure account</b>	<b>7</b>
<b>Balance sheet</b>	<b>8</b>
<b>Notes to the accounts</b>	<b>9</b>

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**REPORT AND FINANCIAL STATEMENTS 1997**

**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia)      Chairman  
Dr Moses Nee Buernor Ayiku (Ghana)  
Mr Ian Christopher Downing  
Dr Tidu Yoginder Nath Maini  
Mr Md. Hussin Nayan (Malaysia)  
Prof Michael George Pitman, OBE (Australia)  
Mr Frank Rampersad (Trinidad)  
Prof Peter Serracino-Inglott (Malta)  
Mr Jonathan Hilali Moiese Solomon  
Tan Sri Dato' Francis Yeoh Sock Ping (Malaysia)

Mr Roger Arthur Bambrough  
(appointed alternate to Tan Sri Dato' Francis Yeoh Sock Ping on 1 August 1996)  
Dr William Stanley Bardo  
(appointed alternate to Dr Tidu Yoginder Nath Maini on 8 April 1997)  
Dr George Christodoulides (Cyprus)  
(appointed alternate to Prof Michael George Pitman on 1 August 1996)  
Prof Bishnodat Persaud (Barbados)  
(appointed alternate to Mr Frank Rampersad on 9 June 1997)  
Mr Ramanan Rickie Sankar (Guyana)  
(appointed alternate to Dr Moses Nee Buernor Ayiku on 9 June 1997)  
Prof Noel Zarb-Adami (Malta)  
(appointed alternate to Prof. Peter Serracino-Inglott on 12 November 1996)

**CHIEF EXECUTIVE**

Dr Mihaela Yvonne Smith, KMN

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**REPORT AND FINANCIAL STATEMENTS 1997**

**OFFICERS AND PROFESSIONAL ADVISERS**

**MANAGEMENT COMMITTEE**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia)  
Dr William Stanley Bardo  
Mr John Boughton  
Dr George Christodoulides (Cyprus)  
Mrs Catherine M Cunningham  
Mr Ian Christopher Downing  
Mr Jonathan Hilali Moiese Solomon  
Dr Mihaela Yvonne Smith KMN

**PROGRAMME STEERING GROUP**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia)	-	Chairman, <i>ex officio</i>
Dr Iftikhar Ahmed		
Mr Roger Arthur Bambrough		
Mr Rundheersing Bheenick (Mauritius)		
Dr George Christodoulides (Cyprus)		
Mrs Catherine M Cunningham		
Dr Leake Shilimwati Hangala (Namibia)		
Mr John Percival Jeffers (Barbados)		
Mrs Eunice Kazembe (Malawi)		
Mrs Dorcas A Kgosietsile (Botswana)		
Mr Christopher Pastakia		
Ir Louis Paul (USA)		
Prof Michael George Pitman, OBE (Australia)		
Dr Mihaela Yvonne Smith, KMN	-	Chief Executive, <i>ex officio</i>
Mr Ian Strachan (South Africa)		
Prof Noel Zarb-Adami (Malta)		

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**REPORT AND FINANCIAL STATEMENTS 1997**

**OFFICERS AND PROFESSIONAL ADVISERS**

**SECRETARY**

Comat Registrars Limited  
9 Gray's Inn Square  
Gray's Inn  
London WC1R 5JQ

**REGISTERED OFFICE**

14 Queen Anne's Gate  
London SW1H 9AA

**BANKERS**

Midland Bank plc  
69 Pall Mall  
London SW1Y 5EY

**SOLICITORS**

Roiter Zucker  
Regent House  
5 Broadhurst Gardens  
Swiss Cottage  
London NW3 3QX

Speechly Bircham  
Bouverie House  
154 Fleet Street  
London EC4A 2HX

**AUDITORS**

Deloitte & Touche  
Chartered Accountants  
Hill House  
1 Little New Street  
London EC4A 3TR

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for the year ended 30 June 1997.

**ACTIVITIES**

The Commonwealth Partnership for Technology Management Limited is set up to provide advisory services to Commonwealth countries, institutions and organisations, with particular reference to technology and environmental assessment and management, and the inter-relationship between these issues and economic policy; to promote a global approach to the harnessing of technology for development through public and private sector partnerships; to foster the creation of other international partnerships between the public and private sectors for the benefit of Commonwealth countries; to use co-operative networking and resourcing to enhance national capacities of Commonwealth countries to manage technology for growth and sustainable development. The company does not trade and the whole of any surplus at the year end is transferred to reserves to meet future running costs.

**REVIEW OF ACTIVITIES AND TRANSFERS TO RESERVES**

The company was incorporated on 13 June 1995 and commenced its activities on 1 July 1995. The company made a surplus after taxation for the year to 30 June 1997 of £29,008 which was transferred to reserves (13 June 1995 to 30 June 1996 - £63,175).

**FUTURE DEVELOPMENTS**

The company will continue to provide advisory services as stated in the Company's objects and to develop further the concept and practice of public/private sector partnership through co-operative networking.

**DIRECTORS AND THEIR INTERESTS**

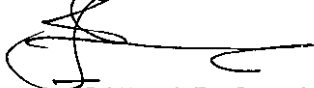
The membership of the Board is set out on page 1.

All directors are also members of the company.

**AUDITORS**

A resolution for the reappointment of Deloitte & Touche as auditors of the company will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors  
and signed on behalf of the Board



Tan Sri Datuk Dr Omar bin Abdul Rahman

Chairman

19/8/1997

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently
- make judgements and estimates that are reasonable and prudent
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.



## Chartered Accountants

Deloitte & Touche  
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1 Little New Street  
London EC4A 3TR

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## AUDITORS' REPORT TO THE MEMBERS OF COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

We have audited the financial statements on pages 7 to 12 which have been prepared under the accounting policies set out on page 9.

### Respective responsibilities of directors and auditors

As described on page 5 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

### Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 30 June 1997 and of its surplus for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche

Chartered Accountants and Registered Auditors

12/8/1997



**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**INCOME AND EXPENDITURE ACCOUNT**  
Year ended 30 June 1997

	Note	Year ended 30 June 1997 £	13 June 1995 to 30 June 1996 £
<b>INCOME: continuing operations</b>			
Contributions		440,831	480,854
Interest received		17,431	17,745
Other income		16,400	280
		<u>474,662</u>	<u>498,879</u>
<b>EXPENDITURE</b>		<u>(441,399)</u>	<u>(431,514)</u>
<b>OPERATING SURPLUS BEFORE TAXATION - continuing operations</b>	2	33,263	67,365
<b>TAXATION</b>	4	<u>(4,255)</u>	<u>(4,190)</u>
<b>SURPLUS FOR THE PERIOD TRANSFERRED TO RESERVES</b>	8	<u>29,008</u>	<u>63,175</u>

There are no recognised gains or losses for the financial period other than as stated in the income and expenditure account.

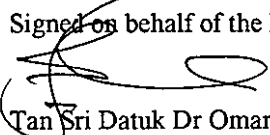
**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
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**BALANCE SHEET**  
**30 June 1997**

	Note	£	1997 £	£	1996 £
<b>FIXED ASSETS</b>					
Tangible assets	5		19,231		12,134
<b>CURRENT ASSETS</b>					
Debtors	6	72,661		16,481	
Cash at bank and in hand		326,393		377,405	
			<u>399,054</u>		<u>393,886</u>
<b>CREDITORS: amounts falling due within one year</b>	7	<u>(86,564)</u>		<u>(103,307)</u>	
<b>NET CURRENT ASSETS</b>			<u>312,490</u>		<u>290,579</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<u>331,721</u>		<u>302,713</u>
<b>RESERVES</b>	8		<u>331,721</u>		<u>302,713</u>

These financial statements were approved by the Board of Directors on 19/8/ 1997.

Signed on behalf of the Board of Directors

  
Tan Sri Datuk Dr Omar bin Abdul Rahman

Chairman

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
For the year ended 30 June 1997

**1. ACCOUNTING POLICIES**

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

**Accounting convention**

The financial statements are prepared under the historical cost convention.

**Income**

Contributions and fee based income are taken to the income and expenditure account when received unless designated for a specific period when they are spread over the period to which they relate.

**Depreciation**

Depreciation of fixed assets is calculated to write off their cost over their estimated useful lives which are considered to be:

Furniture and office equipment - 5 years.

**Foreign currency**

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Exchange profits and losses arising during the year are dealt with through the income and expenditure account.

**Operating leases**

Rentals on operating leases are charged to the income and expenditure account in equal annual amounts over the lease term.

**2. OPERATING SURPLUS BEFORE TAXATION**

The operating surplus before taxation is stated after charging:

	Year ended 30 June 1997 £	13 June 1995 to 30 June 1996 £
Depreciation:		
- owned assets	4,662	3,033
Rentals under operating leases		
- land and buildings	28,063	5,502
- other operating leases	1,379	742
Auditors' remuneration		
- audit fees	4,700	2,938
- other services	6,178	16,194

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
For the year ended 30 June 1997

**3. EMPLOYEES AND DIRECTORS**

	Year ended 30 June 1997 No.	13 June 1995 to 30 June 1996 No.
The average number employed by the company in the year was:	<u>6</u>	<u>6</u>
The costs incurred in respect of those employees were:		
	Year ended 30 June 1997 £	13 June 1995 to 30 June 1996 £
Wages and salaries	133,985	142,588
Social security costs	<u>13,632</u>	<u>13,076</u>
	<u>147,617</u>	<u>155,664</u>

No director received any emoluments in the year ended 30 June 1997 (period ended 30 June 1996 - £nil).

**4. TAXATION**

	Year ended 30 June 1997 £	13 June 1995 to 30 June 1996 £
United Kingdom corporation tax at 23.25% (1996 - 24.75%)	4,053	4,190
Adjustment in respect of prior period Corporation tax	<u>202</u>	<u>-</u>
	<u>4,255</u>	<u>4,190</u>

The tax charge is low because income from other sources is not subject to UK corporation tax for the current year or the preceding period.

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
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**NOTES TO THE ACCOUNTS**  
For the year ended 30 June 1997

**5. TANGIBLE FIXED ASSETS**

	<b>Furniture and office equipment £</b>
<b>Cost</b>	
At 1 July 1996	15,167
Additions in year	11,950
Disposals	(238)
	26,879
<b>Depreciation</b>	
At 1 July 1996	3,033
Disposals	(47)
Charge for the year	4,662
	7,648
<b>Net book value</b>	
At 30 June 1997	19,231
At 30 June 1996	12,134

**6. DEBTORS**

	<b>1997 £</b>	<b>1996 £</b>
Other debtors	63,177	8,453
Prepayments and accrued income	9,484	8,028
	72,661	16,481

**7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>1997 £</b>	<b>1996 £</b>
Other creditors	12,792	36,831
Taxation and social security	7,398	7,537
Accruals	15,173	5,581
Deferred income	51,000	53,358
	86,564	103,307

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
For the year ended 30 June 1997

**8. RESERVES**

	<b>General reserve £</b>
At 1 July 1996	302,713
Transfer from income and expenditure account	29,008
At 30 June 1997	331,721

**9. OPERATING LEASE COMMITMENTS**

At 30 June 1997 the company was committed to making the following payments during the next year in respect of operating leases:

	<b>Land and buildings £</b>	<b>Other £</b>
Leases which expire:		
Within one year	-	1,401
Within two to five years	22,031	-
	22,031	1,401

**10. LIABILITY**

The liability of the members on winding up is limited to such amounts as may be required, not exceeding £1 per member.

There were 290 members at 30 June 1997 (30 June 1996 - 240).

**THE COMPANIES ACTS 1985 to 1989**  
**A COMPANY LIMITED BY GUARANTEE AND**  
**NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**  
**OF**  
**COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED**

*(As amended by special resolutions passed on 8 December 1998)*

**PRELIMINARY**

1. The regulations contained in Table C of the Companies (Tables A to F) Regulations 1985 shall not apply to the Company but the articles hereinafter contained shall constitute the Articles of Association of the Company.

**INTERPRETATION**

2. (1) In these articles, unless the context otherwise provides:

"**Act**" means the Companies Act 1985 including any statutory modifications or re-enactment thereof for the time being in force.

"**Articles**" means the Articles of Association of the Company as originally framed or as may be altered from time to time.

"**Board**" means the directors for the time being of the Company as a body or the directors present at a meeting of directors at which a quorum is present.

"**CCGTM**" means the Commonwealth Consultative Group on Technology Management and/or, where the context so requires, its Private Sector Partnership.

"**Chairman**" means the person appointed by the directors to be the chairman of the board of directors.

"**clear day**" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"**financially contributing**" means having made an actual financial contribution to the general funds of the company in an amount not less than the amount determined pursuant to Article 18.

"**Office**" means the registered office of the company.



"**person**" includes a partnership, a body corporate, an institution, society, association or any other form of organisation.

"**Seal**" means the common seal of the Company.

"**Secretary**" means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy secretary.

"**Secretary-General**" means the Secretary-General of the Commonwealth.

(2) for the purposes of Articles 25,37,39,63,64,80 and 90 the phrase "category/ies of member/s described in Article 4" means

- (a) in respect of government members, both financially contributing and non-financially contributing government members; and
- (b) in respect of Private and Public Sector Members, financially contributing members of this category of member.

(3) Unless the context otherwise requires, words or expressions in these Articles have the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

(4) Words importing the singular number shall include the plural and vice-versa.

(5) Words importing the masculine gender shall include the feminine gender, and vice-versa.

### **QUALIFICATION AND ADMISSION OF MEMBERS**

3. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.

4. There shall be four categories of member namely Government Members, Nominees of the Secretary-General of the Commonwealth, Private and Public Sector Members and Networking Members. The criteria for eligibility for the aforementioned four categories of membership shall be:

#### Government Members

- (i) persons nominated by Heads of Government of member countries of the Commonwealth. Each Head of Government of a member country of the Commonwealth shall be entitled to nominate one person as a member to represent that member country's interests;



### Nominees of the Secretary-General of the Commonwealth

- (ii) persons nominated by the Secretary-General, who may nominate one person (other than an officer or employee of the Commonwealth Secretariat) to represent the interests of the Commonwealth and may also nominate one or more officers of the Commonwealth Secretariat as members;

### Private and Public Sector Members

- (iii) persons engaged in business relevant to the objectives of the Company;
- (iv) persons other than natural persons operating in the private sector whether or not they are owned in part by the government of a sovereign state or an agency of such government or by the government or agency of government of a dependent territory however described; and
- (v)\* public sector corporations including bodies incorporated by statute, or by charter;

### Networking Members

- (vi)\* Any natural person participating in the voluntary co-operative networking and co-operative resourcing of the Company and any other natural person offering advisory services on a voluntary basis to promote the objects of the company.

5. Admission of Private and Public Sector Members and Networking Members is by invitation and subject to approval by the directors. The directors shall have an absolute discretion to determine that such a person is or is not eligible or suitable for membership or to postpone consideration on the question of eligibility or suitability and shall not be bound to give any reason for any such determination or postponement.

6. *(Deleted by special resolution passed on 8 December 1998)*

7. Every person nominated as or invited to be a member must sign and deliver to the Secretary a form of admission in such form as the directors may approve. The admission form shall be signed, if the person is an individual, by himself and if an organisation, corporate body or other entity by its duly authorised officer.

8. The Secretary shall enter the names of all members in the Register of Members and shall indicate in such Register the category of member to which each member belongs. A person shall become a member of the Company when his name is entered in the register of members.

\* Amended by special resolution passed on 8 December 1998

## DISQUALIFICATION, SUSPENSION AND TERMINATION OF MEMBERSHIP

9. A person nominated by another shall cease to be a member upon receipt by the company of a written notice signed by that persons' nominator withdrawing his nomination.

10. A Networking Member or a Private and Public Sector Member who is a natural person shall cease to be a member of the company:

(a) if he becomes bankrupt or makes any arrangement or composition with his creditors;

(b) if he is, or may be, suffering from mental disorder and either:

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or an application for admission under the Mental Health (Scotland) Act 1960 or any equivalent law in the Commonwealth country in which the member ordinarily resides; or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

(c) if, being engaged in any profession, he is prohibited from continuing to practise by a body having disciplinary powers in relation to that profession; or

(d) if he commits or is in the process of committing an act which the directors consider to be against the interests of the company.

11. (1) A Private or Public Sector Member which is a corporation shall cease to be a member if:

(a) any order is made or a resolution is passed to wind up the member or it has, in the opinion of the directors, otherwise ceased to exist;

(b) distress action or other execution is levied on the assets of the member or a Receiver is appointed over any part of the assets of the member.

(2) A Private and Public Sector Member which is not an individual or a corporation shall cease to be a member if it has ceased to exist or if, in the opinion of the Board, it has ceased to operate.

12. (1) Any Private and Public Sector or Networking Member who fails in the observance of any of the rules and regulations of the Company may have his membership terminated by resolution of a majority of the directors present and voting at a directors' meeting. Such member shall be given seven clear days notice of the directors' meeting at which the termination of his membership is to be discussed and he may attend the meeting, but shall not be present at the voting or take part in proceedings otherwise than as allowed by the directors. Upon conclusion of the directors' meeting the Secretary shall send to the member a written notice indicating whether or not his membership has been terminated.

(2)\* The directors may by resolution terminate the membership of any Private and Public Sector member or Networking member who in the opinion of the directors has not participated sufficiently in the activities of the Company.

(3)\* A member whose membership is terminated in accordance with paragraph (1) or (2) of this Article may within seven days after receipt of the written notice of termination of his membership request a review of the directors' decision at a further directors' meeting at which not less than two-thirds of the directors shall be present. The provisions of paragraph (1) of this Article as to notice of, attendance at, participation in and notification of the decision of such meeting shall apply to such further meeting. The decision of the directors at the further directors' meeting shall be final.

13. Any person ceasing to be a member may be re-admitted to membership by the directors at their discretion. No person who ceases to be a member shall be readmitted to membership within a period of one year of the cessation of his membership.

#### **CESSATION OF MEMBERSHIP**

14. A member may at any time withdraw from the company by giving at least seven clear days notice in writing to the company. Membership shall not be transferable or held in joint names and shall cease on death.

#### **EFFECT OF TERMINATION OR CESSATION**

15. (1) A member whose membership is terminated or who ceases to be a member shall:

- (a) not as a member have any interest in or claim against the funds or property of the company and, in particular, shall not be entitled to repayment in whole or part of any sum previously paid by such person by way of annual subscription or otherwise;
- (b) forfeit all the rights and privileges of membership and shall remain liable for one year after cessation of his membership for payment of the debts and other liabilities of the company contracted before he ceased to be a member and costs, charges and expenses of winding up the company to such amount as may be required not exceeding one (1) pound Sterling.

\* Amended by special resolution passed on 8 December 1998.

(2) Any sum payable by way of annual subscription or otherwise to the Company which is in arrears or overdue at the date of any termination or cessation of membership, whatever the cause, shall remain fully due and payable by the person ceasing to be a member.

### **RIGHTS AND DUTIES OF MEMBERS**

16. Every member shall be bound to further to the best of his ability the objects and interests of the company and shall observe all the rules and regulations of the company made pursuant to the powers contained in these Articles.

17. All members shall be entitled to reasonable access to the premises of the company and to all such information and advice with regard to the activities of the company as the directors deem expedient to supply.

18. (1)\* The directors shall determine the respective levels of annual contribution for Government members, Private Sector members and Public Sector Corporate members.

(2) Following determination of the relevant level of contribution in accordance with paragraph (1) of this Article, a member shall only be eligible to vote on the appointment or removal of a director representing a financially contributing class of member if that member has made a contribution in accordance with such determination.

### **OBSERVER STATUS**

19. Where a member country of the Commonwealth feels unable to nominate a person as a member of the Company or to act as a director of the Company because of difficulties relating to diplomatic immunity, the Board shall, if such member country makes a contribution to the Company which would otherwise be regarded as sufficient for the purposes of paragraph (2) of Article 18, allow such member country to designate a person as an observer and the provisions of Article 91 (1) (a) to (d) apply *mutatis mutandis* to such person.

### **GENERAL MEETINGS**

20. (1) Except as provided in this Article, an annual general meeting of the company shall be held in accordance with the provisions of the Act.

(2) The company may by resolution in accordance with ss.366A and 379A of the Act, elect to dispense with annual general meetings.

(3) In any year in which an annual general meeting would be required to be held, but for an election of the type described in paragraph (2) of this Article, and in which no such meeting has been held, then if it is a year in which the Heads of Government of Commonwealth Countries are to meet, a director shall by notice to the company not later than three months before the date of the meeting of Heads of Government, require the holding of an annual general meeting in that year.

\* Amended by special resolution passed on 8 December 1998.

21. All general meetings other than annual general meetings shall be called extraordinary general meetings.

22. (1) The directors may call general meetings of any kind.

(2) If members, pursuant to the provisions of the Act, requisition an extraordinary general meeting, the directors shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

### **NOTICE OF GENERAL MEETINGS**

23.\* An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 21 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

(a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting by a majority in numbers of members having a right to attend and vote being a majority together holding not less than ninety five percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the directors and auditors.

24. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

25. No business shall be transacted at any meeting unless a quorum is present. A quorum shall be constituted when ten persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, are present at a meeting provided always that a quorum shall not be taken to be constituted unless the ten persons constituting it include at least one representative of each of the four categories of members described in Article 4.

26. If such a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the following day at the same time and place or to such time and place as the Chairman may determine. If a quorum is not present within half an hour from the time appointed for the adjourned meeting or if during the adjourned meeting such a quorum ceases to be present the meeting shall stand adjourned to such time and place as the Chairman may determine.

\* Amended by special resolution passed on 8 December 1998.

27. The Chairman, or in his absence, some other director nominated by the directors shall preside as chairman of the meeting but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

28. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

29. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

30. The chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting for a period of twenty four hours, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

31. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded. Subject to the provisions of the Act, a poll may be demanded:

(a) by the Chairman; or

(b) by at least two members having the right to vote at the meeting; or

(c) by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting and a demand by a person as proxy for a member shall be the same as a demand by the member.

32. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

33. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

34. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

35. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

36. A poll demanded on the election of a chairman shall be taken forthwith and a poll demanded on any other question shall be taken at such time during the course of the meeting as the chairman of the meeting directs. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

37. A resolution in writing executed by or on behalf of each and every member who would have been entitled to vote upon it if it had been proposed at a general meeting or meeting of a category of member at which he was present shall be as effectual as if it had been passed at a general meeting or meeting of a category of member duly convened and held. Such resolution may consist of several instruments in the like form each executed by or on behalf of one or more members.

### VOTES OF MEMBERS

38. On a show of hands every member present in person and entitled to vote or on a poll every member present in person or by proxy and entitled to vote shall have one vote.

39. No resolution to alter the Memorandum or Articles, or to wind up the company, shall be passed unless the majority in favour of the resolution includes a vote in favour of the resolution cast by at least one member representing each category of member described in Article 4.

40. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

41. On a poll votes may be given personally or by proxy.

42. Subject to paragraph (2) of Article 18, on a vote to appoint directors representing categories of members each category of member shall vote separately for the director or directors to represent it and no member may vote on a question relating to the appointment of a director to represent a category of member of which the elector is not a member.

43. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

**Commonwealth Partnership for Technology Management Limited**

I,.....of.....  
member of the abovenamed company, hereby appoint  
.....of.....or,  
failing him, .....of .....  
as my proxy to vote in my name and on my behalf  
at the annual/extraordinary general meeting of the  
company to be held on ....., and at any adjournment thereof  
Signed.....on .....(date)

44. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

**Commonwealth Partnership for Technology Management Limited**

I,.....of.....  
member of the abovenamed company, hereby appoint  
.....of.....or,  
failing him, .....of .....  
as my proxy to vote in my name and on my behalf  
at the annual/extraordinary general meeting of the  
company to be held on ....., and at any adjournment thereof.  
This form is to be used in respect of the resolutions  
mentioned below as follows:  
Resolution No. 1 \*for \*against  
Resolution No. 2 \*for \*against  
etc. (\* Strike out whichever is not desired)

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.  
Signed .....on .....date

45. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the office or at such place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. Any instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

46. A vote given or a poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded.

**NUMBER OF DIRECTORS**

47.\* Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than ten.

48.\* The following appointments of directors shall be made:

(a) one director appointed by the Secretary-General to represent the non-financially contributing Government Members;

\* Amended by special resolution passed on 8 December 1998.



- (b) one director who shall be a member (other than an officer or employee of the Commonwealth Secretariat) appointed by the Secretary-General in accordance with sub-paragraph (ii) of Article 4 and who shall represent the Secretary-General;
- (c)\* three directors who shall be drawn from and who shall represent and be appointed by financially contributing Government members;
- (d)\* three directors who shall be drawn from and shall be appointed by Private and Public Sector Members, two of whom shall represent the financially contributing personal and other members coming from the private sector and one of whom shall represent the financially contributing public sector corporate members;
- (e)\* two directors who shall be drawn from and who shall represent and be appointed by Networking Members; and
- (f)\* if a majority of the directors so decides, up to but not more than two members (who may be drawn from but shall not represent any category of member) may be appointed as directors.

#### **ALTERNATE DIRECTORS**

49. (1) Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

(2) The power of the director appointed by the Secretary-General of the Commonwealth to appoint an alternate director shall only be exercised after consultation with the Secretary-General.

50. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointer is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointer as a director in his absence.

51. An alternate director shall cease to be an alternate director if his appointer ceases to be a director: but if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his reappointment shall continue after his reappointment.

52. Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors.

53. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

\* Amended by special resolution passed on 8 December 1998.

## **POWERS AND DUTIES OF THE BOARD**

54. Subject to the provisions of the Act, the Memorandum and the Articles, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the Memorandum or Articles shall invalidate any prior act of the directors which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors, notwithstanding the absence of one or more of their number or a vacancy in their body.

55. The directors may appoint one of their number to be chairman of the Board and may at any time remove him from that office.

56. The Board may appoint a person as chief executive officer on such terms and conditions as the Board may determine. A person so appointed may be remunerated for his services as chief executive officer and has the right to attend and to speak at meetings of the Board but does not have the right to vote at such meetings. Save as otherwise expressly provided by these Articles the chief executive shall have day to day control of the business of the Company subject to agreed financial limits to be determined by the Board and shall perform such functions as may from time to time be determined by the Board or, with the Board's agreement, the Chairman.

57. *(Deleted by special resolution passed on 8 December 1998)*

58. The board may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

59. In addition to all powers expressly conferred upon it, and without detracting from the generality of its powers under any of these Articles, the Board has the power, from time to time to make, repeal or alter regulations as to the management of the company and the affairs thereof, and as to the duties of any officers or servants of the company, and as to their conduct. All regulations so made which are for the time being in force shall be binding upon the members and shall have full effect accordingly.

60. The Board shall ensure that the Networking Members are enabled to continue to develop co-operative networking and co-operative resourcing as these terms are understood by the Board in light of the experience of CCGTM.

## **DELEGATION OF DIRECTORS' POWERS**

61.(1) The board may delegate any of its powers to any committee of directors consisting of such person or persons (whether or not a director or directors or a member or members) as the Board thinks fit provided that the majority of members of any such committee shall be directors. It may also delegate to any person exercising the powers of chief executive officer such of its powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the board may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered.

Subject to any such conditions, the proceedings of a committee of directors shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying. If the Board by unanimous resolution so decides, the quorum requirements of Article 81 shall not apply to meetings of a committee of directors.

- (2) The Board may appoint one or more advisory committees. An advisory committee shall consist of such person or persons (whether or not a director or directors or a member or members) as the Board thinks fit. An advisory committee shall not constitute a committee appointed pursuant to paragraph (a) of this Article and the Board may not delegate any of its powers to an advisory committee.

### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

62. At the first annual general meeting of the company all the directors shall retire from office, and at every subsequent annual general meeting those directors whose terms of appointment expire in accordance with these Articles shall retire.

63.\* Each category of member of the company may by ordinary resolution appoint a member who is willing to act to be a director representing that category of member to fill a vacancy.

64.\* Each category of member of the company shall, when electing a director or appointing a director to fill a vacancy, determine a term of office, which shall not exceed for that director the period expiring at the conclusion of the third Annual General Meeting after the Annual General Meeting at which he was appointed a director. Subject to these Articles, each director shall retire at the conclusion of the term of office for which he was appointed but he shall be eligible for reappointment.

65. Subject to the provisions of the Act and these Articles, the directors to retire by rotation at any annual general meeting shall be those whose terms of appointment as set by the category of member appointing them, expire.

66. If the company or the relevant category of member (whichever the case may be) at the general meeting at which a director retires does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed for a period of one year unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.

67.\* No person other than a director retiring by the passage of time shall be appointed or reappointed a director at any general meeting unless not less than forty-five and not more than sixty days before the date appointed for the meeting, notice executed by a member qualified to vote upon a resolution to appoint a director representing the category of member to which that member belongs at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.

\* Amended by special resolution passed on 8 December 1998.

68.\* Not less than twenty-one and not more than sixty clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give particulars of that person which would, if he were so appointed or reappointed, be required to be included in the company's register of directors.

69. The directors may, by unanimous resolution, appoint a member who is willing to act to be a director, to fill a vacancy provided that such appointment does not alter the relative representation of the categories of member by directors.

70. A director appointed pursuant to Article 69 shall hold office only until the conclusion of the next following annual general meeting and may be re-appointed at the next annual general meeting by the members belonging to the category of member that director represents.

71. Notwithstanding anything contained in the Articles relating to the alteration of the number of directors of the company, no action to change the number of directors shall be effective if that action has the effect of changing the relative representation by directors of the categories of members of the company as set out in Article 48.

72. Subject to these Articles, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed he shall retain office until the meeting appoints someone in his place.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

73. The office of a director shall be vacated if:

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors; or
- (c) he is, or may be, suffering from mental disorder and either:
  - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or an application for admission under the Mental Health (Scotland) Act 1960 or any equivalent law in the Commonwealth country in which the member ordinarily resides; or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

\* Amended by special resolution passed on 8 December 1998.

- (d) he resigns his office by notice to the company; or
- (e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated; or
- (f) he ceases to be a member of the Company.

#### **REMUNERATION OF DIRECTORS**

74. The directors shall not be entitled to any remuneration from the company for serving on the Board.

#### **DIRECTORS' EXPENSES**

75. The directors may be paid all travelling, accommodation and other expenses reasonably and properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties on such terms as the Board may determine.

#### **DIRECTORS' INTERESTS**

76. Subject to the provisions of the Act, and provided he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

77. For the purposes of article 76:

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice of any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

## DIRECTORS' PENSIONS AND GRATUITIES

78. Save as expressly provided in these Articles, the directors may not provide to any existing or former director (who is or was a director because he represents or represented one of the categories of member) any benefit whatsoever, whether by the payment of gratuities or pensions or by insurance or otherwise.

## PROCEEDINGS OF THE BOARD

79. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.

80. Notwithstanding anything contained in these articles, and in particular in article 79, no resolution of the directors which:

- (a) changes the overall balance between fee based and non fee based activities of the company; or
- (b) is inconsistent with general policy directions given by Commonwealth Heads of Government or by Commonwealth Ministers at one of their periodic meetings,

shall be passed unless the majority in favour of the resolution includes a vote in favour of the resolution cast by at least one director representing each category of member described in Article 4.

81.\* The quorum necessary for the transaction of business by the directors shall be four (4) directors provided always that a quorum shall not exist or be deemed to exist unless one director representing each of the categories of member described in Article 4 is present and entitled to vote. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum.

82.\* The continuing directors may act notwithstanding any vacancies in their number, but if the number of directors is less than the number fixed as the quorum, or no longer represents each category of member, the continuing directors or director may act only for the purpose of calling a general meeting.

83. Unless he is unwilling to do so, the Chairman shall preside at every meeting of directors at which he is present but if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be the chairman of the meeting.

84. All acts done by a meeting of directors, or by a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment or continuance in office of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled

\* Amended by special resolution passed on 8 December 1998.

to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote provided only that an act done by a meeting of directors, or of a committee of directors or by a person acting as a director shall not be valid if it is afterwards discovered that the defect in appointment of a director had the effect of giving one category of member more than its entitled share of the directors.

85. Subject to the Articles, a resolution in writing, signed by every director entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointer and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. Any such resolution may consist of several instruments in the like form each signed by or on behalf of one or more directors.

86. Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his interest arises only because the case falls within one or more of the following paragraphs:

- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the company;
- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the company for which the director has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of a security.

For the purposes of this article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this article becomes binding on the company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointer shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

87. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

88. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

89. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other

than himself shall be final and conclusive.

90. The directors may continue to act although their number is reduced by death, retirement or otherwise, below the number of ten provided that the remaining directors include at least one representative of each of the categories of member described in Article 4.

### **COMMONWEALTH LIAISON**

91. (1) For the purpose of ensuring effective liaison between the company and the Secretary-General in the discharge of his obligations to Commonwealth Heads of Government, the Secretary General may designate an officer of the Commonwealth Secretariat who is a member of the company as liaison officer. The person so designated:

- (a) shall be given access to all information about the Company relevant to the performance of his function;
- (b) shall be given notice of all meetings of the company and of all directors' meetings including meetings of committees of directors;
- (c) may attend any meeting of which he is entitled to receive notice;
- (d) shall be invited, with the agreement of the Chairman, to speak at and to circulate information to meetings which he attends.

(2) A person designated pursuant to paragraph (1) of this Article does not, by virtue of this Article, have the right to vote at meetings of the company or at meetings of directors or committees of directors.

(3) Nothing in this Article shall be construed as requiring the company to meet expenses incurred by the person designated pursuant to paragraph (1) in carrying out the liaison role.

### **SECRETARY**

92. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

### **MINUTES**

93. The directors shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings at meetings of the company and of directors and of committees of directors including the names of the directors present at each such meeting and of any others in attendance.



## **SEAL**

94. The Seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or by two directors.

## **ACCOUNTS**

95. The directors shall as soon as may be practicable after the business of the company has commenced open or cause to be opened in the name of the company an account or accounts with a bank or banks incorporated in or outside the United Kingdom. The accounts shall be used for all receipts and payments and shall be operated by cheques signed on behalf of the company by two or more signatories authorised by the Board. The company may invest any surplus funds not immediately required for expenditure in any lawful manner which the Board in its discretion deems advisable.

96. The directors shall cause proper books of account to be kept in respect of:

- (a) all sums of money received and expended by the company and the matters in respect of which receipt and expenditure take place;
- (b) the assets and liabilities of the Company;
- (c) all sales and purchases by the company.

97. The books of account shall be kept at the Office or at such other place or places as the directors may think fit, subject to the Act, and shall always be open to inspection by the directors. No member of the company (as such) shall have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.

98. The directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the company in general meeting such income and expenditure, balance sheet and reports as are referred to in the Act.

## **AUDITORS**

99. Auditors shall be appointed by the company at its annual general meeting or, if the annual general meeting is suspended pursuant to Article 20(2), by the Board and may be re-appointed. Their duties shall be regulated in accordance with the Act.

## **NOTICES**

100. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of directors need not be in writing.

101. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by sending by facsimile a copy of the notice to a facsimile number notified by the member as his registered facsimile number. A member whose registered address is not within the United Kingdom is entitled to receive any notice from

the company.

102. A member present, either in person or by proxy, at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, the purpose for which it was called.

103. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that a notice was successfully sent to a registered facsimile number shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of:

- (a) 48 hours after the envelope containing it was posted if the member's registered address is in the United Kingdom;
- (b) 24 hours after the facsimile is recorded as having been successfully sent, regardless of the country in which the member has his registered address; and
- (c) 21 days (if sent by airmail) after the envelope containing it was posted if the member's registered address is outside the United Kingdom.

#### **WINDING-UP**

104. (1)\* If one category of member withdraws from the company or otherwise ceases to exist or if the representation of one category of member falls below the minimum required for that category to appoint the number of directors required to contribute to the making of a quorum, the remaining directors shall decide if the Company should continue to operate.

(2) Clause 8 of the Memorandum of Association of the Company relating to the winding-up of the company shall have effect as if the provisions thereof were repeated in these Articles.

#### **INDEMNITY**

105. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

#### **INTERPRETATION OF ARTICLES**

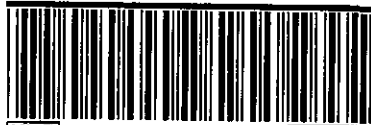
106. If any doubt shall arise as to the proper construction or meaning of any provision of these Articles or of any rule or regulation made hereunder or of any expression used herein, the directors shall resolve such doubt and the decision of the directors shall be final and conclusive provided that such decision is recorded in the Minute Book of the proceedings of meetings of the directors.

\* Amended by special resolution passed on 8 December 1998.



COMPANIES HOUSE

THE REGISTRAR OF COMPANIES  
COMPANIES HOUSE  
CROWN WAY  
CARDIFF  
CF4 3UZ



KLO \*KNDVKHUA\* 363  
COMPANIES HOUSE 08/07/99

Mid £15  
101360

363s

# Annual Return

of company number 03067909

X

company name  
COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY  
MANAGEMENT LIMITED

company type  
PRIVATE COMPANY LIMITED BY GUARANTEE  
WITHOUT SHARE CAPITAL

This form should be completed in black.

The information printed below is taken from Companies House records as at 28/05/99  
If this information requires amendment use the spaces opposite.

### Date of this return (See note 1)

The information in this return should be made up to a date not later than

Day	Month	Year
13	06	99

If you are making the return up to an earlier date, show the date here. Please note that the form must be delivered to Companies House within 28 days of this earlier date.

Day	Month	Year

### Date of next return (See note 2)

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Day	Month	Year

### Registered Office (See note 3)

This is the address registered by Companies House.  
14 QUEEN ANNES GATE  
LONDON  
SW1H 9AA

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### Principal business activities (See note 4)

Trade classification is  
9305 OTHER SERVICE ACTIVITIES

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If the code cannot be determined from the notes, give a brief description of principal activity.

If the information shown needs amendment, give details below and, for secretary and director particulars, the date of any change.

**Register of members** (See note 5)

The register is kept at

REGISTERED OFFICE

.....  
.....  
.....  
.....

**Register of debenture holders** (See note 6)

Any register of debenture holders (or duplicate) is kept at

.....  
.....  
.....

**Company Secretary** (See note 7)

Particulars of a new secretary **must** be notified on form 288.

COMAT REGISTRARS LIMITED  
9 GRAYS INN SQUARE  
GRAYS INN  
LONDON  
WC1R 5JQ

Day Month Year  
[ ][ ] [ ][ ] [ ][ ] Date of any change.

.....  
.....  
.....  
.....  
.....  
.....  
.....

If this person has ceased to be secretary, please state when.

Day Month Year  
[ ][ ] [ ][ ] [ ][ ] Date of resignation.

**Directors** (See note 7)

Particulars of a new director **must** be notified on form 288.

DR  
MOSES NEE BUERNOR  
AYIKU  
3 GHANAIR AVENUE EXTENSION  
AIRPORT RESIDENTIAL AREA  
ACCRA  
GHANA

Date of Birth:- 01/04/34  
Nat:GHANAIAN  
Occ:CO-ORDINATOR

Day Month Year  
[ ][ ] [ ][ ] [ ][ ] Date of any change.

.....  
.....  
.....  
.....  
.....  
.....

If this person has ceased to be director, please state when.

Day Month Year  
[ ][ ] [ ][ ] [ ][ ] Date of resignation.

Show any relevant current and previous directorships.

.....  
.....  
.....

If the information shown needs amendment, give details below and the date of any change.

Directors - continued

Particulars.

ROGER ARTHUR  
BAMBROUGH  
A-19-3 MENARA BANGSAR JALAN MAAROF  
BANGSAR KUALA LUMPUR 59100  
MALAYSIA

Day Month Year  
[ ][ ] [ ][ ] [ ][ ]

Date of any change.

Date of Birth:- 29/03/36  
Nat:BRITISH  
Occ:COMPANY DIRECTOR

If this person has ceased to be director, please state when.

Day Month Year  
[ ][ ] [ ][ ] [ ][ ]

Date of resignation.

Show any relevant current and previous directorships.

YTL Corporation Berhad

Particulars.

DR  
GEORGE  
CHRISTODOULIDES  
6 SAINT DEMETRIOS  
ACROPOLIS  
NICOSIA  
2012  
CYPRUS

Day Month Year  
[ ][ ] [ ][ ] [ ][ ]

Date of any change.

Date of Birth:- 16/11/27  
Nat:CYPRIOT  
Occ:CHAIRMAN

If this person has ceased to be director, please state when.

Chairman, Cyprus Standards Org.  
Day Month Year  
[ ][ ] [ ][ ] [ ][ ]

Date of resignation.

Show any relevant current and previous directorships.

Particulars.

CATHERINE MAY  
CUNNINGHAM  
HIATT BAKER HALL PARRYS LANE  
BRISTOL  
BS9 1AD

Day Month Year  
[ ][ ] [ ][ ] [ ][ ]

Date of any change.

Date of Birth:- 18/08/35  
Nat:BRITISH  
Occ:UNIVERSITY DIRECTOR

If this person has ceased to be director, please state when.

Day Month Year  
[ ][ ] [ ][ ] [ ][ ]

Date of resignation.

Show any relevant current and previous directorships.

If the information shown needs amendment, give details below and the date of any change.

**Directors - continued**

Particulars.

IAN CHRISTOPHER  
DOWNING  
18 FORTIOR COURT  
100 HORNSEY LANE  
LONDON  
N6 5LS

Date of Birth:- 20/09/50  
Nat:BRITISH  
Occ:CIVIL SERVANT

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year  
Date of any change.

Day Month Year  
Date of resignation.

Particulars.

G HUSSEIN ---PLEASE SUPPLY FULL FORENAME  
G HANIFF  
NO 3 JALAN SS 17/1D  
SUBANG JAYA  
SELANGOR  
47500  
MALASIA

Date of Birth:- 26/05/55  
Nat:MALAYSIAN  
Occ:UNDERSECRETARY

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year  
Date of any change.

Ghulam Hussein

Day Month Year  
Date of resignation.

Particulars.

KEITH  
JORDAN  
BA  
27 STATION ROAD  
BALSALL COMMON  
COVENTRY  
WEST MIDLANDS CV7 7FN

Date of Birth:- 07/06/47  
Nat:BRITISH  
Occ:GOVERNMENT ADVISOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year  
Date of any change.

Day Month Year  
Date of resignation.

If the information shown needs amendment, give details below and the date of any change.

**Directors - continued**

Particulars.

THE RT HON SIR  
GEOFFREY EDWIN  
PATTIE  
THE MANOR HOUSE  
DUNCTON  
PETWORTH  
WEST SUSSEX GU28 OJY

Day    Month    Year  
| |    | |    | |

Date of any change.

Date of Birth:- 17/01/36  
Nat:BRITISH  
Occ:COMPANY DIRECTOR

If this person has ceased to be director, please state when.

Day    Month    Year  
| |    | |    | |

Date of resignation.

Show any relevant current and previous directorships.

See attached list

Particulars.

PROFESSOR  
BISHNODAT  
PERSAUD  
HON PROF UWI  
14 LIMES AVENUE  
MILL HILL  
LONDON  
NW7 3PA

Day    Month    Year  
| |    | |    | |

Date of any change.

Date of Birth:- 22/09/33  
Nat:BARBADOS  
Occ:CONSULTANT

If this person has ceased to be director, please state when.

Day    Month    Year  
| |    | |    | |

Date of resignation.

Show any relevant current and previous directorships.

Jamaica Conservation Development Trust

Particulars.

PROFESSOR  
MICHAEL GEORGE  
PITMAN  
OBE  
50 BOOROONDARA STREET  
REID  
ACT 2601  
AUSTRALIA

Day    Month    Year  
| |    | |    | |

Date of any change.

Date of Birth:- 07/02/33  
Nat:AUSTRALIAN  
Occ:CHIEF SCIENTIST

If this person has ceased to be director, please state when.

Day    Month    Year  
| |    | |    | |

Date of resignation.

Show any relevant current and previous directorships.

If the information shown needs amendment, give details below and the date of any change.

**Directors - continued**

Particulars.

TAN SRI DATUK DR  
OMAR ABDUL  
RAHMAN  
34 JALAN TUALANG  
BUKIT BANDARAYA BANGSAR  
KUALA LUMPUR  
WILAYAH PERSEKUTUAN 59100  
MALAYSIA

Date of Birth:- 09/11/32  
Nat: MALAYSIAN  
Occ: SCIENCE ADVISER

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day    Month    Year  
[ ][ ] [ ][ ] [ ][ ]    Date of any change.

Day    Month    Year  
[ ][ ] [ ][ ] [ ][ ]    Date of resignation.

Particulars.

MATAMELA CYRIL  
RAMAPHOSA  
129 MARKET STREET  
FAIRLANDS  
JOHANNESBURG  
GAUTENG 2195

Date of Birth:- 17/11/52  
Nat: SOUTH AFRICAN  
Occ: COMPANY DIRECTOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day    Month    Year  
[ ][ ] [ ][ ] [ ][ ]    Date of any change.

Day    Month    Year  
[ ][ ] [ ][ ] [ ][ ]    Date of resignation.

Particulars.

RAMANAN RICKIE  
SANKAR  
11 ALPINE COPSE  
BICKLEY  
KENT BR1 2AW

Date of Birth:- 19/02/40  
Nat: GUYANA  
Occ: HEAD-FINANCE

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day    Month    Year  
[ ][ ] [ ][ ] [ ][ ]    Date of any change.

Day    Month    Year  
[ ][ ] [ ][ ] [ ][ ]    Date of resignation.



If the information shown needs amendment, give details below and the date of any change.

Directors - continued

Particulars.

JONATHAN HILALI MOIESE  
SOLOMON  
12 KIDDERPORE GARDENS  
LONDON  
NW3 7SR

Day Month Year  
Date of any change.

Date of Birth:- 03/03/39  
Nat:BRITISH  
Occ:DIRECTOR

If this person has ceased to be director, please state when.

Day Month Year  
Date of resignation.

Show any relevant current and previous directorships.

Cable & Wireless plc

Particulars.

HUSNI ZAI  
YAACOB  
1 THE VALE  
GOLDERS GREEN  
LONDON  
NW11 8SB

Day Month Year  
Date of any change.

Date of Birth:- 08/01/56  
Nat:BRITISH  
Occ:DIPLOMAT

If this person has ceased to be director, please state when.

Day Month Year  
Date of resignation.

Show any relevant current and previous directorships.

Particulars.

YG BHG DATO  
FRANCIS SOCK PING  
YEOH  
NO 3  
LORONG 16/7B  
PETALING JAYA  
SELANGOR 46350  
MALAYSIA

Day Month Year  
Date of any change.

Date of Birth:- 23/08/54  
Nat:MALAYSIAN  
Occ:MANAGING DIRECTOR

If this person has ceased to be director, please state when.

Day Month Year  
Date of resignation.

Show any relevant current and previous directorships.

If the information shown needs amendment, give details below and the date of any change.

**Directors - continued**

Particulars.

PROFESSOR  
NOEL  
ZARB-ADAMI  
SORRISO GIBBA STREET  
ATTARD  
BZN 12  
MALTA

Date of Birth:- 08/12/47  
Nat: MALTESE  
Occ: PROFESSOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year  
Date of any change.

Day Month Year  
Date of resignation.

Particulars.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES  
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year  
Date of any change.

Day Month Year  
Date of resignation.

Particulars.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES  
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year  
Date of any change.

Day Month Year  
Date of resignation.

If the information shown needs amendment, give details below and the date of any change.

**Directors - continued**

Particulars.

Day	Month	Year

Date of any change.

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NO MORE DIRECTORS - ADDITIONAL SECRETARIES  
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

Day	Month	Year

Date of resignation.

Show any relevant current and previous directorships.

.....

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Particulars.

Day	Month	Year

Date of any change.

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NO MORE DIRECTORS - ADDITIONAL SECRETARIES  
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

Day	Month	Year

Date of resignation.

Show any relevant current and previous directorships.

.....

.....

Particulars.

Day	Month	Year

Date of any change.

.....

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NO MORE DIRECTORS - ADDITIONAL SECRETARIES  
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

Day	Month	Year

Date of resignation.

Show any relevant current and previous directorships.

.....

.....

**Elective resolutions** (See note 10)  
(Private companies only)

If an elective resolution is in force at the date of this return to dispense with annual general meetings, mark this box.

If an elective resolution is in force at the date of this return to dispense with laying accounts in general meetings, mark this box.

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**Certificate**

I certify that the information given in this return is true to the best of my knowledge and belief.

I enclose the fee of £ 15.

Cheques should be made payable to Companies House.

Signed *[Signature]* p.p.  
Seurat Registrars Ltd  
Secretary/Director \*  
*\*(delete as appropriate)*

Date 5th July 1998

This return includes \_\_\_\_\_ continuation sheets.  
*(enter number)*

To whom should Companies House direct any enquiries about the information shown in this return?

DELOITTE & TOUCHE  
HILL HOUSE  
1 LITTLE NEW STREET  
LONDON EC4A 3TR  
Postcode

Telephone 071 303 4557 Ext \_\_\_\_\_

**Other Directorships**

**Company**

COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

**Company Number**

3067909

**Director / Directorships**

**Date Resigned**

**Pattie, Geoffrey Edwin**

Celer et Audax Club General Committee Limited  
The General Electric Company of India Limited  
The Intellectual Property Institute

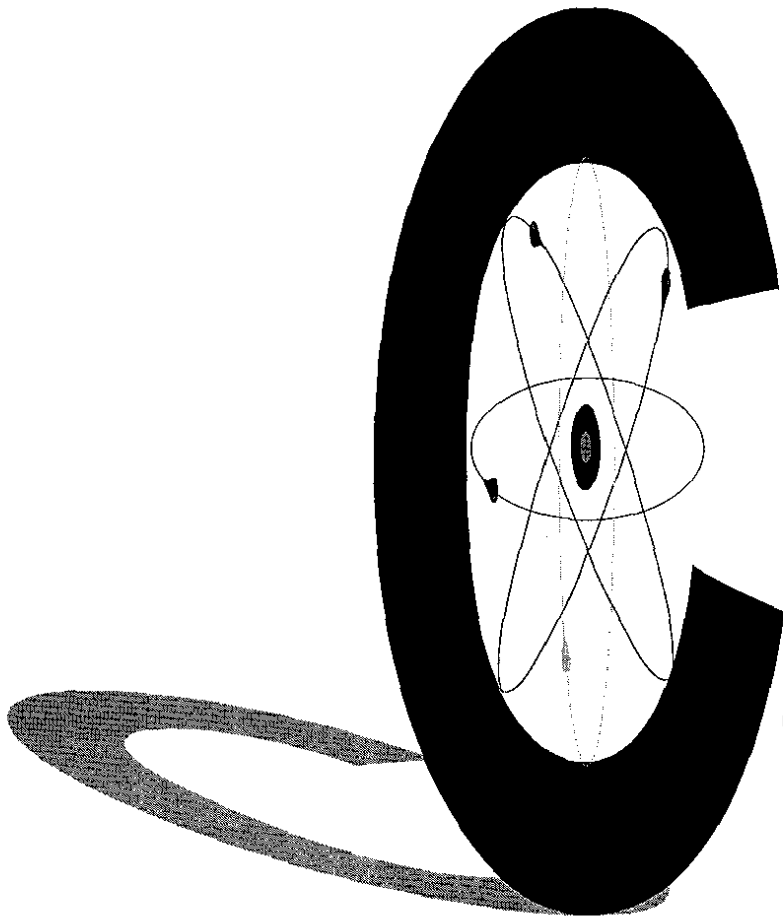
Company Registration No. 3067909

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**

(A company limited by guarantee)

**Report and Financial Statements**

**30 June 1999**



**CPTM**

**Commonwealth Partnership for Technology Management Ltd.**

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**REPORT AND FINANCIAL STATEMENTS 1999**

<b>CONTENTS</b>	<b>Page</b>
<b>Officers and professional advisers</b>	<b>1</b>
<b>Directors' report</b>	<b>4</b>
<b>Statement of directors' responsibilities</b>	<b>5</b>
<b>Auditors' report</b>	<b>6</b>
<b>Income and expenditure account</b>	<b>7</b>
<b>Balance sheet</b>	<b>8</b>
<b>Notes to the accounts</b>	<b>9</b>

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**REPORT AND FINANCIAL STATEMENTS 1999**

**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia)                      Chairman  
Dr Moses Nee Buernor Ayiku (Ghana)  
Mr Ian Christopher Downing  
Mr G. Hussein G. Haniff (Malaysia)  
Prof Bishnodat Persaud (Barbados)  
Prof Michael George Pitman OBE (Australia)  
Mr Cyril Ramaphosa (South Africa)  
Mr Jonathan Hilali Moiese Solomon  
Tan Sri Dato' Francis Yeoh Sock Ping (Malaysia)  
Prof Noel Zarb-Adami (Malta)

Mr Roger Arthur Bambrough  
    (alternate to Tan Sri Dato' Francis Yeoh Sock Ping)  
Dr George Christodoulides (Cyprus)  
    (alternate to Prof Michael George Pitman)  
Mrs Catherine Cunningham  
    (alternate to Prof Noel Zarb-Adami)  
Mr Keith Jordan  
    (alternate to Mr Ian Downing)  
Rt. Hon. Sir Geoffrey Pattie  
    (alternate to Mr Cyril Ramaphosa)  
Mr Ramanan Rickie Sankar (Guyana)  
    (alternate to Dr Moses Nee Buernor Ayiku)  
Mr Husni Zai Yaacob (Malaysia)  
    (alternate to Mr G. Hussein G. Haniff)

**CHIEF EXECUTIVE**

Datuk Dr Mihaela Yvonne Smith PJN



**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**REPORT AND FINANCIAL STATEMENTS 1999**

**OFFICERS AND PROFESSIONAL ADVISERS**

**MANAGEMENT COMMITTEE**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia)	Chairman, <i>ex officio</i>
Mr John Boughton	
Dr George Christodoulides (Cyprus)	
Mrs Catherine M Cunningham	
Mr Ian Christopher Downing	
Mr Frank Rampersad (Trinidad)	
Mr Jonathan Hilali Moiese Solomon	
Datuk Dr Mihaela Yvonne Smith PJN	Chief Executive, <i>ex officio</i>

**PROGRAMME STEERING GROUP**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia)	Chairman, <i>ex officio</i>
Dr Iftikhar Ahmed	
Mr Roger Arthur Bambrough	
Mr Rundheersing Bheenick (Mauritius)	
Dr George Christodoulides (Cyprus)	
Mrs Catherine M Cunningham	
Dr Leake Shilimwati Hangala (Namibia)	
Mr John Percival Jeffers (Barbados)	
Mrs Eunice Kazembe (Malawi)	
Mrs Dorcas A Kgosietsile (Botswana)	
Mr Christopher Pastakia	
Ir Louis Paul (USA)	
Prof Michael George Pitman OBE (Australia)	
Datuk Dr Mihaela Yvonne Smith PJN	Chief Executive, <i>ex officio</i>
Mr Ian Strachan (South Africa)	
Prof Noel Zarb-Adami (Malta)	

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**REPORT AND FINANCIAL STATEMENTS 1999**

**OFFICERS AND PROFESSIONAL ADVISERS**

**SECRETARY**

Comat Registrars Limited  
9 Gray's Inn Square  
Gray's Inn  
London WC1R 5JQ

**REGISTERED OFFICE**

14 Queen Anne's Gate  
London SW1H 9AA

**BANKERS**

Midland Bank plc  
69 Pall Mall  
London SW1Y 5EY

**SOLICITORS**

Roiter Zucker  
Regent House  
5 Broadhurst Gardens  
Swiss Cottage  
London NW3 3QX

Speechly Bircham  
Bouverie House  
154 Fleet Street  
London EC4A 2HX

**AUDITORS**

Deloitte & Touche  
Chartered Accountants  
Leda House  
Station Road  
Cambridge  
CB1 2RN

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for the year ended 30 June 1999.

**ACTIVITIES**

The Commonwealth Partnership for Technology Management Limited is set up to provide advisory services to Commonwealth countries, institutions and organisations, with particular reference to technology and environmental assessment and management, and the inter-relationship between these issues and economic policy; to promote a global approach to the harnessing of technology for development through public and private sector partnerships; to foster the creation of other international partnerships between the public and private sectors for the benefit of Commonwealth countries; to use co-operative networking and resourcing to enhance national capacities of Commonwealth countries to manage technology for growth and sustainable development. The company does not trade and the whole of any surplus at the year end is transferred to reserves to meet future running costs.

**REVIEW OF ACTIVITIES**

The company was incorporated on 13 June 1995 and commenced its activities on 1 July 1995. The company made a surplus after taxation for the year to 30 June 1999 of £10,930, (year to 30 June 1998 - £4,069).

**FUTURE DEVELOPMENTS**

The company will continue to provide advisory services as stated in the Company's objects and to develop further the concept and practice of public/private sector partnership through co-operative networking.

**DIRECTORS AND THEIR INTERESTS**

The membership of the Board is set out on page 1.

All directors are also members of the company.

**YEAR 2000 COMPLIANCE**

The company is currently in the process of addressing the Year 2000 problem. The company has obtained representations from the vendors of its key software that their systems are Year 2000 compliant. Although the company expects its systems to be compliant by the required date it cannot guarantee the compliance of any third party systems. The total cost of the Year 2000 compliance exercise is not anticipated to be material.

**AUDITORS**

A resolution for the reappointment of Deloitte & Touche as auditors of the company will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors  
and signed on behalf of the Board



Tan Sri Datuk Dr Omar bin Abdul Rahman

Chairman

30/8/1999

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
**(A company limited by guarantee)**

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.



## **AUDITORS' REPORT TO THE MEMBERS OF COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED (A company limited by guarantee)**

We have audited the financial statements on pages 7 to 12 which have been prepared under the accounting policies set out on page 9.

### **Respective responsibilities of directors and auditors**

As described on page 5 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

### **Basis of opinion**

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### **Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 30 June 1999 and of its surplus for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants and  
Registered Auditors

2 September 1999

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**INCOME AND EXPENDITURE ACCOUNT**  
**Year ended 30 June 1999**

	Note	1999 £	1998 £
<b>INCOME: continuing operations</b>			
Contributions		401,742	510,330
Interest received		22,392	23,314
Other income		23,254	7,350
		<u>447,388</u>	<u>540,994</u>
<b>EXPENDITURE</b>		<u>(431,756)</u>	<u>(532,029)</u>
<b>OPERATING SURPLUS BEFORE TAXATION - continuing operations</b>	2	15,632	8,965
<b>TAXATION</b>	4	<u>(4,702)</u>	<u>(4,896)</u>
<b>SURPLUS FOR THE YEAR TRANSFERRED TO RESERVES</b>	8	<u>10,930</u>	<u>4,069</u>

There are no recognised gains or losses for the current or preceding financial years other than as stated in the income and expenditure account.

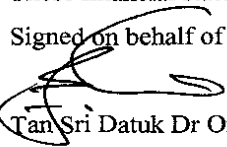
**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**BALANCE SHEET**  
**30 June 1999**

	Note	£	1999 £	£	1998 £
<b>FIXED ASSETS</b>					
Tangible assets	5		26,863		16,469
<b>CURRENT ASSETS</b>					
Debtors	6	43,166		17,771	
Cash at bank and in hand		381,035		436,728	
			<u>424,201</u>		<u>454,499</u>
<b>CREDITORS: amounts falling due within one year</b>	7		<u>(104,344)</u>		<u>(135,178)</u>
<b>NET CURRENT ASSETS</b>			<u>319,857</u>		<u>319,321</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<u>346,720</u>		<u>335,790</u>
<b>RESERVES</b>	8		<u>346,720</u>		<u>335,790</u>

These financial statements were approved by the Board of Directors on  
Signed on behalf of the Board of Directors

30/8/1999.

  
Tan Sri Datuk Dr Omar bin Abdul Rahman

Chairman

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
**For the year ended 30 June 1999**

**1. ACCOUNTING POLICIES**

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

**Accounting convention**

The financial statements are prepared under the historical cost convention.

**Income**

Contributions and fee based income are taken to the income and expenditure account when received unless designated for a specific period when they are spread over the period to which they relate.

**Depreciation**

Depreciation of fixed assets is calculated to write off their cost over their estimated useful lives which are considered to be:

Furniture and office equipment - 5 years.

**Foreign currency**

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Exchange profits and losses arising during the year are dealt with through the income and expenditure account.

**Operating leases**

Rentals on operating leases are charged to the income and expenditure account in equal annual amounts over the lease term.

**2. OPERATING SURPLUS BEFORE TAXATION**

The operating surplus before taxation is stated after charging:

	<b>1999</b>	<b>1998</b>
	<b>£</b>	<b>£</b>
Depreciation:		
- owned assets	10,078	5,837
Loss on disposal of fixed assets	138	-
Rentals under operating leases		
- land and buildings	21,961	29,456
- other operating leases	-	1,401
Auditors' remuneration	5,875	5,816
	5,875	5,816



**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
**For the year ended 30 June 1999**

**3. EMPLOYEES AND DIRECTORS**

	<b>1999</b>	<b>1998</b>
	<b>No.</b>	<b>No.</b>
The average number employed by the company in the year was:	<u>7</u>	<u>6</u>
	<b>1999</b>	<b>1998</b>
	<b>£</b>	<b>£</b>
The costs incurred in respect of those employees were:		
Wages and salaries	154,077	154,546
Social security costs	<u>15,136</u>	<u>15,474</u>
	<u>169,213</u>	<u>170,020</u>

No director received any emoluments in the year ended 30 June 1999 (year ended 30 June 1998 - £nil).

**4. TAXATION**

	<b>1999</b>	<b>1998</b>
	<b>£</b>	<b>£</b>
United Kingdom corporation tax at 21% (1998 -21%)	4,702	4,896
	<u>4,702</u>	<u>4,896</u>

The tax charge is low because the company is chargeable to tax on its investment income only.

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
**For the year ended 30 June 1999**

**5. TANGIBLE FIXED ASSETS**

	<b>Furniture and office equipment £</b>
<b>Cost</b>	
At 1 July 1998	29,954
Additions in year	20,610
Disposals in year	(344)
	50,220
<b>Depreciation</b>	
At 1 July 1998	13,485
Charge for the year	10,078
Written off on disposals	(206)
	23,357
<b>Net book value</b>	
At 30 June 1999	26,863
At 30 June 1998	16,469

**6. DEBTORS**

	<b>1999 £</b>	<b>1998 £</b>
Other debtors	30,459	7,638
Prepayments and accrued income	12,707	10,133
	43,166	17,771

**7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>1999 £</b>	<b>1998 £</b>
Other creditors	9,381	12,504
Taxation and social security	9,963	9,893
Accruals	15,000	7,978
Deferred income	70,000	104,803
	104,344	135,178

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
**For the year ended 30 June 1999**

**8. RESERVES**

	<b>General reserve £</b>
At 1 July 1998	335,790
Transfer from income and expenditure account	<u>10,930</u>
At 30 June 1999	<u><u>346,720</u></u>

**9. OPERATING LEASE COMMITMENTS**

At 30 June 1999 the company was committed to making the following payments during the next year in respect of operating leases:

	<b>Land and buildings £</b>	<b>Other £</b>
Leases which expire:		
Within one year	-	-
Within two to five years	<u>29,375</u>	<u>-</u>
	<u><u>29,375</u></u>	<u><u>-</u></u>

**10. LIABILITY**

The liability of the members on winding up is limited to such amounts as may be required, not exceeding £1 per member.

There were 338 members at 30 June 1999 (30 June 1998 - 328).

17

REGISTERED  
NUMBER: 3067909.

THE COMPANIES ACTS 1985 to 1989

A COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
OF  
COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT  
LIMITED

*(As amended by special resolutions passed on 8 December 1998 and 5 November 1999)*

PRELIMINARY

1. The regulations contained in Table C of the Companies (Tables A to F) Regulations 1985 shall not apply to the Company but the articles hereinafter contained shall constitute the Articles of Association of the Company.

INTERPRETATION

2. (1) In these articles, unless the context otherwise provides:

"Act" means the Companies Act 1985 including any statutory modifications or re-enactment thereof for the time being in force.

"Articles" means the Articles of Association of the Company as originally framed or as may be altered from time to time.

"Board" means the directors for the time being of the Company as a body or the directors present at a meeting of directors at which a quorum is present.

"CCGTM" means the Commonwealth Consultative Group on Technology Management and/or, where the context so requires, its Private Sector Partnership.

"Chairman" means the person appointed by the directors to be the chairman of the board of directors.

"clear day" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"financially contributing" means having made an actual financial contribution to the general funds of the company in an amount not less than the amount determined pursuant to Article 18.

"Office" means the registered office of the company.



"person" includes a partnership, a body corporate, an institution, society, association or any other form of organisation.

"Seal" means the common seal of the Company.

"Secretary" means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy secretary.

"Secretary-General" means the Secretary-General of the Commonwealth.

(2) for the purposes of Articles 25,37,39,63,64,80 and 90 the phrase "category/ies of member/s described in Article 4" means

- (a) in respect of government members, both financially contributing and non-financially contributing government members; and
- (b) in respect of Private and Public Sector Members, financially contributing members of this category of member.

(3) Unless the context otherwise requires, words or expressions in these Articles have the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

(4) Words importing the singular number shall include the plural and vice-versa.

(5) Words importing the masculine gender shall include the feminine gender, and vice-versa.

## **QUALIFICATION AND ADMISSION OF MEMBERS**

3. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.

4. There shall be four categories of member namely Government Members, Nominees of the Secretary-General of the Commonwealth, Private and Public Sector Members and Networking Members. The criteria for eligibility for the aforementioned four categories of membership shall be:

### Government Members

- (i) persons nominated by Heads of Government of member countries of the Commonwealth. Each Head of Government of a member country of the Commonwealth shall be entitled to nominate one person as a member to represent that member country's interests;

### Nominees of the Secretary-General of the Commonwealth

- (ii) persons nominated by the Secretary-General, who may nominate one person (other than an officer or employee of the Commonwealth Secretariat) to represent the interests of the Commonwealth and may also nominate one or more officers of the Commonwealth Secretariat as members;

### Private and Public Sector Members

- (iii) persons engaged in business relevant to the objectives of the Company;
- (iv) persons other than natural persons operating in the private sector whether or not they are owned in part by the government of a sovereign state or an agency of such government or by the government or agency of government of a dependent territory however described; and
- (v)\* public sector corporations including bodies incorporated by statute, or by charter;

### Networking Members

- (vi)\* Any natural person participating in the voluntary co-operative networking and co-operative resourcing of the Company and any other natural person offering advisory services on a voluntary basis to promote the objects of the company.

5. Admission of Private and Public Sector Members and Networking Members is by invitation and subject to approval by the directors. The directors shall have an absolute discretion to determine that such a person is or is not eligible or suitable for membership or to postpone consideration on the question of eligibility or suitability and shall not be bound to give any reason for any such determination or postponement.

6. *(Deleted by special resolution passed on 8 December 1998)*

7. Every person nominated as or invited to be a member must sign and deliver to the Secretary a form of admission in such form as the directors may approve. The admission form shall be signed, if the person is an individual, by himself and if an organisation, corporate body or other entity by its duly authorised officer.

8. The Secretary shall enter the names of all members in the Register of Members and shall indicate in such Register the category of member to which each member belongs. A person shall become a member of the Company when his name is entered in the register of members.

\* *Amended by special resolution passed on 8 December 1998*

## **DISQUALIFICATION, SUSPENSION AND TERMINATION OF MEMBERSHIP**

9. A person nominated by another shall cease to be a member upon receipt by the company of a written notice signed by that persons' nominator withdrawing his nomination.

10. A Networking Member or a Private and Public Sector Member who is a natural person shall cease to be a member of the company:

- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors;
- (b) if he is, or may be, suffering from mental disorder and either:

- (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or an application for admission under the Mental Health (Scotland) Act 1960 or any equivalent law in the Commonwealth country in which the member ordinarily resides; or

- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

- (c) if, being engaged in any profession, he is prohibited from continuing to practise by a body having disciplinary powers in relation to that profession; or

- (d) if he commits or is in the process of committing an act which the directors consider to be against the interests of the Company.

11. (1) A Private or Public Sector Member which is a corporation shall cease to be a member if:

- (a) any order is made or a resolution is passed to wind up the member or it has, in the opinion of the directors, otherwise ceased to exist;

- (b) distress action or other execution is levied on the assets of the member or a Receiver is appointed over any part of the assets of the member.

(2) A Private and Public Sector Member which is not an individual or a corporation shall cease to be a member if it has ceased to exist or if, in the opinion of the Board, it has ceased to operate.

12. (1) Any Private and Public Sector or Networking Member who fails in the observance of any of the rules and regulations of the Company may have his membership terminated by resolution of a majority of the directors present and voting at a directors' meeting. Such member shall be given seven clear days notice of the directors' meeting at which the termination of his membership is to be discussed and he may attend the meeting, but shall not be present at the voting or take part in proceedings otherwise than as allowed by the directors. Upon conclusion of the directors' meeting the Secretary shall send to the member a written notice indicating whether or not his membership has been terminated.

(2)\* The directors may by resolution terminate the membership of any Private and Public Sector member or Networking member who in the opinion of the directors has not participated sufficiently in the activities of the Company.

(3)\* A member whose membership is terminated in accordance with paragraph (1) or (2) of this Article may within seven days after receipt of the written notice of termination of his membership request a review of the directors' decision at a further directors' meeting at which not less than two-thirds of the directors shall be present. The provisions of paragraph (1) of this Article as to notice of, attendance at, participation in and notification of the decision of such meeting shall apply to such further meeting. The decision of the directors at the further directors' meeting shall be final.

13. Any person ceasing to be a member may be re-admitted to membership by the directors at their discretion. No person who ceases to be a member shall be readmitted to membership within a period of one year of the cessation of his membership.

#### **CESSATION OF MEMBERSHIP**

14. A member may at any time withdraw from the company by giving at least seven clear days notice in writing to the company. Membership shall not be transferable or held in joint names and shall cease on death.

#### **EFFECT OF TERMINATION OR CESSATION**

15. (1) A member whose membership is terminated or who ceases to be a member shall:
- (a) not as a member have any interest in or claim against the funds or property of the company and, in particular, shall not be entitled to repayment in whole or part of any sum previously paid by such person by way of annual subscription or otherwise;
  - (b) forfeit all the rights and privileges of membership and shall remain liable for one year after cessation of his membership for payment of the debts and other liabilities of the company contracted before he ceased to be a member and costs, charges and expenses of winding up the company to such amount as may be required not exceeding one (1) pound Sterling.

\* *Amended by special resolution passed on 8 December 1998*



(2) Any sum payable by way of annual subscription or otherwise to the Company which is in arrears or overdue at the date of any termination or cessation of membership, whatever the cause, shall remain fully due and payable by the person ceasing to be a member.

### **RIGHTS AND DUTIES OF MEMBERS**

16. Every member shall be bound to further to the best of his ability the objects and interests of the company and shall observe all the rules and regulations of the company made pursuant to the powers contained in these Articles.

17. All members shall be entitled to reasonable access to the premises of the company and to all such information and advice with regard to the activities of the company as the directors deem expedient to supply.

18. (1)\* The directors shall determine the respective levels of annual contribution for Government members, Private Sector members and Public Sector Corporate members.

(2) Following determination of the relevant level of contribution in accordance with paragraph (1) of this Article, a member shall only be eligible to vote on the appointment or removal of a director representing a financially contributing class of member if that member has made a contribution in accordance with such determination.

### **OBSERVER STATUS**

19. Where a member country of the Commonwealth feels unable to nominate a person as a member of the Company or to act as a director of the Company because of difficulties relating to diplomatic immunity, the Board shall, if such member country makes a contribution to the Company which would otherwise be regarded as sufficient for the purposes of paragraph (2) of Article 18, allow such member country to designate a person as an observer and the provisions of Article 91 (1) (a) to (d) apply *mutatis mutandis* to such person.

### **GENERAL MEETINGS**

20. (1) Except as provided in this Article, an annual general meeting of the company shall be held in accordance with the provisions of the Act.

(2) The company may by resolution in accordance with ss. 366A and 379A of the Act, elect to dispense with annual general meetings.

(3) In any year in which an annual general meeting would be required to be held, but for an election of the type described in paragraph (2) of this Article, and in which no such meeting has been held, then if it is a year in which the Heads of Government of Commonwealth Countries are to meet, a director shall by notice to the company not later than three months before the date of the meeting of Heads of Government, require the holding of an annual general meeting in that year.

\* Amended by special resolution passed on 8 December 1998

21. All general meetings other than annual general meetings shall be called extraordinary general meetings.

22. (1) The directors may call general meetings of any kind.

(2) If members, pursuant to the provisions of the Act, requisition an extraordinary general meeting, the directors shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

### NOTICE OF GENERAL MEETINGS

23.\* An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 21 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

(a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting by a majority in numbers of members having a right to attend and vote being a majority together holding not less than ninety five percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the directors and auditors.

24. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### PROCEEDINGS AT GENERAL MEETINGS

25. No business shall be transacted at any meeting unless a quorum is present. A quorum shall be constituted when ten persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, are present at a meeting provided always that a quorum shall not be taken to be constituted unless the ten persons constituting it include at least one representative of each of the four categories of members described in Article 4.

26. If such a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the following day at the same time and place or to such time and place as the Chairman may determine. If a quorum is not present within half an hour from the time appointed for the adjourned meeting or if during the adjourned meeting such a quorum ceases to be present the meeting shall stand adjourned to such time and place as the Chairman may determine.

\* Amended by special resolution passed on 8 December 1998

27. The Chairman, or in his absence, some other director nominated by the directors shall preside as chairman of the meeting but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

28. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

29. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

30. The chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting for a period of twenty four hours, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

31. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded. Subject to the provisions of the Act, a poll may be demanded:

(a) by the Chairman; or

(b) by at least two members having the right to vote at the meeting; or

(c) by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting and a demand by a person as proxy for a member shall be the same as a demand by the member.

32. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

33. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

34. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

35. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

36. A poll demanded on the election of a chairman shall be taken forthwith and a poll demanded on any other question shall be taken at such time during the course of the meeting as the chairman of the meeting directs. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

37. A resolution in writing executed by or on behalf of each and every member who would have been entitled to vote upon it if it had been proposed at a general meeting or meeting of a category of member at which he was present shall be as effectual as if it had been passed at a general meeting or meeting of a category of member duly convened and held. Such resolution may consist of several instruments in the like form each executed by or on behalf of one or more members.

### VOTES OF MEMBERS

38. On a show of hands every member present in person and entitled to vote or on a poll every member present in person or by proxy and entitled to vote shall have one vote.

39. No resolution to alter the Memorandum or Articles, or to wind up the company, shall be passed unless the majority in favour of the resolution includes a vote in favour of the resolution cast by at least one member representing each category of member described in Article 4.

40. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

41. On a poll votes may be given personally or by proxy.

42. Subject to paragraph (2) of Article 18, on a vote to appoint directors representing categories of members each category of member shall vote separately for the director or directors to represent it and no member may vote on a question relating to the appointment of a director to represent a category of member of which the elector is not a member.

43. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

**Commonwealth Partnership for Technology Management Limited**

I,.....of.....  
member of the abovenamed company, hereby appoint  
.....of.....or,  
failing him, .....of .....  
as my proxy to vote in my name and on my behalf  
at the annual/extraordinary general meeting of the  
company to be held on ....., and at any adjournment thereof  
Signed.....on .....(date)

44. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

**Commonwealth Partnership for Technology Management Limited**

I,.....of.....  
member of the abovenamed company, hereby appoint  
.....of.....or,  
failing him, .....of .....

as my proxy to vote in my name and on my behalf  
at the annual/extraordinary general meeting of the  
company to be held on ....., and at any adjournment thereof.  
This form is to be used in respect of the resolutions  
mentioned below as follows:  
Resolution No. 1 \*for \*against  
Resolution No. 2 \*for \*against  
etc. (\* Strike out whichever is not desired)

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed .....on .....date

45. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the office or at such place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. Any instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

46. A vote given or a poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded.

**NUMBER OF DIRECTORS**

47.\* Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than ten.

48.\* The following appointments of directors shall be made:

(a) one director appointed by the Secretary-General to represent the non-financially contributing Government Members;

\* Amended by special resolution passed on 8 December 1998

- (b) one director who shall be a member (other than an officer or employee of the Commonwealth Secretariat) appointed by the Secretary-General in accordance with sub-paragraph (ii) of Article 4 and who shall represent the Secretary-General;
- (c)\* three directors who shall be drawn from and who shall represent and be appointed by financially contributing Government members;
- (d)\* three directors who shall be drawn from and shall be appointed by Private and Public Sector Members, two of whom shall represent the financially contributing personal and other members coming from the private sector and one of whom shall represent the financially contributing public sector corporate members;
- (e)\* two directors who shall be drawn from and who shall represent and be appointed by Networking Members; and
- (f)\* if a majority of the directors so decides, up to but not more than two members (who may be drawn from but shall not represent any category of member) may be appointed as directors.

#### **ALTERNATE DIRECTORS**

49. (1) Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

(2) The power of the director appointed by the Secretary-General of the Commonwealth to appoint an alternate director shall only be exercised after consultation with the Secretary-General.

50. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointer is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointer as a director in his absence.

51. An alternate director shall cease to be an alternate director if his appointer ceases to be a director: but if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his reappointment shall continue after his reappointment.

52. Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors.

53. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

\* *Amended by special resolution passed on 8 December 1998*

## **POWERS AND DUTIES OF THE BOARD**

54. Subject to the provisions of the Act, the Memorandum and the Articles, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the Memorandum or Articles shall invalidate any prior act of the directors which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors, notwithstanding the absence of one or more of their number or a vacancy in their body.

55. The directors may appoint one of their number to be chairman of the Board and may at any time remove him from that office.

56.\*\* The Board may appoint a person as chief executive officer (who may also occupy the office of director of the Company) on such terms and conditions as the Board may determine. A person so appointed may be remunerated for his services as chief executive officer and, where he is not a director of the Company, shall have the right to attend and speak, but not to vote, at meetings of the Board. Save as otherwise expressly provided by these Articles the chief executive shall have day to day control of the business of the Company subject to agreed financial limits to be determined by the Board and shall perform such functions as may from time to time be determined by the Board or, with the Board's agreement, the Chairman.

57. *(Deleted by special resolution passed on 8 December 1998)*

58. The board may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

59. In addition to all powers expressly conferred upon it, and without detracting from the generality of its powers under any of these Articles, the Board has the power, from time to time to make, repeal or alter regulations as to the management of the company and the affairs thereof, and as to the duties of any officers or servants of the company, and as to their conduct. All regulations so made which are for the time being in force shall be binding upon the members and shall have full effect accordingly.

60. The Board shall ensure that the Networking Members are enabled to continue to develop co-operative networking and co-operative resourcing as these terms are understood by the Board in light of the experience of CCGTM.

## **DELEGATION OF DIRECTORS' POWERS**

61.(1) The board may delegate any of its powers to any committee of directors consisting of such person or persons (whether or not a director or directors or a member or members) as the Board thinks fit provided that the majority of members of any such committee shall be directors. It may also delegate to any person exercising the powers of chief executive officer such of its powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the

\*\* *Amended by special resolution passed on 5 November 1999*

board may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee of directors shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying. If the Board by unanimous resolution so decides, the quorum requirements of Article 81 shall not apply to meetings of a committee of directors.

- (2) The Board may appoint one or more advisory committees. An advisory committee shall consist of such person or persons (whether or not a director or directors or a member or members) as the Board thinks fit. An advisory committee shall not constitute a committee appointed pursuant to paragraph (a) of this Article and the Board may not delegate any of its powers to an advisory committee.

### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

62. At the first annual general meeting of the company all the directors shall retire from office, and at every subsequent annual general meeting those directors whose terms of appointment expire in accordance with these Articles shall retire.

63.\* Each category of member of the company may by ordinary resolution appoint a member who is willing to act to be a director representing that category of member to fill a vacancy.

64.\* Each category of member of the company shall, when electing a director or appointing a director to fill a vacancy, determine a term of office, which shall not exceed for that director the period expiring at the conclusion of the third AGM after the AGM at which he was appointed a director. Subject to these Articles, each director shall retire at the conclusion of the term of office for which he was appointed but he shall be eligible for reappointment.

65. Subject to the provisions of the Act and these Articles, the directors to retire by rotation at any annual general meeting shall be those whose terms of appointment as set by the category of member appointing them, expire.

66. If the company or the relevant category of member (whichever the case may be) at the general meeting at which a director retires does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed for a period of one year unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.

67.\* No person other than a director retiring by the passage of time shall be appointed or reappointed a director at any general meeting unless not less than forty-five and not more than sixty days before the date appointed for the meeting, notice executed by a member qualified to vote upon a resolution to appoint a director representing the category of member to which that member belongs at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.

\* *Amended by special resolution passed on 8 December 1998*



**THE COMPANIES ACTS 1985 to 1989**  
**A COMPANY LIMITED BY GUARANTEE AND**  
**NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT**  
**LIMITED**

*(As amended by special resolutions passed on 8 December 1998 and 5 November 1999)*

68.\* Not less than twenty-one and not more than sixty clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give particulars of that person which would, if he were so appointed or reappointed, be required to be included in the company's register of directors.

69. The directors may, by unanimous resolution, appoint a member who is willing to act to be a director, to fill a vacancy provided that such appointment does not alter the relative representation of the categories of member by directors.

70. A director appointed pursuant to Article 69 shall hold office only until the conclusion of the next following annual general meeting and may be re-appointed at the next annual general meeting by the members belonging to the category of member that director represents.

71. Notwithstanding anything contained in the Articles relating to the alteration of the number of directors of the company, no action to change the number of directors shall be effective if that action has the effect of changing the relative representation by directors of the categories of members of the company as set out in Article 48.

72. Subject to these Articles, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed he shall retain office until the meeting appoints someone in his place.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

73. The office of a director shall be vacated if:

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors; or
- (c) he is, or may be, suffering from mental disorder and either:
  - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or an application for admission under the Mental Health (Scotland) Act 1960 or any equivalent law in the Commonwealth country in which the member ordinarily resides; or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

\* Amended by special resolution passed on 8 December 1998

- (d) he resigns his office by notice to the company; or
- (e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated; or
- (f) he ceases to be a member of the Company.

#### **REMUNERATION OF DIRECTORS**

74. The directors shall not be entitled to any remuneration from the company for serving on the Board.

#### **DIRECTORS' EXPENSES**

75. The directors may be paid all travelling, accommodation and other expenses reasonably and properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties on such terms as the Board may determine.

#### **DIRECTORS' INTERESTS**

76. Subject to the provisions of the Act, and provided he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

77. For the purposes of article 76:

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice of any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

## **DIRECTORS' PENSIONS AND GRATUITIES**

78. Save as expressly provided in these Articles, the directors may not provide to any existing or former director (who is or was a director because he represents or represented one of the categories of member) any benefit whatsoever, whether by the payment of gratuities or pensions or by insurance or otherwise.

## **PROCEEDINGS OF THE BOARD**

79. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.

80. Notwithstanding anything contained in these articles, and in particular in article 79, no resolution of the directors which:

- (a) changes the overall balance between fee based and non fee based activities of the company; or
- (b) is inconsistent with general policy directions given by Commonwealth Heads of Government or by Commonwealth Ministers at one of their periodic meetings,

shall be passed unless the majority in favour of the resolution includes a vote in favour of the resolution cast by at least one director representing each category of member described in Article 4.

81.\* The quorum necessary for the transaction of business by the directors shall be four (4) directors provided always that a quorum shall not exist or be deemed to exist unless one director representing each of the categories of member described in Article 4 is present and entitled to vote. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum.

82.\* The continuing directors may act notwithstanding any vacancies in their number, but if the number of directors is less than the number fixed as the quorum, or no longer represents each category of member, the continuing directors or director may act only for the purpose of calling a general meeting.

83. Unless he is unwilling to do so, the Chairman shall preside at every meeting of directors at which he is present but if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be the chairman of the meeting.

*\* Amended by special resolution passed on 8 December 1998*

84. All acts done by a meeting of directors, or by a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment or continuance in office of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote provided only that an act done by a meeting of directors, or of a committee of directors or by a person acting as a director shall not be valid if it is afterwards discovered that the defect in appointment of a director had the effect of giving one category of member more than its entitled share of the directors.

85. Subject to the Articles, a resolution in writing, signed by every director entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointer and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. Any such resolution may consist of several instruments in the like form each signed by or on behalf of one or more directors.

86. Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his interest arises only because the case falls within one or more of the following paragraphs:

- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the company;
- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the company for which the director has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of a security.

For the purposes of this article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this article becomes binding on the company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointer shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

87. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

88. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

89. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

90. The directors may continue to act although their number is reduced by death, retirement or otherwise, below the number of ten provided that the remaining directors include at least one representative of each of the categories of member described in Article 4.

### **COMMONWEALTH LIAISON**

91. (1) For the purpose of ensuring effective liaison between the company and the Secretary-General in the discharge of his obligations to Commonwealth Heads of Government, the Secretary General may designate an officer of the Commonwealth Secretariat who is a member of the company as liaison officer. The person so designated:

- (a) shall be given access to all information about the Company relevant to the performance of his function;
- (b) shall be given notice of all meetings of the company and of all directors' meetings including meetings of committees of directors;
- (c) may attend any meeting of which he is entitled to receive notice;
- (d) shall be invited, with the agreement of the Chairman, to speak at and to circulate information to meetings which he attends.

(2) A person designated pursuant to paragraph (1) of this Article does not, by virtue of this Article, have the right to vote at meetings of the company or at meetings of directors or committees of directors.

(3) Nothing in this Article shall be construed as requiring the company to meet expenses incurred by the person designated pursuant to paragraph (1) in carrying out the liaison role.

### **SECRETARY**

92. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

### **MINUTES**

93. The directors shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings at meetings of the company and of directors and of committees of directors including the names of the directors present at each such meeting and of any others in attendance.

## SEAL

94. The Seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or by two directors.

## ACCOUNTS

95. The directors shall as soon as may be practicable after the business of the company has commenced open or cause to be opened in the name of the company an account or accounts with a bank or banks incorporated in or outside the United Kingdom. The accounts shall be used for all receipts and payments and shall be operated by cheques signed on behalf of the company by two or more signatories authorised by the Board. The company may invest any surplus funds not immediately required for expenditure in any lawful manner which the Board in its discretion deems advisable.

96. The directors shall cause proper books of account to be kept in respect of:

- (a) all sums of money received and expended by the company and the matters in respect of which receipt and expenditure take place;
- (b) the assets and liabilities of the Company;
- (c) all sales and purchases by the company.

97. The books of account shall be kept at the Office or at such other place or places as the directors may think fit, subject to the Act, and shall always be open to inspection by the directors. No member of the company (as such) shall have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.

98. The directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the company in general meeting such income and expenditure, balance sheet and reports as are referred to in the Act.

## AUDITORS

99. Auditors shall be appointed by the company at its annual general meeting or, if the annual general meeting is suspended pursuant to Article 20(2), by the Board and may be re-appointed. Their duties shall be regulated in accordance with the Act.

## NOTICES

100. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of directors need not be in writing.

101. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at

that address or by sending by facsimile a copy of the notice to a facsimile number notified by the member as his registered facsimile number. A member whose registered address is not within the United Kingdom is entitled to receive any notice from the company.

102. A member present, either in person or by proxy, at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, the purpose for which it was called.

103. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that a notice was successfully sent to a registered facsimile number shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of:

- (a) 48 hours after the envelope containing it was posted if the member's registered address is in the United Kingdom;
- (b) 24 hours after the facsimile is recorded as having been successfully sent, regardless of the country in which the member has his registered address; and
- (c) 21 days (if sent by airmail) after the envelope containing it was posted if the member's registered address is outside the United Kingdom.

#### **WINDING-UP**

104. (1)\* If one category of member withdraws from the company or otherwise ceases to exist or if the representation of one category of member falls below the minimum required for that category to appoint the number of directors required to contribute to the making of a quorum, the remaining directors shall decide if the Company should continue to operate.

(2) Clause 8 of the Memorandum of Association of the Company relating to the winding-up of the company shall have effect as if the provisions thereof were repeated in these Articles.

#### **INDEMNITY**

105. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

#### **INTERPRETATION OF ARTICLES**

106. If any doubt shall arise as to the proper construction or meaning of any provision of these Articles or of any rule or regulation made hereunder or of any expression used herein, the directors shall resolve such doubt and the decision of the directors shall be final and conclusive provided that such decision is recorded in the Minute Book of the proceedings of meetings of the directors.

\* *Amended by special resolution passed on 8 December 1998*



## **NAMES AND ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

**Names, addresses and descriptions  
of subscribers:**

**1. Dr. Moses Nee Buernor Ayiku  
3 Ghanair Avenue Extension  
Airport Residential Area  
Accra  
Ghana**

**Signed: M N B Ayiku.**

**Dated the 2nd day of May 1995.**

**Witness to the above signature:**

**Signed: Iftikhar Ahmed  
Nuclear Physicist**

**2. Mr. Rundheersing Bheenick  
Royal Road  
Moka  
Mauritius**

**Signed: R Bheenick**

**Dated the 2nd day of May 1995.**

**Witness to the above signature:**

**Signed: D C M Corbett  
Manager**

**3. Dr William Stanley Bardo  
Cherry Tree Farm  
Missenden Road  
Great Kingshill  
Bucks HP15 6ED**

**Signed: W S Bardo**

**Dated the 27th day of April 1995.**

**Witness to the above signature:**

**Signed: M Y Smith  
General Manager, CCGTM/PSP**

4. Ambassador Parameswaran Nagalingam  
63 Lengkok Aminuddin Baki  
Taman Tun Dr Ismail  
60000 Kuala Lumpur  
Malaysia

Signed: Parameswaran Nagalingam

Dated the 3rd day of May 1995.

Witness to the above signature:

Signed: Riza Sellahettin  
Second Secretary

5. Prof. Michael George Pitman  
50 Booroondara Street  
Reid ACT 2601  
Australia

Signed: M G Pitman

Dated the 26th day of April 1995.

Witness to the above signature:

Signed: A Law  
Public Servant

6. Tan Sri Datuk Dr Omar Abdul Rahman  
No 34 Jalan Tualang  
Bukit Bandaraya, Bangsar  
59100 Kuala Lumpur  
Wilayah Persekutuan  
Malaysia

Signed: Omar A Rahman

Dated the 2nd day of May 1995.

Witness to the above signature:

Signed: C Sagayam  
International Liaison Officer

7. Mr. Frank Rampersad  
2 St Vincent Avenue  
Federation Park  
Port of Spain  
Trinidad

Signed: F Rampersad

Dated the 2nd day of May 1995.

Witness to the above signature:

Signed: A Jayasekera - PA.

8. Prof. Peter Serracino-Inglott  
University of Malta  
Msida  
Malta

Signed: P Serracino-Inglott

Dated the 1st day of June 1995.

Witness to the above signature:

Signed: M J Zammit  
Secretary

9. Jonathan Solomon  
12 Kidderpore Gardens  
London NW3

Signed: J Solomon

Dated the 28th day of May 1995.

Witness to the above signature:

Signed: V Dallyn  
Secretarial Assistant

10. Y. Bhg. Dato' Francis Yeoh Sock Ping  
No 3, Lorong 16/7B  
46350 Petaling Jaya  
Selangor  
Malaysia

Signed: F Yeoh Sock Ping

Dated the 10th day of May 1995

Witness to the above signature:

Signed: Khoo Khee Cheong  
Personal Assistant

Company Registration No. 3067909

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**

**(A company limited by guarantee)**

**Report and Financial Statements**

**30 June 2000**



LD2  
COMPANIES HOUSE

\*LL0ZDY04\*

0393  
05/03/01

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**REPORT AND FINANCIAL STATEMENTS 2000**

<b>CONTENTS</b>	<b>Page</b>
<b>Officers and professional advisers</b>	<b>1-3</b>
<b>Directors' report</b>	<b>4</b>
<b>Auditors' report</b>	<b>7</b>
<b>Income and expenditure account</b>	<b>8</b>
<b>Balance sheet</b>	<b>9</b>
<b>Notes to the accounts</b>	<b>10</b>

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**DIRECTORS**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia)                      Chairman  
Dr Moses Nee Buernor Ayiku (Ghana)  
Mr Ian Christopher Downing  
Mr G. Hussein G. Haniff (Malaysia)  
Prof Bishnodat Persaud (Barbados)  
Prof Michael George Pitman OBE (Australia) - *deceased 30/3/00*  
Mr Cyril Ramaphosa (South Africa)  
Mr Jonathan Hilali Moiese Solomon - *deceased 21/5/00*  
Tan Sri Dato' Francis Yeoh Sock Ping (Malaysia)  
Prof Noel Zarb-Adami (Malta)  
Datuk Dr Mihaela Y Smith, PJN - *appointed 5/11/99*                      Chief Executive

Mr Roger Arthur Bambrough - *resigned 23/8/99*  
(alternate to Tan Sri Dato' Francis Yeoh Sock Ping)  
Dr George Christodoulides (Cyprus) - *lapsed 30/3/00 on death of nominating director*  
(alternate to Prof Michael George Pitman)  
Mrs Catherine Cunningham  
(alternate to Prof Noel Zarb-Adami)  
Mr Keith Jordan  
(alternate to Mr Ian Downing)  
Mr Ramanan Rickie Sankar (Guyana)  
(alternate to Dr Moses Nee Buernor Ayiku)  
Mr Lim Man Onn (Malaysia)  
(appointed alternate to Tan Sri Dato' Francis Yeoh Sock Ping on 5/11/99)  
Mr Mohamad Muda (Malaysia)  
(appointed alternate to Mr G Hussein G Haniff on 5/11/99)  
The Rt. Hon. Sir Geoffrey Pattie, PC  
(alternate to Mr Cyril Ramaphosa)  
Mr Husni Zai Yaacob (Malaysia) - *resigned 15/10/99*  
(alternate to Mr G. Hussein G. Haniff)

**CHIEF EXECUTIVE**

Datuk Dr Mihaela Yvonne Smith PJN

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
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**MANAGEMENT COMMITTEE**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia)	Chairman, <i>ex officio</i>
Mr John Boughton	
Dr George Christodoulides (Cyprus)	
Mrs Catherine M Cunningham	
Mr Ian Christopher Downing	
Mr John Percival W Jeffers (Barbados)	
Mr Jonathan Hilali Moiese Solomon - <i>deceased 21/5/00</i>	
Datuk Dr Mihaela Yvonne Smith PJN	Chief Executive, <i>ex officio</i>

**PARTNERSHIP STEERING GROUP**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia)	Chairman, <i>ex officio</i>
Mr Gordon Adgey	
Dr Iftikhar Ahmed	
Mr Adrian Augier (St. Lucia)	
Mr Rundheersing Bheenick (Mauritius)	
Prof. Chris Chetsanga (Zimbabwe)	
Dr George Christodoulides (Cyprus)	
Mrs Catherine M Cunningham	
Dr Leake Shilimwati Hangala (Namibia)	
Mrs Eunice Kazembe (Malawi)	
Dr Ken R Lum (Secretary, Commonwealth Science Council; Commonwealth Secretariat), <i>ex officio</i>	
Mr Christopher Pastakia	
Prof Michael George Pitman OBE (Australia) - <i>deceased 30/3/00</i>	
Datuk Shahril Shamsuddin (Malaysia)	
Datuk Dr Mihaela Yvonne Smith PJN	Chief Executive, <i>ex officio</i>
Dr Basil Springer (Barbados)	
Mr Ian Strachan (South Africa)	

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**SECRETARY**

Comat Registrars Limited  
9 Gray's Inn Square  
Gray's Inn  
London WC1R 5JQ

**REGISTERED OFFICE**

14 Queen Anne's Gate  
London SW1H 9AA

**BANKERS**

HSBC Bank plc  
69 Pall Mall  
London SW1Y 5EY

**SOLICITORS**

Roiter Zucker  
Regent House  
5 Broadhurst Gardens  
Swiss Cottage  
London NW3 3QX

Speechly Bircham  
Bouverie House  
154 Fleet Street  
London EC4A 2HX

**AUDITORS**

Deloitte & Touche  
Chartered Accountants  
Leda House  
Station Road  
Cambridge  
CB1 2RN



**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for the year ended 30 June 2000.

**IN MEMORIAM**

The directors record with great regret the deaths of Prof Michael Pitman, OBE and Mr Jonathan Solomon. Both directors had taken a very active role in the direction and management of the Company since its formation in 1995 and their wise counsel will be sorely missed.

**ACTIVITIES**

The Commonwealth Partnership for Technology Management Limited is set up to provide advisory services to Commonwealth countries, institutions and organisations, with particular reference to technology and environmental assessment and management, and the inter-relationship between these issues and economic policy; to promote a global approach to the harnessing of technology for development through public and private sector partnerships; to foster the creation of other international partnerships between the public and private sectors for the benefit of Commonwealth countries; to use co-operative networking and resourcing to enhance national capacities of Commonwealth countries to manage technology for growth and sustainable development. The company does not trade and any surplus at the year end is transferred to reserves to meet future running costs.

**REVIEW OF ACTIVITIES**

The company was incorporated on 13 June 1995 and commenced its activities on 1 July 1995. The company made a deficit after taxation for the year to 30 June 2000 of £(58,380). (1999 - surplus of £10,930).

**FUTURE DEVELOPMENTS**

The company will continue to provide advisory services as stated in the Company's objects and to develop further the concept and practice of public/private sector partnership through co-operative networking.

**DIRECTORS AND THEIR INTERESTS**

The membership of the Board is set out on page 1. All directors are also members of the company.

**DIRECTORS' RESPONSIBILITIES**

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the company will continue in business.

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**DIRECTORS' RESPONSIBILITIES (cont.)**

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**AUDITORS**

A resolution for the reappointment of Deloitte & Touche as auditors of the company will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors  
and signed on behalf of the Board



Tan Sri Datuk Dr Omar bin Abdul Rahman  
Chairman

18/4 /2000

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**AUDITORS' REPORT TO THE MEMBERS OF  
COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**

We have audited the financial statements on pages 8 to 14 which have been prepared under the accounting policies set out on page 10.

**Respective responsibilities of directors and auditors**

As described on pages 4 and 5 the company's directors are responsible for the preparation of financial statements, which are required to be prepared in accordance with the applicable United Kingdom law and accounting standards. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.


**Basis of opinion**

We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

**Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 30 June 2000 and of its deficit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Deloitte & Touche

Leda House

Station Road

Cambridge CB1 2RN

Chartered Accountants and Registered Auditors

6/Oct/2000

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**INCOME AND EXPENDITURE ACCOUNT**

Year ended 30 June 2000

	Note	2000 £	1999 £
<b>INCOME:</b>			
Contributions		362,551	401,742
Interest received		14,346	22,392
Other income		13,958	23,254
		<u>390,855</u>	<u>447,388</u>
<b>EXPENDITURE</b>		<u>(446,571)</u>	<u>(431,756)</u>
<b>OPERATING (DEFICIT) SURPLUS BEFORE TAXATION</b>	2	(55,716)	15,632
<b>TAXATION</b>	4	<u>2,664</u>	<u>(4,702)</u>
<b>(DEFICIT)/SURPLUS FOR THE YEAR TRANSFERRED TO RESERVES</b>	8	<u><u>(58,380)</u></u>	<u><u>10,930</u></u>

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

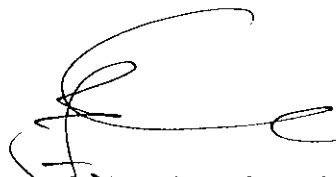
**BALANCE SHEET**

**30 June 2000**

	Note	2000		1999	
		£	£	£	£
<b>FIXED ASSETS</b>					
Tangible Assets	5		18,895		26,863
<b>CURRENT ASSETS</b>					
Debtors	6	125,890		43,166	
Cash at bank and in hand		221,102		381,035	
		<u>346,992</u>		<u>424,201</u>	
<b>CREDITORS: amounts falling due within one year</b>	7		<u>(77,547)</u>		<u>(104,344)</u>
<b>NET CURRENT ASSETS</b>			<u>269,445</u>		<u>319,857</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<u><u>288,340</u></u>		<u><u>346,720</u></u>
<b>RESERVES</b>	8		<u><u>288,340</u></u>		<u><u>346,720</u></u>

These financial statements were approved by the Board of Directors on  
Signed on behalf of the Board of Directors

18/9/2000.



Tan Sri Datuk Dr Omar bin Abdul Rahman  
Chairman

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
**For the year ended 30 June 2000**

**1. ACCOUNTING POLICIES**

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

**Accounting Convention**

The financial statements are prepared under the historical cost convention.

**Income**

Contributions and fee-based income are taken to the income and expenditure account when received unless designated for a specific period when they are spread over the period to which they relate.

**Depreciation**

Depreciation of fixed assets is calculated to write off their cost over their estimated useful lives which are considered to be:

Furniture and office equipment - 5 years.

**Foreign currency**

Monetary assets and liabilities in foreign currency are translated into sterling at the rates of exchange ruling at the balance sheet date. Exchange profits and losses arising during the year are dealt with through the income and expenditure account.

**Operating leases**

Rentals on operating leases are charged to the income and expenditure account in equal annual amounts over the lease term.

**2. OPERATING (DEFICIT) SURPLUS BEFORE TAXATION**

The operating (deficit) surplus before taxation is stated after charging:

	2000	1999
	£	£
Depreciation	10,253	10,078
Loss on disposal of fixed assets	-	138
Rentals under operating leases		
- land and buildings	29,368	21,961
- other operating leases	1,728	-
Auditors' remuneration	<u>5,875</u>	<u>5,875</u>

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
**For the year ended 30 June 2000**

**3. EMPLOYEES AND DIRECTORS**

	<b>2000</b>	<b>1999</b>
	<b>No.</b>	<b>No.</b>
The average number employed by the Company in the year was:	<u>7</u>	<u>7</u>

	<b>2000</b>	<b>1999</b>
	<b>£</b>	<b>£</b>
The costs incurred in respect of these employees were:		
Wages and salaries	178,735	154,077
Social security costs	<u>17,904</u>	<u>15,136</u>
	<u>196,639</u>	<u>169,213</u>

No directors received any emoluments in the year ended 30 June 2000. (1999 - £nil)

**4. TAXATION**

	<b>2000</b>	<b>1999</b>
	<b>£</b>	<b>£</b>
Corporation Tax at 18% (1999 - 21%)	2,567	4,702
Adjustment to prior year's tax charge	97	-
	<u>2,664</u>	<u>4,702</u>

The company is chargeable to corporation tax only on its investment income.



**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
For the year ended 30 June 2000

**5. TANGIBLE FIXED ASSETS**

	<b>Furniture and office equipment</b>
<b>Cost</b>	<b>£</b>
At 1 July 1999	50,220
Additions in year	<u>2,285</u>
At 30 June 2000	<u>52,505</u>
<b>Depreciation</b>	
At 1 July 1999	23,357
Charge for the year	<u>10,253</u>
At 30 June 2000	<u>33,610</u>
<b>Net book value</b>	
At 30 June 2000	<u>18,895</u>
At 30 June 1999	<u>26,863</u>

**6. DEBTORS**

	<b>2000</b>	<b>1999</b>
	<b>£</b>	<b>£</b>
Other debtors	111,977	30,459
Prepayments and accrued income	<u>13,913</u>	<u>12,707</u>
	<u>125,890</u>	<u>43,166</u>

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
For the year ended 30 June 2000

**7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2000	1999
	£	£
Other creditors	625	9,381
Taxation and social security	2,567	9,963
Accruals	17,855	15,000
Deferred income	56,500	70,000
	77,547	104,344

**8. RESERVES**

	General reserve
	£
At 1 July 1999	346,720
Transfer from income and expenditure account	<u>(58,380)</u>
At 30 June 2000	<u>288,340</u>

**9. OPERATING LEASE COMMITMENTS**

At 30 June 2000 the company was committed to making the following payments during the next year in respect of operating leases:

	Land and buildings	Other
	£	£
Leases which expire:		
- within one year	22,031	-
- within two to five years	-	6,195
	22,031	6,195

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
**For the year ended 30 June 2000**

**10. LIABILITY**

The liability of the members on winding up is limited to such amounts as may be required, not exceeding £1 per member.

There were 354 members at 30 June 2000. (1999 - 338)



HSBC LIS  
101978

# 363a

Please complete in typescript,  
or in bold black capitals.

## Annual Return

CHFP001

Company Number L3067909

Company Name in full COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY  
MANAGEMENT LIMITED

### Date of this return

The information in this return is made up to

Day Month Year

11 13 / 10 16 / 12 10 10 11

### Date of next return

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Day Month Year

      /       /            

### Registered Office

Show here the address at the date of this return.

14 Queen Anne's Gate

Any change of registered office must be notified on form 287.

Post town

London

County / Region

UK Postcode

LS 1W 11 1H 19 LA 1A

### Principal business activities

Show trade classification code number(s) for the principal activity or activities.

L9305

If the code number cannot be determined, give a brief description of principal activity.



Form revised September 1999

When you have completed and signed the form please send it to the Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**

### Register of members

If the register of members is not kept at the registered office, state here where it is kept \_\_\_\_\_

Post town \_\_\_\_\_

County / Region \_\_\_\_\_ UK Postcode                  

### Register of Debenture holders

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state here where it is kept \_\_\_\_\_

Post town \_\_\_\_\_

County / Region \_\_\_\_\_ UK Postcode                  

### Company type

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

Please tick the appropriate box

### Company Secretary

Details of a new company secretary must be notified on form 288a.

*(Please photocopy this area to provide details of joint secretaries).*

Name \* Style / Title \_\_\_\_\_

Forename(s) \_\_\_\_\_

Surname LComat Registrars Limited

Address 18 Gray's Inn Square

Gray's Inn

Post town London

County / Region \_\_\_\_\_ UK Postcode LWLC LL LR LS LJ LQ

Country \_\_\_\_\_

**Usual residential address** must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

## Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

<b>Name</b>	<b>* Style / Title</b>	Dr_____		
		Day	Month	Year
<b>Directors</b>	<b>Date of birth</b>	0- L1- / 0- L4- / 1- L9- L3- L4		
In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.	<b>Forename(s)</b>	Moses Nee Buernor_____		
	<b>Surname</b>	Ayiku_____		
<b>Address</b>		Plot 7, E Mombu Loop_____		
		Adjirigano Residential Area_____		
<b>Usual residential address</b>	<b>Post town</b>	Accra_____		
must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.	<b>County / Region</b>		<b>UK Postcode</b>	L L L L L L L L
	<b>Country</b>	Ghana_____	<b>Nationality</b>	Ghanian_____
	<b>Business occupation</b>	Co-Ordinator_____		

\* Voluntary details.

<b>Name</b>	<b>* Style / Title</b>	Mrs_____		
		Day	Month	Year
<b>Directors</b>	<b>Date of birth</b>	1- L8- / 0- L8- / 1- L9- L3- L5		
In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.	<b>Forename(s)</b>	Catherine May_____		
	<b>Surname</b>	Cunningham_____		
<b>Address</b>		Flat 4, 20 Leigh Street_____		
<b>Usual residential address</b>	<b>Post town</b>	London_____		
must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.	<b>County / Region</b>		<b>UK Postcode</b>	W.L.C.L.L.L.L.L L9.L.E.L.W
	<b>Country</b>		<b>Nationality</b>	British_____
	<b>Business occupation</b>	University Director_____		

# Directors

Please list directors in alphabetical order.

## Details of new directors must be notified on form 288a

Name \* Style / Title | Mr \_\_\_\_\_  
Day Month Year

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Date of birth | 2-10-10-19 / 1-19-15-10

Forename(s) | Ian Christopher \_\_\_\_\_

Surname | Downing \_\_\_\_\_

Address | 18 Fortior Court \_\_\_\_\_

**Usual residential address** must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

| 1100 Hornsey Lane \_\_\_\_\_

Post town | London \_\_\_\_\_

County / Region | \_\_\_\_\_ UK Postcode | N-16-1-1-1 15-11-15

Country | \_\_\_\_\_ Nationality | British \_\_\_\_\_

Business occupation | Civil Servant \_\_\_\_\_

\* Voluntary details.

Name \* Style / Title | Mr \_\_\_\_\_  
Day Month Year

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Date of birth | 10-17-10-16 / 1-19-14-17

Forename(s) | Keith \_\_\_\_\_

Surname | Jordon BA \_\_\_\_\_

Address | 127 Station Road \_\_\_\_\_

**Usual residential address** must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

| Balsall Common \_\_\_\_\_

Post town | Coventry \_\_\_\_\_

County / Region | West Midlands \_\_\_\_\_ UK Postcode | C-15-17-1 17-15-15

Country | \_\_\_\_\_ Nationality | British \_\_\_\_\_

Business occupation | Government Advisor \_\_\_\_\_

## Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

<b>Name</b>	<b>* Style / Title</b>	_____		
		Day	Month	Year
<b>Directors</b>	<b>Date of birth</b>	10-14-/10-11-/11-19-14-17		
In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.	<b>Forename(s)</b>	LDixies Shadrack Msautsa_____		
	<b>Surname</b>	LKambauwa_____		
<b>Address</b>		LPlot BW 294, Skerret Drive_____		
<b>Usual residential address</b>		LSunnyside PO Box 1227_____		
must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.	<b>Post town</b>	LBlantyre_____		
	<b>County / Region</b>	_____	<b>UK Postcode</b>	____
	<b>Country</b>	LMalawi_____	<b>Nationality</b>	LMalawian_____
<b>Business occupation</b>		LBusiness Executive_____		

\* Voluntary details.

<b>Name</b>	<b>* Style / Title</b>	LMr_____		
		Day	Month	Year
<b>Directors</b>	<b>Date of birth</b>	11-19-/11-10-/11-19-14-14		
In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.	<b>Forename(s)</b>	LMan Onn_____		
	<b>Surname</b>	LLim_____		
<b>Address</b>		L165-12 Sri Wangsaria Condominium_____		
<b>Usual residential address</b>		LJalan Ara_____		
must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.	<b>Post town</b>	LKuala Lumpur_____		
	<b>County / Region</b>	LBangsar 59100_____	<b>UK Postcode</b>	____
	<b>Country</b>	LMalaysia_____	<b>Nationality</b>	LMalaysian_____
<b>Business occupation</b>		LCountry Manager_____		



Company Number L3067909

Company Name in full COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY  
MANAGEMENT LIMITED

**Company Secretary**

Details of a new company secretary must be notified on form 288a

(Please photocopy this area to provide details of joint secretaries).

\* Voluntary details

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

**Usual residential address** must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Name \* Style / Title \_\_\_\_\_  
 Forename(s) \_\_\_\_\_  
 Surname \_\_\_\_\_  
 Address \_\_\_\_\_  
 \_\_\_\_\_  
 Post town \_\_\_\_\_  
 County / Region \_\_\_\_\_ UK Postcode                                
 Country \_\_\_\_\_

**Directors**

Details of new directors must be notified on form 288a

Please list directors in alphabetical order.

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Name \* Style / Title \_\_\_\_\_  
 Day Month Year  
 Date of birth L2-L7-/L0-L7-/L1-L9-L4-L9  
 Forename(s) LAllan George  
 Surname LMayo  
 Address L12A Hollycroft Avenue  
 \_\_\_\_\_  
 Post town LLondon  
 County / Region \_\_\_\_\_ UK Postcode LN LW 3 L L7 LQ LL  
 Country \_\_\_\_\_ Nationality LBritish  
 Business occupation LCivil Servant

# Directors

Details of new directors must be notified on form 288a

Please list directors in alphabetical order.

Name \* Style / Title \_\_\_\_\_  
Day Month Year

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Date of birth L2\_ L5\_ / L0\_ L3\_ / L1\_ L9\_ L4\_ L9

Forename(s) LJasmi\_\_\_\_\_

Surname LMD. Yusoff\_\_\_\_\_

Address L227 Persiaran Zaaba\_\_\_\_\_

**Usual residential address** must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

L Taman Tun Dr. Ismail\_\_\_\_\_

Post town LKuala Lumpur\_\_\_\_\_

County / Region L60000\_\_\_\_\_ UK Postcode L L L L L L L L L L

Country LMalaysia\_\_\_\_\_ Nationality LMalaysian\_\_\_\_\_

Business occupation LDiplomat\_\_\_\_\_

\* Voluntary details.

Name \* Style / Title \_\_\_\_\_  
Day Month Year

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Date of birth L L L / L L L / L L L L L

Forename(s) \_\_\_\_\_

Surname \_\_\_\_\_

Address \_\_\_\_\_

**Usual residential address** must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Post town \_\_\_\_\_

County / Region \_\_\_\_\_ UK Postcode L L L L L L L L L L

Country \_\_\_\_\_ Nationality \_\_\_\_\_

Business occupation \_\_\_\_\_

## Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

<b>Name</b>	<b>* Style / Title</b>	Prof_____		
		Day	Month	Year
<b>Directors</b>	In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.	<b>Date of birth</b>	2_ 2_ / 0_ 9_ / 1_ 9_ 3_ 3_	
		<b>Forename(s)</b>	Bishnodat_____	
		<b>Surname</b>	Persaud, Hon Prof UWI_____	
<b>Address</b>		14 Limes Avenue_____		
		Mill Hill_____		
<b>Usual residential address</b>	must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.	<b>Post town</b>	London_____	
		<b>County / Region</b>	<b>UK Postcode</b>	N W Z     3_ LP_ LA
		<b>Country</b>	<b>Nationality</b>	Barbados_____
<b>Business occupation</b>		Consultant_____		

\* Voluntary details.

<b>Name</b>	<b>* Style / Title</b>	Tan Sri Datuk Dr._____		
		Day	Month	Year
<b>Directors</b>	In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.	<b>Date of birth</b>	0_ 9_ / 1_ 1_ / 1_ 9_ 3_ 2_	
		<b>Forename(s)</b>	Omar Abdul_____	
		<b>Surname</b>	Rahman_____	
<b>Address</b>		No 34 Jalan Tualang_____		
		Bukit Bandaraya, Bangsar_____		
<b>Usual residential address</b>	must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.	<b>Post town</b>	59100 Kuala Lumpur_____	
		<b>County / Region</b>	<b>UK Postcode</b>	
		<b>Country</b>	<b>Nationality</b>	Malaysia_____  Malaysian_____
<b>Business occupation</b>		Science Adviser_____		

**Directors**

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

**Name** \* Style / Title Mr

Day Month Year

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Date of birth L1 L9 / L0 L2 / L1 L9 L4 L0

Forename(s) Ramanan Rickie

Surname Sankar

**Address**

**Usual residential address** must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

111 Alpine Copse

Post town Bickley

County / Region Kent UK Postcode L B L R L L L L 2 L A L W

Country  Nationality Guyanese

**Business occupation** Head - Finance

\* Voluntary details.

**Name** \* Style / Title Datuk Dr

Day Month Year

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Date of birth L0 L9 / L0 L2 / L1 L9 L4 L8

Forename(s) Mihaela Yvonne

Surname Smith PJN

**Address**

**Usual residential address** must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

608 Gilbert House

Barbican

Post town London

County / Region  UK Postcode L E L C L 2 L Y L 8 L B L D

Country  Nationality British

**Business occupation** Chief Executive

**Directors**

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

<b>Directors</b> In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.	<b>Name</b> * Style / Title <u>LYg Bhg Dato</u> Day      Month      Year Date of birth <u>L2_ L3_/L0_ L8_/L1_ L9_ L5_ L4_</u> Forename(s) <u>LFrancis Sock Ping</u> Surname <u>LYeoh</u> <b>Address</b> <u>LNo. 3 Lorong 16/7B</u> <u>_____</u> Post town <u>LPetaling Jaya</u> County / Region <u>LSelangor 46350</u> UK Postcode <u>    </u> <u>    </u> <u>    </u> <u>    </u> Country <u>LMalaysia</u> Nationality <u>LMalaysian</u> <b>Business occupation</b> <u>LManaging Director</u>
--	--

\* Voluntary details.

<b>Directors</b> In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.	<b>Name</b> * Style / Title <u>LProf</u> Day      Month      Year Date of birth <u>L0_ L8_/L1_ L2_/L1_ L9_ L4_ L7_</u> Forename(s) <u>LNoel</u> Surname <u>LZarb-Adami</u> <b>Address</b> <u>L"Sorrison"</u> <u>LGibba Street</u> Post town <u>LAttard</u> County / Region <u>LBZN 12</u> UK Postcode <u>    </u> <u>    </u> <u>    </u> <u>    </u> Country <u>LMalta</u> Nationality <u>LMaltese</u> <b>Business occupation</b> <u>LProfessor</u>
--	--

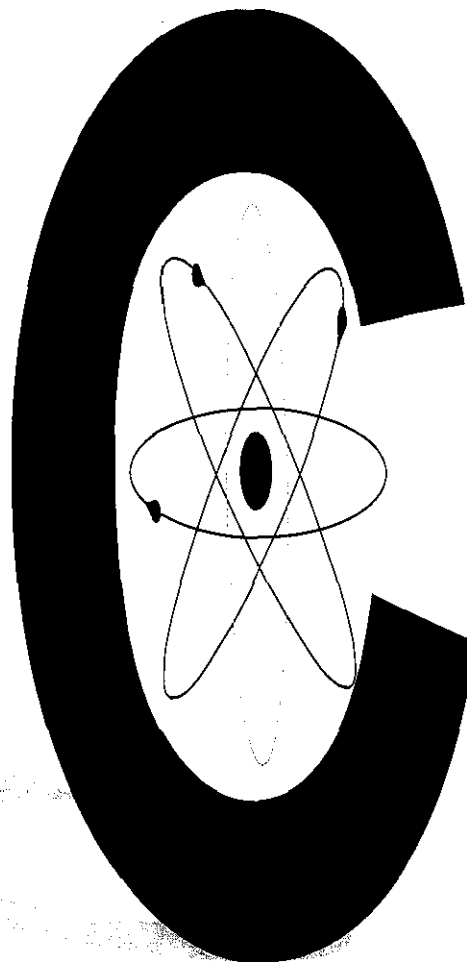


Company Registration No. 3067909

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A Company limited by Guarantee)

**Report and Financial Statements**

**30 June 2001**



**PTM**

**Commonwealth Partnership for Technology Management Ltd.**

don-18/9/01-ppt

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**REPORT AND FINANCIAL STATEMENTS 2001**

<b>CONTENTS</b>	<b>Page</b>
<b>Officers and professional advisers</b>	<b>1</b>
<b>Directors' report</b>	<b>4</b>
<b>Independent auditors' report</b>	<b>7</b>
<b>Income and expenditure account</b>	<b>8</b>
<b>Balance sheet</b>	<b>9</b>
<b>Notes to the accounts</b>	<b>10</b>



**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**OFFICERS AND PROFESSIONAL ADVISERS**

**Year ended 30 June 2001**

**Directors**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia)	Chairman
Dr Moses Nee Buernor Ayiku (Ghana)	
Mr Ian Christopher Downing	
Mr G. Hussein G. Haniff (Malaysia) - <i>resigned 28/7/2000</i>	
Amb. Jasmi Md. Yusoff (Malaysia) - <i>appointed 8/12/2000</i>	
Mr Dixies Shadrack Msautsa Kambauwa (Malawi) - <i>appointed 8/12/2000</i>	
Mr Allan George Mayo - <i>appointed 8/12/2000</i>	
Prof Bishnodat Persaud (Barbados)	
Mr Cyril Ramaphosa (South Africa) - <i>resigned 4/10/2000</i>	
Tan Sri Dato' Francis Yeoh Sock Ping (Malaysia)	
Prof Noel Zarb-Adami (Malta)	
Datuk Dr Mihaela Y Smith, PJN	Chief Executive

Mrs Catherine Cunningham  
(alternate to Prof Noel Zarb-Adami)

Mr Keith Jordan  
(alternate to Mr Ian Downing)

Mr Ramanan Rickie Sankar (Guyana)  
(alternate to Dr Moses Nee Buernor Ayiku)

Mr Lim Man Onn (Malaysia)  
(alternate to Tan Sri Dato' Francis Yeoh Sock Ping)

Mr Mohamad Muda (Malaysia)  
(lapsed 28/7/2000 on resignation of appointing director)

The Rt. Hon. Sir Geoffrey Pattie, PC  
(lapsed on 9/10/2000 on resignation of appointing director.)

**CHIEF EXECUTIVE**

Datuk Dr Mihaela Yvonne Smith PJN

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**OFFICERS AND PROFESSIONAL ADVISERS**

**Year ended 30 June 2001**

**Management Committee**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia)	Chairman, <i>ex officio</i>
Ms Lisa Agard (Cayman Islands)	
Dr George Christodoulides (Cyprus)	
Mrs Catherine M Cunningham	
Mr Ian Christopher Downing	
Mr John Percival W Jeffers (Barbados)	
Mr Dixies Kambauwa (Malawi)	
Datuk Dr Mihaela Yvonne Smith PJN	Chief Executive, <i>ex officio</i>
Mr John Watkinson	

**PARTNERSHIP STEERING GROUP**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia)	Chairman, <i>ex officio</i>
Mr Gordon Adgey	
Ms Lisa Agard (Cayman Islands)	
Mrs Anna Ahmed	
Mr Adrian Augier (St. Lucia)	
Mr Rundheersing Bheenick (Mauritius)	
Mr John Carter (South Africa)	
Mr V M Chandran (Malaysia)	
Mr Hollis Charles (Trinidad & Tobago)	
Prof. Chris Chetsanga (Zimbabwe)	
Mrs Catherine M Cunningham	
Mrs Eunice Kazembe (Malawi)	
Dr Ken R Lum (Secretary, Commonwealth Science Council; Commonwealth Secretariat), <i>ex officio</i>	
Prof. E E Okon (Nigeria)	
Mr Christopher Pastakia	
Datuk Shahril Shamsuddin (Malaysia)	
Datuk Dr Mihaela Yvonne Smith PJN	Chief Executive, <i>ex officio</i>

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**OFFICERS AND PROFESSIONAL ADVISERS**  
Year ended 30 June 2001

**SECRETARY**

Comat Registrars Limited  
9 Gray's Inn Square  
Gray's Inn  
London WC1R 5JQ

**REGISTERED OFFICE**

14 Queen Anne's Gate  
London SW1H 9AA

**BANKERS**

HSBC Bank plc  
69 Pall Mall  
London SW1Y 5EY

**SOLICITORS**

Roiter Zucker  
Regent House  
5 Broadhurst Gardens  
Swiss Cottage  
London NW3 3QX

Speechly Bircham  
6 St Andrew Street  
London EC4A 3LX

**AUDITORS**

Deloitte & Touche  
Chartered Accountants  
Leda House  
Station Road  
Cambridge  
CB1 2RN

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for the year ended 30 June 2001.

**ACTIVITIES**

The Commonwealth Partnership for Technology Management Limited is set up to provide advisory services to Commonwealth countries, institutions and organisations, with particular reference to technology and environmental assessment and management, and the inter-relationship between these issues and economic policy; to promote a global approach to the harnessing of technology for development through public and private sector partnerships; to foster the creation of other international partnerships between the public and private sectors for the benefit of Commonwealth countries; to use co-operative networking and resourcing to enhance national capacities of Commonwealth countries to manage technology for growth and sustainable development. The company does not trade and any surplus at the year end is transferred to reserves to meet future running costs.

**REVIEW OF ACTIVITIES**

The company was incorporated on 13 June 1995 and commenced its activities on 1 July 1995. The company made a deficit after taxation for the year to 30 June 2001 of £(85,756). (2000 - deficit of (£58,380)).

**FUTURE DEVELOPMENTS**

The company will continue to provide advisory services as stated in the Company's objects and to develop further the concept and practice of public/private sector partnership through co-operative networking.

**DIRECTORS AND THEIR INTERESTS**

The membership of the Board is set out on page 1. All directors are also members of the company.

**DIRECTORS' RESPONSIBILITIES**

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the company will continue in business.

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**DIRECTORS' REPORT**

**DIRECTORS' RESPONSIBILITIES (cont.)**

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**AUDITORS**

A resolution for the reappointment of Deloitte & Touche as auditors of the company will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors  
and signed on behalf of the Board



Tan Sri Datuk Dr Omar bin Abdul Rahman  
Chairman

29/10 /2001

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COMMONWEALTH  
PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

We have audited the financial statements of Commonwealth Partnership for Technology Management Limited for the year ended 30 June 2001 which comprise the income and expenditure account, the balance sheet and the related notes 1 to 10. These financial statements have been prepared under the accounting policies set out therein.

**Respective responsibilities of directors and auditors**

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

**Basis of audit opinion**

We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements.

**Opinion**

In our opinion, the financial statements give a true and fair view of the state of the company's affairs as at 30 June 2001 and of its deficit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*Debitte & Touche*

Chartered Accountants and  
Registered Auditors  
Leda House  
Station Road  
Cambridge CB1 2RN

31/10/2001

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**INCOME AND EXPENDITURE ACCOUNT**  
Year ended 30 June 2001

	Note	2001 £	2000 £
<b>INCOME:</b>			
Contributions		360,021	362,551
Interest received		10,958	14,346
Other income		<u>2,000</u>	<u>13,958</u>
		372,979	390,855
<b>EXPENDITURE</b>		<u>(457,732)</u>	<u>(446,571)</u>
<b>OPERATING DEFICIT BEFORE TAXATION</b>	2	(84,753)	(55,716)
<b>TAXATION</b>	4	<u>1,003</u>	<u>2,664</u>
<b>DEFICIT FOR THE YEAR TRANSFERRED TO RESERVES</b>	8	<u>(85,756)</u>	<u>(58,380)</u>

All activities derive from ongoing operations

There are no recognised gains or losses other than as stated in the income and expenditure account.



**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
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**BALANCE SHEET**  
**30 June 2001**

	Note	2001		2000	
		£	£	£	£
<b>FIXED ASSETS</b>					
Tangible Assets	5		16,442		18,895
<b>CURRENT ASSETS</b>					
Debtors	6	130,950		125,890	
Cash at bank and in hand		<u>150,289</u>		<u>221,102</u>	
		281,239		346,992	
<b>CREDITORS: amounts falling due within one year</b>	7		<u>(95,097)</u>		<u>(77,547)</u>
<b>NET CURRENT ASSETS</b>			<u>186,142</u>		<u>269,445</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<u>202,584</u>		<u>288,340</u>
<b>RESERVES</b>	8		<u>202,584</u>		<u>288,340</u>

These financial statements were approved by the Board of Directors on  
Signed on behalf of the Board of Directors

29/10/2001.



Tan Sri Datuk Dr Omar bin Abdul Rahman  
Chairman

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
**For the year ended 30 June 2001**

**1. ACCOUNTING POLICIES**

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

**Accounting Convention**

The financial statements are prepared under the historical cost convention.

**Income**

Contributions and fee-based income are taken to the income and expenditure account when received unless designated for a specific period when they are spread over the period to which they relate.

**Depreciation**

Depreciation of fixed assets is calculated to write off their cost over their estimated useful lives which are considered to be:

Furniture and office equipment	- 5 years.
Leasehold improvement	- 3 years

**Foreign currency**

Monetary assets and liabilities in foreign currency are translated into sterling at the rates of exchange ruling at the balance sheet date. Exchange profits and losses arising during the year are dealt with through the income and expenditure account.

**Operating leases**

Rentals on operating leases are charged to the income and expenditure account in equal annual amounts over the lease term.

**2. OPERATING DEFICIT SURPLUS BEFORE TAXATION**

The operating deficit before taxation is stated after charging:

	2001	2000
	£	£
Depreciation	8,081	10,253
Rentals under operating leases		
- land and buildings	35,196	29,368
- other operating leases	1,728	1,728
Auditors' remuneration	<u>5,875</u>	<u>5,875</u>

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
**For the year ended 30 June 2001**

**3. EMPLOYEES AND DIRECTORS**

	2001 No.	2000 No.
The average number employed by the Company in the year was:	<u>6</u>	<u>7</u>
	2001 £	2000 £
The costs incurred in respect of these employees were:		
Wages and salaries	158,948	178,735
Social security costs	<u>15,657</u>	<u>17,904</u>
	<u>174,605</u>	<u>196,639</u>

No directors received any emoluments in the year ended 30 June 2001. (2000 - £nil)

**4. TAXATION**

	2001 £	2000 £
Corporation Tax at 11% (2000 - 18%)	1,216	2,567
Adjustment to prior year's tax charge	(213)	97
	<u>1,003</u>	<u>2,664</u>

The company is chargeable to corporation tax only on its investment income.

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
For the year ended 30 June 2001

**5. TANGIBLE FIXED ASSETS**

	<b>Leasehold Improvements</b>	<b>Furniture and office equipment</b>	<b>Total</b>
<b>Cost</b>	<b>£</b>	<b>£</b>	<b>£</b>
At 1 July 2000	-	52,505	52,505
Additions in year	<u>1,575</u>	<u>4,053</u>	<u>5,628</u>
At 30 June 2001	<u>1,575</u>	<u>56,558</u>	<u>58,133</u>
 <b>Depreciation</b>			
At 1 July 2000	-	33,610	33,610
Charge for the year	<u>-</u>	<u>8,081</u>	<u>8,081</u>
At 30 June 2001	<u>-</u>	<u>41,691</u>	<u>41,691</u>
 <b>Net book value</b>			
At 30 June 2001	<u>1,575</u>	<u>14,867</u>	<u>16,442</u>
At 30 June 2000	<u>-</u>	<u>18,895</u>	<u>18,895</u>

**6. DEBTORS**

	<b>2001</b>	<b>2000</b>
	<b>£</b>	<b>£</b>
Other debtors	110,343	111,977
Prepayments and accrued income	<u>20,607</u>	<u>13,913</u>
	<u>130,950</u>	<u>125,890</u>

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
For the year ended 30 June 2001

**7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2001	2000
	£	£
Other creditors	742	625
Taxation and social security	1,216	2,567
Accruals	26,639	17,855
Deferred income	66,500	56,500
	95,097	77,547
	95,097	77,547

**8. RESERVES**

	General Reserve
	£
At 1 July 2000	288,340
Transfer from income and expenditure account	<u>(85,756)</u>
At 30 June 2001	<u>202,584</u>

**9. OPERATING LEASE COMMITMENTS**

At 30 June 2001 the company was committed to making the following payments during the next year in respect of operating leases:

	2001		2000	
	Land and buildings	Other	Land and buildings	Other
	£	£	£	£
Leases which expire:				
- within one year	-	-	22,031	-
- within two to five years	51,250	3,330	-	6,195
	51,250	3,330	22,031	6,195
	51,250	3,330	22,031	6,195

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
**For the year ended 30 June 2001**

10. **LIABILITY**

The liability of the members on winding up is limited to such amounts as may be required, not exceeding £1 per member.

There were 354 members at 30 June 2001. (2000 - 354)

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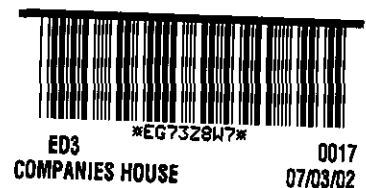
**THE COMPANIES ACTS 1985 to 1989**  
**A COMPANY LIMITED BY GUARANTEE AND**  
**NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT**  
**LIMITED**

*(As amended by special resolutions passed on 8 December 1998, 5 November 1999 and  
13 February 2002)*



**THE COMPANIES ACTS 1985 to 1989**  
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**OF**  
**COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT**  
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*(As amended by special resolutions passed on 8 December 1998, 5 November 1999 and  
13 February 2002)*

**PRELIMINARY**

1. The regulations contained in Table C of the Companies (Tables A to F) Regulations 1985 shall not apply to the Company but the articles hereinafter contained shall constitute the Articles of Association of the Company.

**INTERPRETATION**

2. (1) In these articles, unless the context otherwise provides:

**"Act"** means the Companies Act 1985 including any statutory modifications or re-enactment thereof for the time being in force.

**"Articles"** means the Articles of Association of the Company as originally framed or as may be altered from time to time.

**"Board"** means the directors for the time being of the Company as a body or the directors present at a meeting of directors at which a quorum is present.

**"CCGTM"** means the Commonwealth Consultative Group on Technology Management and/or, where the context so requires, its Private Sector Partnership.

**"Chairman"** means the person appointed by the directors to be the chairman of the board of directors.

**"clear day"** in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

†**"CPTM"** means the Company.

† *Amended by special resolution passed on 13 February 2002*



**"financially contributing"** means having made an actual financial contribution to the general funds of the company in an amount not less than the amount determined pursuant to Article 18.

**"Office"** means the registered office of the company.

**"person"** includes a partnership, a body corporate, an institution, society, association or any other form of organisation.

**"Seal"** means the common seal of the Company.

**"Secretary"** means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy secretary.

**"Secretary-General"** means the Secretary-General of the Commonwealth.

(2) for the purposes of Articles 25,37,39,63,64,80 and 90 the phrase "category/ies of member/s described in Article 4" means

- (a) in respect of government members, both financially contributing and non-financially contributing government members; and
- (b) in respect of Private and Public Sector Members, financially contributing members of this category of member.

(3) Unless the context otherwise requires, words or expressions in these Articles have the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

(4) Words importing the singular number shall include the plural and vice-versa.

(5) Words importing the masculine gender shall include the feminine gender, and vice-versa.

## **QUALIFICATION AND ADMISSION OF MEMBERS**

3. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.

4. There shall be four categories of member namely Government Members, Nominees of the Secretary-General of the Commonwealth, Private and Public Sector Members and Networking Members. The criteria for eligibility for the aforementioned four categories of membership shall be:

### Government Members

- (i) persons nominated by Heads of Government of member countries of the

Commonwealth. Each Head of Government of a member country of the Commonwealth shall be entitled to nominate one person as a member to represent that member country's interests;

#### Nominees of the Secretary-General of the Commonwealth

- (ii) persons nominated by the Secretary-General, who may nominate one person (other than an officer or employee of the Commonwealth Secretariat) to represent the interests of the Commonwealth and may also nominate one or more officers of the Commonwealth Secretariat as members;

#### Private and Public Sector Members

- (iii) persons engaged in business relevant to the objectives of the Company;
- (iv) persons other than natural persons operating in the private sector whether or not they are owned in part by the government of a sovereign state or an agency of such government or by the government or agency of government of a dependent territory however described; and
- (v)\* public sector corporations including bodies incorporated by statute, or by charter;

#### Networking Members

- (vi)\* Any natural person participating in the voluntary co-operative networking and co-operative resourcing of the Company and any other natural person offering advisory services on a voluntary basis to promote the objects of the company.

5. Admission of Private and Public Sector Members and Networking Members is by invitation and subject to approval by the directors. The directors shall have an absolute discretion to determine that such a person is or is not eligible or suitable for membership or to postpone consideration on the question of eligibility or suitability and shall not be bound to give any reason for any such determination or postponement.

5A.(1)† The Directors may bestow the honorary title of "Fellow of CPTM" on Heads of Commonwealth Governments or persons who have otherwise achieved eminence in Commonwealth governments or in Private or Public Sector Companies and organizations and who actively support the concept and practice of Smart Partnership. The bestowal of the title of "Fellow of CPTM" shall not of itself confer membership of the Company.

(2)† The directors may bestow the honorary title of "Companion of CPTM" on long-standing members of the Company, whose knowledge of CPTM and promotion of the objectives of the Company act as models for the membership.

6. *(Deleted by special resolution passed on 8 December 1998)*

\* *Amended by special resolution passed on 8 December 1998*

† *Amended by special resolution passed on 13 February 2002*

7. Every person nominated as or invited to be a member must sign and deliver to the Secretary a form of admission in such form as the directors may approve. The admission form shall be signed, if the person is an individual, by himself and if an organisation, corporate body or other entity by its duly authorised officer.

8. The Secretary shall enter the names of all members in the Register of Members and shall indicate in such Register the category of member to which each member belongs. A person shall become a member of the Company when his name is entered in the register of members.

#### **DISQUALIFICATION, SUSPENSION AND TERMINATION OF MEMBERSHIP**

9. A person nominated by another shall cease to be a member upon receipt by the company of a written notice signed by that persons' nominator withdrawing his nomination.

10. A Networking Member or a Private and Public Sector Member who is a natural person shall cease to be a member of the company:

- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors;
- (b) if he is, or may be, suffering from mental disorder and either:
  - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or an application for admission under the Mental Health (Scotland) Act 1960 or any equivalent law in the Commonwealth country in which the member ordinarily resides; or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
- (c) if, being engaged in any profession, he is prohibited from continuing to practise by a body having disciplinary powers in relation to that profession; or
- (d) if he commits or is in the process of committing an act which the directors consider to be against the interests of the Company.

11. (1) A Private or Public Sector Member which is a corporation shall cease to be a member if:

- (a) any order is made or a resolution is passed to wind up the member or it has, in the opinion of the directors, otherwise ceased to exist;
- (b) distress action or other execution is levied on the assets of the member or a Receiver is appointed over any part of the assets of the member.

(2) A Private and Public Sector Member which is not an individual or a corporation shall cease to be a member if it has ceased to exist or if, in the opinion of the Board, it has ceased to operate.

12. (1) Any Private and Public Sector or Networking Member who fails in the observance of any of the rules and regulations of the Company may have his membership terminated by resolution of a majority of the directors present and voting at a directors' meeting. Such member shall be given seven clear days notice of the directors' meeting at which the termination of his membership is to be discussed and he may attend the meeting, but shall not be present at the voting or take part in proceedings otherwise than as allowed by the directors. Upon conclusion of the directors' meeting the Secretary shall send to the member a written notice indicating whether or not his membership has been terminated.

(2)\* The directors may by resolution terminate the membership of any Private and Public Sector member or Networking member who in the opinion of the directors has not participated sufficiently in the activities of the Company.

(3)\* A member whose membership is terminated in accordance with paragraph (1) or (2) of this Article may within seven days after receipt of the written notice of termination of his membership request a review of the directors' decision at a further directors' meeting at which not less than two-thirds of the directors shall be present. The provisions of paragraph (1) of this Article as to notice of, attendance at, participation in and notification of the decision of such meeting shall apply to such further meeting. The decision of the directors at the further directors' meeting shall be final.

13. Any person ceasing to be a member may be re-admitted to membership by the directors at their discretion. No person who ceases to be a member shall be readmitted to membership within a period of one year of the cessation of his membership.

### **CESSATION OF MEMBERSHIP**

14. A member may at any time withdraw from the company by giving at least seven clear days notice in writing to the company. Membership shall not be transferable or held in joint names and shall cease on death.

### **EFFECT OF TERMINATION OR CESSATION**

15. (1) A member whose membership is terminated or who ceases to be a member shall:
- (a) not as a member have any interest in or claim against the funds or property of the company and, in particular, shall not be entitled to repayment in whole or part of any sum previously paid by such person by way of annual subscription or otherwise;
  - (b) forfeit all the rights and privileges of membership and shall remain liable for one year after cessation of his membership for payment of the debts

\* Amended by special resolution passed on 8 December 1998

and other liabilities of the company contracted before he ceased to be a member and costs, charges and expenses of winding up the company to such amount as may be required not exceeding one (1) pound Sterling.

(2) Any sum payable by way of annual subscription or otherwise to the Company which is in arrears or overdue at the date of any termination or cessation of membership, whatever the cause, shall remain fully due and payable by the person ceasing to be a member.

### **RIGHTS AND DUTIES OF MEMBERS**

16. Every member shall be bound to further to the best of his ability the objects and interests of the company and shall observe all the rules and regulations of the company made pursuant to the powers contained in these Articles.

17. All members shall be entitled to reasonable access to the premises of the company and to all such information and advice with regard to the activities of the company as the directors deem expedient to supply.

18. (1)\* The directors shall determine the respective levels of annual contribution for Government members, Private Sector members and Public Sector Corporate members.

(2) Following determination of the relevant level of contribution in accordance with paragraph (1) of this Article, a member shall only be eligible to vote on the appointment or removal of a director representing a financially contributing class of member if that member has made a contribution in accordance with such determination.

### **OBSERVER STATUS**

19. Where a member country of the Commonwealth feels unable to nominate a person as a member of the Company or to act as a director of the Company because of difficulties relating to diplomatic immunity, the Board shall, if such member country makes a contribution to the Company which would otherwise be regarded as sufficient for the purposes of paragraph (2) of Article 18, allow such member country to designate a person as an observer and the provisions of Article 91 (1) (a) to (d) apply *mutatis mutandis* to such person.

### **GENERAL MEETINGS**

20. (1) Except as provided in this Article, an annual general meeting of the company shall be held in accordance with the provisions of the Act.

(2) The company may by resolution in accordance with ss. 366A and 379A of the Act, elect to dispense with annual general meetings.

(3) *(Deleted by special resolution passed on 13 February 2002)*

\* *Amended by special resolution passed on 8 December 1998*

21. All general meetings other than annual general meetings shall be called extraordinary general meetings.

22.(1)† The directors may call general meetings of any kind. If there are not within the United Kingdom sufficient directors to call a general meeting, any director may call a general meeting.

(2) If members, pursuant to the provisions of the Act, requisition an extraordinary general meeting, the directors shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

### NOTICE OF GENERAL MEETINGS

23.\* An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 21 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

(a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting by a majority in numbers of members having a right to attend and vote being a majority together holding not less than ninety five percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the directors and auditors.

24. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### PROCEEDINGS AT GENERAL MEETINGS

25. No business shall be transacted at any meeting unless a quorum is present. A quorum shall be constituted when ten persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, are present at a meeting provided always that a quorum shall not be taken to be constituted unless the ten persons constituting it include at least one representative of each of the four categories of members described in Article 4.

26. If such a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the following day at the same time and place or to such time and place as the Chairman may determine. If a quorum is not present within half an hour from the time appointed

\* Amended by special resolution passed on 8 December 1998

† Amended by special resolution passed on 13 February 2002

for the adjourned meeting or if during the adjourned meeting such a quorum ceases to be present the meeting shall stand adjourned to such time and place as the Chairman may determine.

27. The Chairman, or in his absence, some other director nominated by the directors shall preside as chairman of the meeting but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

28. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

29. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

30. The chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting for a period of twenty four hours, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

31. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded. Subject to the provisions of the Act, a poll may be demanded:

- (a) by the Chairman; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting and a demand by a person as proxy for a member shall be the same as a demand by the member.

32. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

33. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

34. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

35. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

36. A poll demanded on the election of a chairman shall be taken forthwith and a poll demanded on any other question shall be taken at such time during the course of the meeting as the chairman of the meeting directs. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

37. A resolution in writing executed by or on behalf of each and every member who would have been entitled to vote upon it if it had been proposed at a general meeting or meeting of a category of member at which he was present shall be as effectual as if it had been passed at a general meeting or meeting of a category of member duly convened and held. Such resolution may consist of several instruments in the like form each executed by or on behalf of one or more members.

### **VOTES OF MEMBERS**

38. On a show of hands every member present in person and entitled to vote or on a poll every member present in person or by proxy and entitled to vote shall have one vote.

39. No resolution to alter the Memorandum or Articles, or to wind up the company, shall be passed unless the majority in favour of the resolution includes a vote in favour of the resolution cast by at least one member representing each category of member described in Article 4.

40. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

41. On a poll votes may be given personally or by proxy.

42. Subject to paragraph (2) of Article 18, on a vote to appoint directors representing categories of members each category of member shall vote separately for the director or directors to represent it and no member may vote on a question relating to the appointment of a director to represent a category of member of which the elector is not a member.

43. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):



**Commonwealth Partnership for Technology Management Limited**

I,.....of.....  
member of the abovenamed company, hereby appoint  
.....of.....or,  
failing him, .....of .....

as my proxy to vote in my name and on my behalf  
at the annual/extraordinary general meeting of the  
company to be held on ....., and at any adjournment thereof

Signed.....on .....(date)

44. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

**Commonwealth Partnership for Technology Management Limited**

I,.....of.....  
member of the abovenamed company, hereby appoint  
.....of.....or,  
failing him, .....of .....

as my proxy to vote in my name and on my behalf  
at the annual/extraordinary general meeting of the  
company to be held on ....., and at any adjournment thereof.

This form is to be used in respect of the resolutions  
mentioned below as follows:

Resolution No. 1 \*for \*against

Resolution No. 2 \*for \*against

etc. (\* Strike out whichever is not desired)

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

Signed .....on .....date

45. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the office or at such place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. Any instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

46. A vote given or a poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such place at which the instrument of proxy was duly deposited

before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded.

### **NUMBER OF DIRECTORS**

47.\* Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than ten.

48.\* The following appointments of directors shall be made:

- (a) one director appointed by the Secretary-General to represent the non-financially contributing Government Members;
- (b) one director who shall be a member (other than an officer or employee of the Commonwealth Secretariat) appointed by the Secretary-General in accordance with sub-paragraph (ii) of Article 4 and who shall represent the Secretary-General;
- (c)\* three directors who shall be drawn from and who shall represent and be appointed by financially contributing Government members;
- (d)\* three directors who shall be drawn from and shall be appointed by Private and Public Sector Members, two of whom shall represent the financially contributing personal and other members coming from the private sector and one of whom shall represent the financially contributing public sector corporate members;
- (e)\* two directors who shall be drawn from and who shall represent and be appointed by Networking Members; and
- (f)\* if a majority of the directors so decides, up to but not more than two members (who may be drawn from but shall not represent any category of member) may be appointed as directors.

### **ALTERNATE DIRECTORS**

49. (1) Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

(2) The power of the director appointed by the Secretary-General of the Commonwealth to appoint an alternate director shall only be exercised after consultation with the Secretary-General.

50. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointer is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointer as a director in his absence.

*\* Amended by special resolution passed on 8 December 1998*

51. An alternate director shall cease to be an alternate director if his appointer ceases to be a director: but if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his reappointment shall continue after his reappointment.

52. Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors.

53. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

### **POWERS AND DUTIES OF THE BOARD**

54. Subject to the provisions of the Act, the Memorandum and the Articles, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the Memorandum or Articles shall invalidate any prior act of the directors which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors, notwithstanding the absence of one or more of their number or a vacancy in their body.

55. The directors may appoint one of their number to be chairman of the Board and may at any time remove him from that office.

56.\*\* The Board may appoint a person as chief executive officer (who may also occupy the office of director of the Company) on such terms and conditions as the Board may determine. A person so appointed may be remunerated for his services as chief executive officer and, where he is not a director of the Company, shall have the right to attend and speak, but not to vote, at meetings of the Board. Save as otherwise expressly provided by these Articles the chief executive shall have day to day control of the business of the Company subject to agreed financial limits to be determined by the Board and shall perform such functions as may from time to time be determined by the Board or, with the Board's agreement, the Chairman.

57. *(Deleted by special resolution passed on 8 December 1998)*

58. The board may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

59. In addition to all powers expressly conferred upon it, and without detracting from the generality of its powers under any of these Articles, the Board has the power, from time to time to make, repeal or alter regulations as to the management of the company and the affairs thereof,

*\*\* Amended by special resolution passed on 5 November 1999*

and as to the duties of any officers or servants of the company, and as to their conduct. All regulations so made which are for the time being in force shall be binding upon the members and shall have full effect accordingly.

60.† The Board shall ensure that:

- (a) the Networking Members are enabled to continue to develop co-operative networking and co-operative resourcing as these terms are understood by the Board.
- (b) the Company promotes partnership between the public sector and the private sector through the organisation and implementation of "Smart Partnership Dialogues".

### **DELEGATION OF DIRECTORS' POWERS**

61.(1) The board may delegate any of its powers to any committee of directors consisting of such person or persons (whether or not a director or directors or a member or members) as the Board thinks fit provided that the majority of members of any such committee shall be directors. It may also delegate to any person exercising the powers of chief executive officer such of its powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the board may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee of directors shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying. If the Board by unanimous resolution so decides, the quorum requirements of Article 81 shall not apply to meetings of a committee of directors.

(2) The Board may appoint one or more advisory committees. An advisory committee shall consist of such person or persons (whether or not a director or directors or a member or members) as the Board thinks fit. An advisory committee shall not constitute a committee appointed pursuant to paragraph (a) of this Article and the Board may not delegate any of its powers to an advisory committee.

### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

62. At the first annual general meeting of the company all the directors shall retire from office, and at every subsequent annual general meeting those directors whose terms of appointment expire in accordance with these Articles shall retire.

63.\* Each category of member of the company may by ordinary resolution appoint a member who is willing to act to be a director representing that category of member to fill a vacancy.

64.\* Each category of member of the company shall, when electing a director or appointing a director to fill a vacancy, determine a term of office, which shall not exceed for that director

\* Amended by special resolution passed on 8 December 1998

† Amended by special resolution passed on 13 February 2002

the period expiring at the conclusion of the third AGM after the AGM at which he was appointed a director. Subject to these Articles, each director shall retire at the conclusion of the term of office for which he was appointed but he shall be eligible for reappointment.

65. Subject to the provisions of the Act and these Articles, the directors to retire by rotation at any annual general meeting shall be those whose terms of appointment as set by the category of member appointing them, expire.

66. If the company or the relevant category of member (whichever the case may be) at the general meeting at which a director retires does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed for a period of one year unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.

67.\* No person other than a director retiring by the passage of time shall be appointed or reappointed a director at any general meeting unless not less than forty-five and not more than sixty days before the date appointed for the meeting, notice executed by a member qualified to vote upon a resolution to appoint a director representing the category of member to which that member belongs at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.

68.\* Not less than twenty-one and not more than sixty clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give particulars of that person which would, if he were so appointed or reappointed, be required to be included in the company's register of directors.

69. The directors may, by unanimous resolution, appoint a member who is willing to act to be a director, to fill a vacancy provided that such appointment does not alter the relative representation of the categories of member by directors.

70. A director appointed pursuant to Article 69 shall hold office only until the conclusion of the next following annual general meeting and may be re-appointed at the next annual general meeting by the members belonging to the category of member that director represents.

71. Notwithstanding anything contained in the Articles relating to the alteration of the number of directors of the company, no action to change the number of directors shall be effective if that action has the effect of changing the relative representation by directors of the categories of members of the company as set out in Article 48.

\* *Amended by special resolution passed on 8 December 1998*

72. Subject to these Articles, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed he shall retain office until the meeting appoints someone in his place.

### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

73. The office of a director shall be vacated if:

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors; or
- (c) he is, or may be, suffering from mental disorder and either:
  - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or an application for admission under the Mental Health (Scotland) Act 1960 or any equivalent law in the Commonwealth country in which the member ordinarily resides; or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice to the company; or
- (e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated; or
- (f) he ceases to be a member of the Company.

### **REMUNERATION OF DIRECTORS**

74. The directors shall not be entitled to any remuneration from the company for serving on the Board.

### **DIRECTORS' EXPENSES**

75. The directors may be paid all travelling, accommodation and other expenses reasonably and properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties on such terms as the Board may determine.

## **DIRECTORS' INTERESTS**

76. Subject to the provisions of the Act, and provided he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

77. For the purposes of article 76:

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice of any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

## **DIRECTORS' PENSIONS AND GRATUITIES**

78. Save as expressly provided in these Articles, the directors may not provide to any existing or former director (who is or was a director because he represents or represented one of the categories of member) any benefit whatsoever, whether by the payment of gratuities or pensions or by insurance or otherwise.

## **PROCEEDINGS OF THE BOARD**

79. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.

80. Notwithstanding anything contained in these articles, and in particular in article 79, no resolution of the directors which:

- (a) changes the overall balance between fee based and non fee based activities of the company; or
- (b) is inconsistent with general policy directions given by Commonwealth Heads of Government or by Commonwealth Ministers at one of their periodic meetings,

shall be passed unless the majority in favour of the resolution includes a vote in favour of the resolution cast by at least one director representing each category of member described in Article 4.

81.\* The quorum necessary for the transaction of business by the directors shall be four (4) directors provided always that a quorum shall not exist or be deemed to exist unless one director representing each of the categories of member described in Article 4 is present and entitled to vote. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum.

82.\* The continuing directors may act notwithstanding any vacancies in their number, but if the number of directors is less than the number fixed as the quorum, or no longer represents each category of member, the continuing directors or director may act only for the purpose of calling a general meeting.

83. Unless he is unwilling to do so, the Chairman shall preside at every meeting of directors at which he is present but if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be the chairman of the meeting.

84. All acts done by a meeting of directors, or by a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment or continuance in office of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote provided only that an act done by a meeting of directors, or of a committee of directors or by a person acting as a director shall not be valid if it is afterwards discovered that the defect in appointment of a director had the effect of giving one category of member more than its entitled share of the directors.

85. Subject to the Articles, a resolution in writing, signed by every director entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointer and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. Any such resolution may consist of several instruments in the like form each signed by or on behalf of one or more directors.

*\* Amended by special resolution passed on 8 December 1998*



86. Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his interest arises only because the case falls within one or more of the following paragraphs:

- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the company;
- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the company for which the director has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of a security.

For the purposes of this article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this article becomes binding on the company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointer shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

87. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

88. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

89. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

90. The directors may continue to act although their number is reduced by death, retirement or otherwise, below the number of ten provided that the remaining directors include at least one representative of each of the categories of member described in Article 4.

### **COMMONWEALTH LIAISON**

91. (1) For the purpose of ensuring effective liaison between the company and the Secretary-General in the discharge of his obligations to Commonwealth Heads of Government, the Secretary General may designate an officer of the Commonwealth Secretariat who is a member of the company as liaison officer. The person so designated:

- (a) shall be given access to all information about the Company relevant to the performance of his function;
- (b) shall be given notice of all meetings of the company and of all directors' meetings including meetings of committees of directors;
- (c) may attend any meeting of which he is entitled to receive notice;
- (d) shall be invited, with the agreement of the Chairman, to speak at and to circulate information to meetings which he attends.

(2) A person designated pursuant to paragraph (1) of this Article does not, by virtue of this Article, have the right to vote at meetings of the company or at meetings of directors or committees of directors.

(3) Nothing in this Article shall be construed as requiring the company to meet expenses incurred by the person designated pursuant to paragraph (1) in carrying out the liaison role.

### **SECRETARY**

92. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

### **MINUTES**

93. The directors shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings at meetings of the company and of directors and of committees of directors including the names of the directors present at each such meeting and of any others in attendance.

### **SEAL**

94. The Seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or by two directors.

### **ACCOUNTS**

95. The directors shall as soon as may be practicable after the business of the company has commenced open or cause to be opened in the name of the company an account or accounts with a bank or banks incorporated in or outside the United Kingdom. The accounts shall be used for all receipts and payments and shall be operated by cheques signed on behalf of the company

by two or more signatories authorised by the Board. The company may invest any surplus funds not immediately required for expenditure in any lawful manner which the Board in its discretion deems advisable.

96. The directors shall cause proper books of account to be kept in respect of:
- (a) all sums of money received and expended by the company and the matters in respect of which receipt and expenditure take place;
  - (b) the assets and liabilities of the Company;
  - (c) all sales and purchases by the company.

97. The books of account shall be kept at the Office or at such other place or places as the directors may think fit, subject to the Act, and shall always be open to inspection by the directors. No member of the company (as such) shall have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.

98. The directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the company in general meeting such income and expenditure, balance sheet and reports as are referred to in the Act.

#### **AUDITORS**

99. Auditors shall be appointed by the company at its annual general meeting or, if the annual general meeting is suspended pursuant to Article 20(2), by the Board and may be re-appointed. Their duties shall be regulated in accordance with the Act.

#### **NOTICES**

100. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of directors need not be in writing.

101. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by sending by facsimile a copy of the notice to a facsimile number notified by the member as his registered facsimile number. A member whose registered address is not within the United Kingdom is entitled to receive any notice from the company.

102. A member present, either in person or by proxy, at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, the purpose for which it was called.

103. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that a notice was successfully sent to a registered facsimile number shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of:

- (a) 48 hours after the envelope containing it was posted if the member's registered address is in the United Kingdom;

- (b) 24 hours after the facsimile is recorded as having been successfully sent, regardless of the country in which the member has his registered address; and
- (c)† 10 days (if sent by airmail) after the envelope containing it was posted if the member's registered address is outside the United Kingdom.

#### **WINDING-UP**

104. (1)\* If one category of member withdraws from the company or otherwise ceases to exist or if the representation of one category of member falls below the minimum required for that category to appoint the number of directors required to contribute to the making of a quorum, the remaining directors shall decide if the Company should continue to operate.

(2) Clause 8 of the Memorandum of Association of the Company relating to the winding-up of the company shall have effect as if the provisions thereof were repeated in these Articles.

#### **INDEMNITY**

105. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

#### **INTERPRETATION OF ARTICLES**

106. If any doubt shall arise as to the proper construction or meaning of any provision of these Articles or of any rule or regulation made hereunder or of any expression used herein, the directors shall resolve such doubt and the decision of the directors shall be final and conclusive provided that such decision is recorded in the Minute Book of the proceedings of meetings of the directors.

\* *Amended by special resolution passed on 8 December 1998*

† *Amended by special resolution passed on 13 February 2002*

## NAMES AND ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Names, addresses and descriptions  
of subscribers:

1. Dr. Moses Nee Buernor Ayiku  
3 Ghanair Avenue Extension  
Airport Residential Area  
Accra  
Ghana

Signed: M N B Ayiku.

Dated the 2nd day of May 1995.

Witness to the above signature:

Signed: Iftikhar Ahmed  
Nuclear Physicist

2. Mr. Rundheersing Bheenick  
Royal Road  
Moka  
Mauritius

Signed: R Bheenick

Dated the 2nd day of May 1995.

Witness to the above signature:

Signed: D C M Corbett  
Manager

3. Dr William Stanley Bardo  
Cherry Tree Farm  
Missenden Road  
Great Kingshill  
Bucks HP15 6ED

Signed: W S Bardo

Dated the 27th day of April 1995.

Witness to the above signature:

Signed: M Y Smith  
General Manager, CCGTM/PSP

4. Ambassador Parameswaran Nagalingam      Signed: Parameswaran Nagalingam  
63 Lengkok Aminuddin Baki  
Taman Tun Dr Ismail  
60000 Kuala Lumpur  
Malaysia

Dated the 3rd day of May 1995.

Witness to the above signature:

Signed: Riza Sellahettin  
Second Secretary

5. Prof. Michael George Pitman      Signed: M G Pitman  
50 Booroondara Street  
Reid ACT 2601  
Australia

Dated the 26th day of April 1995.

Witness to the above signature:

Signed: A Law  
Public Servant

6. Tan Sri Datuk Dr Omar Abdul Rahman      Signed: Omar A Rahman  
No 34 Jalan Tualang  
Bukit Bandaraya, Bangsar  
59100 Kuala Lumpur  
Wilayah Persekutuan  
Malaysia

Dated the 2nd day of May 1995.

Witness to the above signature:

Signed: C Sagayam  
International Liaison Officer

7. Mr. Frank Rampersad      Signed: F Rampersad  
2 St Vincent Avenue  
Federation Park  
Port of Spain  
Trinidad

Dated the 2nd day of May 1995.

Witness to the above signature:

Signed: A Jayasekera - PA.

8. Prof. Peter Serracino-Inglott  
University of Malta  
Msida  
Malta

Signed: P Serracino-Inglott

Dated the 1st day of June 1995.

Witness to the above signature:

Signed: M J Zammit  
Secretary

9. Jonathan Solomon  
12 Kidderpore Gardens  
London NW3

Signed: J Solomon

Dated the 28th day of May 1995.

Witness to the above signature:

Signed: V Dallyn  
Secretarial Assistant

10. Y. Bhg. Dato' Francis Yeoh Sock Ping  
No 3, Lorong 16/7B  
46350 Petaling Jaya  
Selangor  
Malaysia

Signed: F Yeoh Sock Ping

Dated the 10th day of May 1995

Witness to the above signature:

Signed: Khoo Khee Cheong  
Personal Assistant

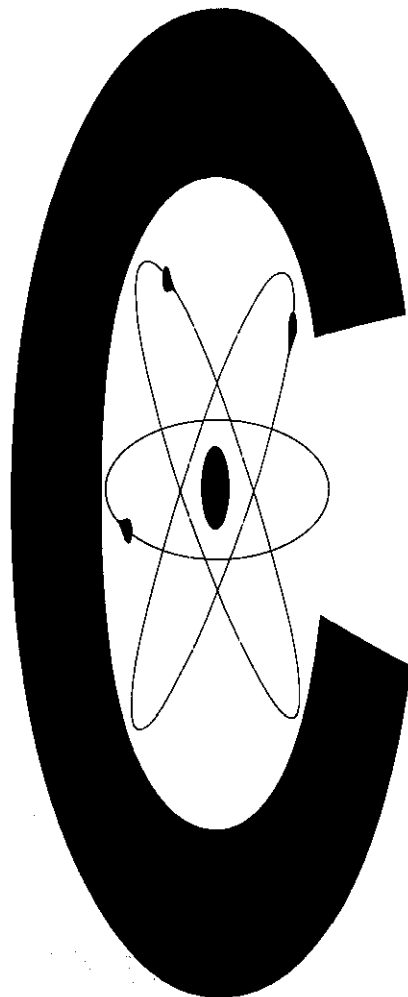
Company Registration No. 3067909

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**

(A company limited by guarantee)

**Report and Financial Statements**

**31 March 2002**



LDS  
COMPANIES HOUSE

\*L IUMKEXE\*

0475  
10/10/02

**PTM**

**Commonwealth Partnership for Technology Management Ltd.**



**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**REPORT AND FINANCIAL STATEMENTS 2002**

<b>CONTENTS</b>	<b>Page</b>
<b>Officers and professional advisers</b>	<b>1</b>
<b>Directors' report</b>	<b>4</b>
<b>Auditors' report</b>	<b>7</b>
<b>Income and expenditure account</b>	<b>8</b>
<b>Balance sheet</b>	<b>9</b>
<b>Notes to the accounts</b>	<b>10</b>

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**DIRECTORS**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia)	Chairman
Dr Moses Nee Buernor Ayiku (Ghana)	
Mr Ian Christopher Downing	
Amb. Jasmi Md. Yusoff (Malaysia)	
Mr Dixies Shadrack Msautsa Kambauwa (Malawi)	
Mr Allan George Mayo	
Prof Bishnodat Persaud (Barbados) ( <i>resigned 25 September 2001</i> )	
Tan Sri Dato' Francis Yeoh Sock Ping (Malaysia)	
Prof Noel Zarb-Adami (Malta)	
Datuk Dr Mihaela Y Smith, PJN	Chief Executive
Dr John Vincent Cable (MP) ( <i>appointed 6 November 2001</i> )	
Mr Modise Davies Modise ( <i>appointed 10 July 2001</i> )	
Mrs Catherine Cunningham ( <i>lapsed 25 September 2001 on resignation of appointing director</i> )	
Mr Keith Jordan ( <i>resigned 25 September 2001</i> )	
Mr Ramanan Rickie Sankar (Guyana) (alternate to Dr Moses Nee Buernor Ayiku)	
Mr Lim Man Onn (Malaysia) (alternate to Tan Sri Dato' Francis Yeoh Sock Ping)	
Mr Mohamad Muda (Malaysia) (alternate to Amb. Jasmi Md. Yusoff)	
Mr Rundheersing Bheenick ( <i>appointed 19 December 2001</i> ) (alternate to Tan Sri Datuk Dr Omar bin Abdul Rahman)	
Dr George Christodoulides ( <i>appointed 26 September 2001</i> ) (alternate to Prof Noel Zarb-Adami)	
Mr Ralph Murphy ( <i>appointed 26 September 2001</i> ) (alternate to Mr Dixies Shadrack Msautsa Kambauwa)	
Lt General Ihsan Shurdom ( <i>appointed 26 September 2001</i> ) (alternate to Mr Ian Christopher Downing)	

**CHIEF EXECUTIVE**

Datuk Dr Mihaela Yvonne Smith PJN

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**MANAGEMENT COMMITTEE**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia)	Chairman, <i>ex officio</i>
Ms Lisa Agard (Cayman Islands)	
Dr George Christodoulides (Cyprus)	
Mrs Catherine M Cunningham	
Mr Ian Christopher Downing	
Mr John Percival W Jeffers (Barbados)	
Mr Dixies Kambauwa (Malawi)	
Datuk Dr Mihaela Yvonne Smith PJN	Chief Executive, <i>ex officio</i>
Mr John Watkinson	

**PARTNERSHIP STEERING GROUP**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia)	Chairman, <i>ex officio</i>
Mr Gordon Adgey	
Ms Lisa Agard (Cayman Islands)	
Mrs Anna Ahmed	
Mr Adrian Augier (St. Lucia)	
Mr Rundheersing Bheenick (Mauritius)	
Mr John Carter (South Africa)	
Mr V M Chandran (Malaysia)	
Mr Hollis Charles (Trinidad & Tobago)	
Prof. Chris Chetsanga (Zimbabwe)	
Mrs Catherine M Cunningham	
Mrs Eunice Kazembe (Malawi)	
Mr Keith Jordan	
Prof. E E Okon (Nigeria)	
Mr Christopher Pastakia	
Datuk Shahril Shamsuddin (Malaysia)	
Datuk Dr Mihaela Yvonne Smith PJN	Chief Executive, <i>ex officio</i>

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**REPORT AND FINANCIAL STATEMENTS 2002**

**OFFICERS AND PROFESSIONAL ADVISERS**

**SECRETARY**

Comat Registrars Limited  
9 Gray's Inn Square  
Gray's Inn  
London WC1R 5JQ

**REGISTERED OFFICE**

14 Queen Anne's Gate  
London SW1H 9AA

**BANKERS**

HSBC Bank plc  
69 Pall Mall  
London SW1Y 5EY

**SOLICITORS**

Roiter Zucker  
Regent House  
5 Broadhurst Gardens  
Swiss Cottage  
London NW3 3QX

Speechly Bircham  
6 St Andrew Street  
London EC4A 3LX

**ACCOUNTANTS**

Deloitte & Touche  
Chartered Accountants  
Cambridge

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for the period from 1 July 2001 to 31 March 2002.

**ACTIVITIES**

The Commonwealth Partnership for Technology Management Limited is set up to provide advisory services to Commonwealth countries, institutions and organisations, with particular reference to technology and environmental assessment and management, and the inter-relationship between these issues and economic policy; to promote a global approach to the harnessing of technology for development through public and private sector partnerships; to foster the creation of other international partnerships between the public and private sectors for the benefit of Commonwealth countries; to use co-operative networking and resourcing to enhance national capacities of Commonwealth countries to manage technology for growth and sustainable development. The company does not trade and any surplus at the year end is transferred to reserves to meet future running costs.

**REVIEW OF ACTIVITIES**

The company was incorporated on 13 June 1995 and commenced its activities on 1 July 1995. The company made a deficit after taxation for the period from 1 July 2001 to 31 March 2002 of £46,103 (2001 - deficit of £85,756).

**FUTURE DEVELOPMENTS**

The company will continue to provide advisory services as stated in the company's objects and to develop further the concept and practice of public/private sector partnership through co-operative networking.

**DIRECTORS AND THEIR INTERESTS**

The membership of the Board is set out on page 1. All directors are also members of the company.

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

United Kingdom company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**DIRECTORS' REPORT (continued)**

**DIRECTORS' RESPONSIBILITIES (continued)**

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**AUDITORS**

Deloitte & Touche have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors  
and signed on behalf of the Board



Tan Sri Datuk Dr Omar bin Abdul Rahman  
Chairman

16/9 /2002

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF  
COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED  
(A company limited by guarantee)**

We have audited the financial statements of Commonwealth Partnership for Technology Management Limited for the period from 1 July 2001 to 31 March 2002 which comprise the income and expenditure account, the balance sheet and the related notes 1 to 11. These financial statements have been prepared under the accounting policies set out therein.

**Respective responsibilities of directors and auditors**

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

**Basis of audit opinion**

We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements.

**Opinion**

In our opinion, the financial statements give a true and fair view of the state of the company's affairs as at 31 March 2002 and of its deficit for the period from 1 July 2001 to 31 March 2002 and have been properly prepared in accordance with the Companies Act 1985.

*Deloitte & Touche*

Chartered Accountants and  
Registered Auditors

Cambridge

27 September 2002



**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**INCOME AND EXPENDITURE ACCOUNT**

Year ended 31 March 2002.

	Note	Period from 1 July 2001 to 31 March 2002 £	Year ended 30 June 2001 £
<b>INCOME:</b>			
Contributions		339,726	360,021
Interest received		3,426	10,958
Other income		662	2,000
		<u>343,814</u>	<u>372,979</u>
<b>EXPENDITURE</b>		<u>(403,347)</u>	<u>(457,732)</u>
<b>OPERATING DEFICIT BEFORE TAXATION</b>	2	(59,533)	(84,753)
<b>TAXATION</b>	4	<u>343</u>	<u>1,003</u>
<b>DEFICIT FOR THE YEAR TRANSFERRED TO RESERVES</b>	9	<u><u>(59,876)</u></u>	<u><u>(85,756)</u></u>

All activities derive from continuing operations.

There are no recognised gains or losses other than as stated in the income and expenditure account.

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

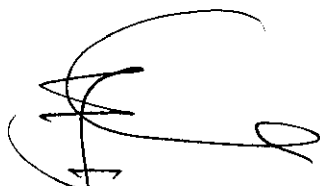
**BALANCE SHEET**

31 March 2002

	Note	31 March 2002	30 June 2001 as restated (see note 7)
		£	£
<b>FIXED ASSETS</b>			
Tangible Assets	5	24,022	16,442
<b>CURRENT ASSETS</b>			
Debtors	6	128,872	130,950
Investments	7	85,000	125,000
Cash at bank and in hand		44,883	25,289
		<u>258,755</u>	<u>281,239</u>
<b>CREDITORS: amounts falling due within one year</b>	8	<u>(140,069)</u>	<u>(95,097)</u>
<b>NET CURRENT ASSETS</b>		<u>118,686</u>	<u>186,142</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>142,708</u>	<u>202,584</u>
<b>RESERVES</b>	9	<u>142,708</u>	<u>202,584</u>

These financial statements were approved by the Board of Directors on 16/9/2002.

Signed on behalf of the Board of Directors



Tan Sri Datuk Dr Omar bin Abdul Rahman  
Chairman

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**

Period from 1 July 2001 to 31 March 2002

**1. ACCOUNTING POLICIES**

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

**Accounting Convention**

The financial statements are prepared under the historical cost convention.

**Income**

Contributions and fee-based income are taken to the income and expenditure account when received unless designated for a specific period when they are spread over the period to which they relate.

**Tangible Fixed Assets**

Depreciation of fixed assets is calculated to write off their cost over their estimated useful lives which are considered to be:

Furniture and office equipment	5 years.
Leasehold Improvements	3 years

**Foreign Exchange**

Transactions denominated in foreign currencies are translated into sterling at the rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the rates ruling at that date. Translation differences arising are dealt with in the profit and loss account.

**Operating leases**

Rentals on operating leases are charged to the income and expenditure account in equal annual amounts over the lease term.

**2. OPERATING DEFICIT BEFORE TAXATION**

	Period from 1 July 2001 to 31 March 2002	Year ended 30 June 2001
	£	£
<b>The operating deficit before taxation is stated after charging:</b>		
Depreciation	6,288	8,081
Rentals under operating leases		
Land and buildings	39,635	35,196
Other operating leases	2,560	1,728
Auditors' remuneration	5,875	5,875
	<u>          </u>	<u>          </u>

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**

Period from 1 July 2001 to 31 March 2002

**3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES**

No Directors received any emoluments in the period from 1 July 2001 to 31 March 2002 or the preceding year

	<b>Period from 1 July 2001 to 31 March 2002 No</b>	<b>Year ended 30 June 2001 No</b>
The average number employed by the Company in the period was	<u>5</u>	<u>6</u>
	£	£
The costs incurred in respect of these employees was:		
Wages and salaries	110,270	158,948
Social security costs	<u>10,908</u>	<u>15,657</u>
	<u>121,178</u>	<u>174,605</u>

**4. TAX ON LOSS ON ORDINARY ACTIVITIES**

	<b>Period from 1 July 2001 to 31 March 2002 £</b>	<b>Year ended 30 June 2001 £</b>
Corporation tax at 10% (2001 - 11%)	343	1216
Adjustment to prior year's tax charge	-	<u>(213)</u>
	<u>343</u>	<u>1,003</u>

The company is chargeable to corporation tax only on its investment income.

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**

Period from 1 July 2001 to 31 March 2002

**4. TAX ON LOSS ON ORDINARY ACTIVITIES (continued)**

The tax assessed for the period is lower than the standard rate of corporation tax in the UK (2002 – 30%; 2001 - 30%). The differences are explained below:

	Period from 1 July 2001 to 31 March 2002 £	Year ended 30 June 2001 £
Operating deficit before taxation	(59,533)	(84,753)
Tax on operating deficit at standard rate	(17,860)	(25,426)
Factors affecting charge:		
Deficit not assessable to tax due to non-profit making status of company	18,888	28,713
Lower rate of tax on investment income (2002 - 10%, 2001 - 11%)	(685)	(2,071)
Adjustment to prior year's tax charge	-	(213)
Current tax charge for the period	343	1,003

**5. TANGIBLE FIXED ASSETS**

	Leasehold improve- ments £	Furniture and office equipment £	Total £
<b>Cost</b>			
At 1 July 2001	1,575	56,558	58,133
Additions in period	-	13,868	13,868
At 31 March 2002	1,575	70,426	72,001
<b>Accumulated depreciation</b>			
At 1 July 2001	-	41,691	41,691
Charge in period	-	6,288	6,288
At 31 March 2002	-	47,979	47,979
<b>Net book value</b>			
At 31 March 2002	1,575	22,447	24,022
At 30 June 2001	1,575	14,867	16,442

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
Period from 1 July 2001 to 31 March 2002

**6. DEBTORS**

	31 March 2002 £	30 June 2001 £
Other debtors	113,051	110,343
Prepayments and accrued income	15,821	20,607
	128,872	130,950
	128,872	130,950

**7. INVESTMENTS HELD AS CURRENT ASSETS**

	31 March 2002 £	30 June 2001 as restated £
Cash deposits with terms in excess of seven days	85,000	125,000
	85,000	125,000
	85,000	125,000

The comparative for 2001 for cash at bank and in hand previously included £125,000 in respect of cash deposits. This amount has been reclassified to current investments: cash deposits with terms in excess of seven days in order to better reflect the requirements of the Companies Act 1985. The effect on the current period is £85,000

**8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	31 March 2002 £	30 June 2001 £
Other creditors	27,344	742
Corporation tax	344	1,216
Other taxation and social security	4,414	-
Accruals	21,694	26,639
Deferred income	86,273	66,500
	140,069	95,097
	140,069	95,097

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
Period from 1 July 2001 to 31 March 2002

**9. RESERVES**

	<b>General reserve £</b>
At 1 July 2001	202,584
Transfer from income and expenditure account	(59,876)
	<hr/>
At 31 March 2002	142,708
	<hr/> <hr/>

**10. OPERATING LEASE COMMITMENTS**

At 31 March 2002 the company was committed to making the following payments during the next period in respect of operating leases.

	<b>31 March 2002</b>		<b>30 June 2001</b>	
	<b>Land and buildings £</b>	<b>Other £</b>	<b>Land and Buildings £</b>	<b>Other £</b>
<b>Leases which expire:</b>				
Within two to five years	51,250	3,737	51,250	3,180
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

**11. LIABILITY**

The liability of the members on winding up is limited to such amounts as may be required, not exceeding £1 per member.

There were 383 members at 31 March 2002 (2001 - 354).

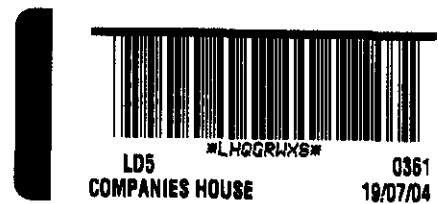
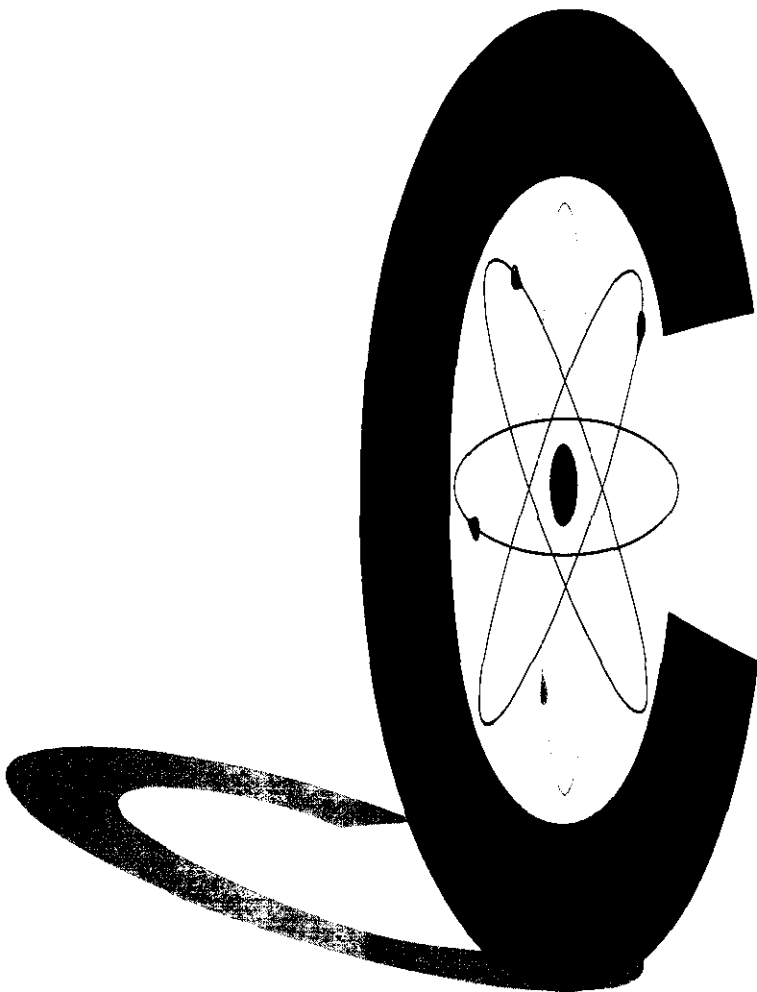
Company Registration No. 3067909

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**

(A company limited by guarantee)

**Report and Financial Statements**

**31 March 2004**



**PTM**

**Commonwealth Partnership for Technology Management Ltd.**



**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**REPORT AND FINANCIAL STATEMENTS 2004**

<b>CONTENTS</b>	<b>Page</b>
<b>Officers and professional advisers</b>	<b>1</b>
<b>Directors' report</b>	<b>4</b>
<b>Independent auditors' report</b>	<b>6</b>
<b>Income and expenditure account</b>	<b>7</b>
<b>Balance sheet</b>	<b>8</b>
<b>Notes to the accounts</b>	<b>9</b>

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED  
(A company limited by guarantee)**

**REPORT AND FINANCIAL STATEMENTS 2004**

**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia) Chairman  
Dr Ndeutala Angolo (Namibia) *(appointed 13 November 2003)*  
Dr Moses Nee Buernor Ayiku (Ghana)  
Dr John Vincent Cable (MP)  
Mr Ian Christopher Downing  
Dato' Awang Adek Hussin (Malaysia) *(appointed 13 November 2003)*  
Amb. Jasmi Md. Yusoff (Malaysia) *(resigned 28 April 2003)*  
Mr Dixies Shadrack Msautsa Kambauwa (Malawi) *(resigned 13 November 2003)*  
Mr Gideon Jabulane Mahlalela (Swaziland) *(appointed 29 March 2004)*  
Mr Allan George Mayo *(resigned 13 November 2003)*  
Mr Modise Davies Modise (Botswana) *(resigned 13 November 2003)*  
Dato' Abdul Aziz Mohammed (Malaysia) *(appointed 13 November 2003)*  
Tan Sri Dato' Francis Yeoh Sock Ping (Malaysia) *(resigned 13 November 2003)*  
Prof Noel Zarb-Adami (Malta)  
Datuk Dr Mihaela Y Smith, PJN Chief Executive  
Mr Anu'a-Gheyle Solomon Azoh-Mbi (Cameroon)(alternate to Dr N Angolo) *(appointed 13 November 2003)*  
Mr Rundheersing Bheenick (Mauritius)(alternate to Tan Sri Datuk Dr Omar bin Abdul Rahman)  
Dr George Christodoulides (Cyprus)(alternate to Mr Ian Christopher Downing)  
Dr Jeffrey Webster Dellimore (Barbados)(alternate to Dr M N B Ayiku) *(appointed 13 November 2003)*  
Mr Mohamad Muda (Malaysia) (alternate to Amb. Jasmi Md. Yusoff) *(resigned 28 April 2003)*  
Mr Ralph Murphy (alternate to Mr Dixies Shadrack Msautsa Kambauwa) *(resigned 2 May 2003)*  
Dato' Abdul Wahid Omar (Malaysia)(alternate to Dato' Awang Adek Hussin) *(appointed 4 December 2003)*  
Mr Lim Man Onn (Malaysia) (alternate to Tan Sri Dato' Francis Yeoh Sock Ping) *(resigned 13 November 2003)*  
Ms Rohana Ramli(Malaysia)(alternate to Dato' Abdul Aziz Mohammed) *(appointed 13 November 2003)*  
Mr Ramanan Rickie Sankar (Guyana)(Alternate to Dr M N B Ayiku) *(resigned 13 November 2003)*  
Lt General Ihsan Shurdom (Jordan)(alternate to Prof Noel Zarb-Adami)  
Dr Jan Verloop (Netherlands)(alternate to Mr G J Mahlalela)

**CHIEF EXECUTIVE**

Datuk Dr Mihaela Yvonne Smith PJN

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED  
(A company limited by guarantee)**

**REPORT AND FINANCIAL STATEMENTS 2004**

**OFFICERS AND PROFESSIONAL ADVISERS**

**MANAGEMENT COMMITTEE**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia)	Chairman, <i>ex officio</i>
Ms Lisa Agard (Cayman Islands)	
Dr George Christodoulides (Cyprus)	
Mrs Catherine M Cunningham	
Mr Ian Christopher Downing	
Mr John Percival W Jeffers (Barbados)	
Mr Dixies Kambauwa (Malawi)	
Datuk Dr Mihaela Yvonne Smith PJN	Chief Executive, <i>ex officio</i>
Mr John Watkinson	

**PARTNERSHIP STEERING GROUP**

Tan Sri Datuk Dr Omar bin Abdul Rahman (Malaysia)	Chairman, <i>ex officio</i>
Mr Gordon Adgey	
Ms Lisa Agard (Cayman Islands)	
Mrs Anna Ahmed	
Mr Adrian Augier (St. Lucia)	
Mr Rundheersing Bheenick (Mauritius)	
Mr John Carter (South Africa)	
Mr V M Chandran (Malaysia)	
Mr Hollis Charles (Trinidad & Tobago)	
Prof. Chris Chetsanga (Zimbabwe)	
Mrs Catherine M Cunningham	
Mrs Eunice Kazembe (Malawi)	
Mr Keith Jordan	
Prof. E E Okon (Nigeria)	
Mr Christopher Pastakia	
Datuk Shahril Shamsuddin (Malaysia)	
Datuk Dr Mihaela Yvonne Smith PJN	Chief Executive, <i>ex officio</i>

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**REPORT AND FINANCIAL STATEMENTS 2004**

**OFFICERS AND PROFESSIONAL ADVISERS**

**SECRETARY**

Comat Registrars Limited  
9 Gray's Inn Square  
Gray's Inn  
London WC1R 5JQ

**REGISTERED OFFICE**

63 Catherine Place  
London SW1E 6DY

**BANKERS**

HSBC Bank plc  
69 Pall Mall  
London SW1Y 5EY

**SOLICITORS**

Roiter Zucker  
Regent House  
5 Broadhurst Gardens  
Swiss Cottage  
London NW3 3QX

Speechly Bircham  
6 St Andrew Street  
London EC4A 3LX

**AUDITORS**

Deloitte & Touche LLP  
Chartered Accountants  
Cambridge

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for the year ended 31 March 2004.

**ACTIVITIES**

The Commonwealth Partnership for Technology Management Limited is set up to provide advisory services to Commonwealth countries, institutions and organisations in the Commonwealth and beyond, with particular reference to technology and environmental assessment and management, and the inter-relationship between these issues and economic policy; to promote a global approach to the harnessing of technology for development through public and private sector partnerships; to foster the creation of other international partnerships between the public and private sectors for the benefit of Commonwealth countries; to use co-operative networking and resourcing to enhance national capacities of Commonwealth countries to manage technology for growth and sustainable development. The principal vehicle selected to fulfil these objectives is the series of annual Smart Partnership Dialogues held alternately in Malaysia and Southern & Eastern Africa, with occasional ones in the Caribbean.

**REVIEW OF ACTIVITIES**

The company was incorporated on 13 June 1995 and commenced its activities on 1 July 1995. The company made a surplus after taxation for the year ended 31 March 2004 of £49,210 (2003 - deficit of £38,489). The company does not trade and any surplus at the year end is transferred to reserves to meet future running costs.

**FUTURE DEVELOPMENTS**

The company will continue to provide advisory services as stated in the company's objects and to develop further the concept and practice of public/private sector partnership through co-operative networking and National and International Dialogues.

**DIRECTORS AND THEIR INTERESTS**

The membership of the Board is set out on page 1. All directors are also members of the company.

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

United Kingdom company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
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The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

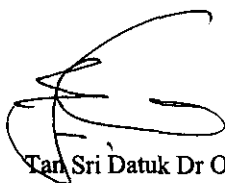
**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**DIRECTORS' REPORT**

**AUDITORS**

*Deloitte & Touche LLP* have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors  
and signed on behalf of the Board



Tan Sri Datuk Dr Omar bin Abdul Rahman

Chairman

9/7/04

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF  
COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED  
(A company limited by guarantee)**

We have audited the financial statements of Commonwealth Partnership for Technology Management Limited for the year ended 31 March 2004 which comprise the income and expenditure account, the balance sheet and the related notes 1 to 12. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of directors and auditors**

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

**Basis of audit opinion**

We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the *directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.*

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements.

**Opinion**

In our opinion, the financial statements give a true and fair view of the state of the company's affairs as at 31 March 2004 and of its surplus for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*Deloitte & Touche LLP*

Deloitte & Touche LLP

Chartered Accountants and  
Registered Auditors

Cambridge

*14 July 2004*

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**INCOME AND EXPENDITURE ACCOUNT**  
**Year ended 31 March 2004**

	Note	2004 £	2003 £
<b>INCOME</b>			
Contributions		663,043	338,809
Interest received		3,931	2,968
Other income		-	462
		<u>666,974</u>	<u>342,239</u>
<b>EXPENDITURE</b>			
		<u>(617,764)</u>	<u>(380,728)</u>
<b>OPERATING SURPLUS (DEFICIT) BEFORE TAXATION</b>	2	49,210	(38,489)
<b>TAXATION</b>	4	<u>-</u>	<u>-</u>
<b>SURPLUS (DEFICIT) FOR THE YEAR TRANSFERRED TO RESERVES</b>	9	<u>49,210</u>	<u>(38,489)</u>

All activities derive from continuing operations.

There are no recognised gains or losses other than as stated in the income and expenditure account.

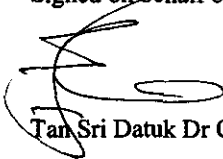


**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**BALANCE SHEET**  
**31 March 2004**

	Note	£	2004 £	£	2003 £
<b>FIXED ASSETS</b>					
Tangible assets	5		39,443		14,468
<b>CURRENT ASSETS</b>					
Debtors	6	127,442		103,740	
Investments	7	353,291		4,506,652	
Cash at bank and in hand		7,686		36,302	
		<u>488,419</u>		<u>4,646,694</u>	
<b>CREDITORS: amounts falling due within one year</b>	8	<u>(374,433)</u>		<u>(4,556,943)</u>	
<b>NET CURRENT ASSETS</b>			<u>113,986</u>		<u>89,751</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<u>153,429</u>		<u>104,219</u>
<b>RESERVES</b>	9		<u>153,429</u>		<u>104,219</u>

These financial statements were approved by the Board of Directors on  
Signed on behalf of the Board of Directors

  
Tan Sri Datuk Dr Omar bin Abdul Rahman

Chairman

9/7/04

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**

**Year ended 31 March 2004**

**1. ACCOUNTING POLICIES**

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

**Accounting convention**

The financial statements are prepared under the historical cost convention.

**Income**

Contributions and fee-based income are taken to the income and expenditure account when received unless designated for a specific period when they are spread over the period to which they relate.

**Tangible fixed assets**

Depreciation of fixed assets is calculated to write off their cost over their estimated useful lives which are considered to be:

Furniture and office equipment	5 years
Leasehold improvements	3 years

**Deferred taxation**

Deferred tax is provided in full on timing differences, which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

**Foreign exchange**

Transactions denominated in foreign currencies are translated into sterling at the rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the rates ruling at that date. Translation differences arising are dealt with in the profit and loss account.

**Operating leases**

Rentals on operating leases are charged to the income and expenditure account in equal annual amounts over the lease term.

**2. OPERATING SURPLUS (DEFICIT) BEFORE TAXATION**

	2004	2003
	£	£
<b>The operating surplus (deficit) before taxation is stated after charging (crediting):</b>		
Depreciation	7,291	9,554
Loss (profit) on sale of fixed assets	1,387	(150)
Rentals under operating leases		
Land and buildings	50,935	39,707
Other operating leases	3,737	3,736
Auditors' remuneration	6,300	6,169
	<hr/>	<hr/>

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
Year ended 31 March 2004

**3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES**

	2004 £	2003 £
Directors' remuneration		
Emoluments	54,980	52,570
No non-executive director receives any remuneration	No	No
The average number employed by the company in the year was	8	7
The costs incurred in respect of these employees were:	£	£
Wages and salaries	192,846	164,000
Social security costs	20,200	15,458
	<u>213,046</u>	<u>179,458</u>

**4. TAX ON SURPLUS (DEFICIT) ON ORDINARY ACTIVITIES**

	2004 £	2003 £
Corporation tax at 10% (2003 - 10%)	-	-
The company is chargeable to corporation tax only on its investment income.		
The tax assessed for the year is lower than the standard rate of corporation tax in the UK 30% (2003 - 30%). The differences are explained below:		
	2004 £	2003 £
Operating surplus (deficit) before taxation	49,210	(38,489)
Tax on operating surplus (deficit) at standard rate	14,763	(11,547)
Factors affecting charge:		
(Surplus) deficit not assessable to tax due to non-profit making status of company	(13,584)	12,437
Marginal rate relief	(1,179)	(890)
Current tax charge for the year	<u>-</u>	<u>-</u>

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
Year ended 31 March 2004

**5. TANGIBLE FIXED ASSETS**

	Leasehold improve- ments £	Furniture and office equipment £	Total £
<b>Cost</b>			
At 1 April 2003	1,575	68,291	69,866
Additions	-	33,678	33,678
Disposals	(1,575)	(29,343)	(30,918)
	<hr/>	<hr/>	<hr/>
At 31 March 2004	-	72,626	72,626
	<hr/>	<hr/>	<hr/>
<b>Accumulated depreciation</b>			
At 1 April 2003	1,050	54,348	55,398
Charge in year	-	7,291	7,291
Disposals	(1,050)	(28,456)	(29,506)
	<hr/>	<hr/>	<hr/>
At 31 March 2004	-	33,183	33,183
	<hr/>	<hr/>	<hr/>
<b>Net book value</b>			
At 31 March 2004	-	39,443	39,443
	<hr/>	<hr/>	<hr/>
At 31 March 2003	525	13,943	14,468
	<hr/>	<hr/>	<hr/>

**6. DEBTORS**

	2004 £	2003 £
Other debtors	115,914	83,789
Prepayments and accrued income	11,528	19,951
	<hr/>	<hr/>
	127,442	103,740
	<hr/>	<hr/>

**7. INVESTMENTS HELD AS CURRENT ASSETS**

	2004 £	2003 £
Cash deposits	353,291	4,506,652
	<hr/>	<hr/>

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**  
**Year ended 31 March 2004**

**8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>2004</b>	<b>2003</b>
	<b>£</b>	<b>£</b>
Other creditors	8,526	8,526
Other taxation and social security	132	-
Accruals	108,955	14,464
Deferred income	256,820	130,000
Endowment fund creditor (note 11)	-	4,403,953
	<u>374,433</u>	<u>4,556,943</u>

**9. RESERVES**

	<b>General reserve £</b>
At 1 April 2003	104,219
Transfer from income and expenditure account	49,210
	<u>153,429</u>
At 31 March 2004	<u>153,429</u>

**10. OPERATING LEASE COMMITMENTS**

At 31 March 2004 the company was committed to making the following payments during the next period in respect of operating leases.

	<b>2004</b>		<b>2003</b>	
	<b>Land and buildings £</b>	<b>Other £</b>	<b>Land and buildings £</b>	<b>Other £</b>
<b>Leases which expire:</b>				
Within one year	-	-	51,250	-
Within two to five years	-	9,875	-	3,737
Over five years	88,371	-	-	-
	<u>88,371</u>	<u>9,875</u>	<u>51,250</u>	<u>3,737</u>

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE ACCOUNTS**

**Year ended 31 March 2004**

**11. CHANGE OF FUNDING ARRANGEMENTS**

During the year, the company set up a company registered in Jersey called CPTM Endowment Fund Limited. The company has proposed to its financially contributing members that annual contributions be supplemented by a one-off contribution to the CPTM Endowment Fund Limited, the income from which would be used to meet its funding requirements. During the year ended 31 March 2004 the company received £1,226,212 (2003 - £4,566,275) from governments and private sector companies in respect to the new entity. This money was transferred to CPTM Endowment Fund Limited when the company was set up. Since then, the company has received £464,000 of contributions from CPTM Endowment Fund Limited.

As a result of the above, at the year end the company held cash and creditors of £nil (2003 - £4,403,953) in respect of the new entity.

**12. LIABILITY**

The liability of the members on winding up is limited to such amounts as may be required, not exceeding £1 per member.

There were 334 members at 2004 (2003 - 334).



Companies House

**AR01** (ef)

**Annual Return**



Received for filing in Electronic Format on the: **29/06/2016**

X5A4WSYI

*Company Name:* **COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY  
MANAGEMENT LIMITED**

*Company Number:* **03067909**

*Date of this return:* **13/06/2016**

*SIC codes:* **96090**

*Company Type:* **Private company limited by guarantee**

*Situation of Registered  
Office:* **63 CATHERINE PLACE  
LONDON  
UNITED KINGDOM  
SW1E 6DY**

**Officers of the company**

*Company Secretary 1*

*Type:* **Corporate**

*Name:* **COMAT CONSULTING SERVICES LIMITED**

*Registered or  
principal address:* **2 HIGH COOMBE PLACE WARREN CUTTING  
KINGSTON-UPON-THAMES  
SURREY  
UNITED KINGDOM  
KT2 7HH**

*European Economic Area (EEA) Company*

*Register Location:* **ENGLAND & WALES**

*Registration Number:* **01855693**

---



*Company Director* 1

*Type:* **Person**  
*Full forename(s):* SHARA TUMWINE

*Surname:* AKARUNGI

*Former names:*

*Service Address:* THE CREATION LTD PLOT 4  
VICTORIA AVENUE, NAKASERO, PO BOX 7395  
KAMPALA  
UGANDA

*Country/State Usually Resident:* UGANDA

*Date of Birth:* \*\*/07/1988                      *Nationality:* UGANDAN

*Occupation:* MANAGING DIRECTOR

---

*Company Director* 2

*Type:* **Person**  
*Full forename(s):* **DR NDEUTALA**

*Surname:* **ANGOLO**

*Former names:*

*Service Address:* **12 VAN DER MERWE STREET  
PIONEERS PARK  
WINDHOEK  
NAMIBIA**

*Country/State Usually Resident:* **NAMIBIA**

*Date of Birth:* **\*\*/03/1952**                      *Nationality:* **NAMIBIAN**

*Occupation:* **CIVIL SERVANT**

---

*Company Director* 3

*Type:* **Person**  
*Full forename(s):* **DATO' ENG GUAN**

*Surname:* **CHOO**

*Former names:*

*Service Address:* **SUITE A-08-09, LEVEL 8, EMPIRE TOWER 1 EMPIRE SUBANG,  
JALAN SS 16/1  
47500 SUBANG JAYA  
SELANGOR  
MALAYSIA**

*Country/State Usually Resident:* **MALAYSIA**

*Date of Birth:* **\*\*/04/1947** *Nationality:* **MALAYSIAN**

*Occupation:* **COMPANY DIRECTOR**

---

*Company Director* 4

*Type:* **Person**  
*Full forename(s):* **DR GEORGE**

*Surname:* **CHRISTODOULIDES**

*Former names:*

*Service Address:* **6 SAINT DEMETRIOS ACROPOLIS  
2012 NICOSIA  
CYPRUS**

*Country/State Usually Resident:* **CYPRUS**

*Date of Birth:* **\*\*/11/1927**                      *Nationality:* **CYPRIOT**  
*Occupation:* **NONE SUPPLIED**

*Company Director* 5

*Type:* **Person**

*Full forename(s):* MR GWINYAI

*Surname:* DZINOTYIWEYI

*Former names:*

*Service Address:* PO BOX BW 905 BORROWDALE  
HARARE  
ZIMBABWE

*Country/State Usually Resident:* SOUTH AFRICA

*Date of Birth:* \*\*/12/1983

*Nationality:* ZIMBABWEAN

*Occupation:* ARCHITECT & URBAN DESIGNER

---

*Company Director* 6

*Type:* **Person**  
*Full forename(s):* **MR BARRY JUDE JEAN**

*Surname:* **FAURE**

*Former names:*

*Service Address:* **MINISTRY OF FOREIGN AFFAIRS AND TRANSPORT  
DEPARTMENT OF FOREIGN AFFAIRS  
PO BOX 656  
MONT FLEURI  
SEYCHELLES**

*Country/State Usually Resident:* **SEYCHELLES**

*Date of Birth:* **\*\*/07/1964** *Nationality:* **SEYCHELLOIS**

*Occupation:* **NONE SUPPLIED**

---

*Company Director* 7

*Type:* **Person**  
*Full forename(s):* **DR CALEB MAILONI**

*Surname:* **FUNDANGA**

*Former names:*

*Service Address:* **MACROECONOMIC AND FINANCIAL MANAGEMENT  
INSTITUTE OF EASTERN AND SOUTHERN AFRICA  
9 EARLS ROAD, ALEXANDER PARK, PO BOX A1419  
AVONDALE  
HARARE  
ZIMBABWE**

*Country/State Usually Resident:* **ZAMBIA**

*Date of Birth:* **\*\*/02/1953** *Nationality:* **ZAMBIAN**

*Occupation:* **NONE SUPPLIED**

---

*Company Director* 8

*Type:* **Person**

*Full forename(s):* **H.E. PETER**

*Surname:* **KALLAGHE**

*Former names:*

*Service Address:* **TANZANIA HIGH COMMISSION 3 STRATFORD PLACE  
LONDON  
UNITED KINGDOM  
W1C 1AS**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **\*\*/08/1959**

*Nationality:* **TANZANIAN**

*Occupation:* **HIGH COMMISSIONER**



*Company Director* 9

*Type:* **Person**  
*Full forename(s):* **LENNOX JOSEPH**

*Surname:* **LEWIS**

*Former names:*

*Service Address:* **NO.3 PICTON STREET  
NEWTOWN  
PORT-OF-SPAIN  
W.I.  
TRINIDAD AND TOBAGO**

*Country/State Usually Resident:* **TRINIDAD AND TOBAGO**

*Date of Birth:* **\*\*/05/1943** *Nationality:* **TRINIDADIAN**

*Occupation:* **NONE SUPPLIED**

---

*Company Director* 10

*Type:* **Person**  
*Full forename(s):* **GIDEON JABULANE**

*Surname:* **MAHLALELA, FIOD**

*Former names:*

*Service Address:* **317 PRINCESS DRIVE BOX 254  
MBABANE  
SWAZILAND**

*Country/State Usually Resident:* **SWAZILAND**

*Date of Birth:* **\*\*/07/1950** *Nationality:* **SWAZI**

*Occupation:* **DIRECTOR**

---

*Company Director* 11

*Type:* **Person**

*Full forename(s):* **JOHN SINCLAIR**

*Surname:* **MAIR**

*Former names:*

*Service Address:* **GREEN OAKS MARK WAY  
GODALMING  
SURREY  
UNITED KINGDOM  
GU7 2BN**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **\*\*/02/1960**

*Nationality:* **BRITISH**

*Occupation:* **BANKER**

---

*Company Director* 12

*Type:* **Person**  
*Full forename(s):* **LEKOMA**

*Surname:* **MOTHIBATSELA**

*Former names:*

*Service Address:* **PLOT 4821 ZAMBIA CLOSE  
EXT.11  
P.O. BOX 81412  
GABORONE  
BOTSWANA**

*Country/State Usually Resident:* **BOTSWANA**

*Date of Birth:* **\*\*/02/1946** *Nationality:* **BOTSWANA**

*Occupation:* **COMPANY DIRECTOR**

---

*Company Director* 13

*Type:* **Person**

*Full forename(s):* **TAN SRI DATUK DR OMAR ABDUL**

*Surname:* **RAHMAN**

*Former names:*

*Service Address:* **NO 34 JALAN TUALANG BUKIT BANDARAYA, BANGSAR  
KUALA LUMPUR  
WILAYAH PERSEKUTUAN 59100  
MALAYSIA**

*Country/State Usually Resident:* **MALAYSIA**

*Date of Birth:* **\*\*/11/1932**

*Nationality:* **MALAYSIAN**

*Occupation:* **SCIENCE ADVISER**

---

*Company Director* 14

*Type:* **Person**

*Full forename(s):* **LT. GENERAL (RETD) IHSAN HAMID BAT**

*Surname:* **SHURDOM**

*Former names:*

*Service Address:* **63 CATHERINE PLACE  
LONDON  
UNITED KINGDOM  
SW1E 6DY**

*Country/State Usually Resident:* **JORDAN**

*Date of Birth:* **\*\*/06/1938**

*Nationality:* **JORDANIAN**

*Occupation:* **NONE SUPPLIED**

*Company Director* 15

*Type:* **Person**  
*Full forename(s):* **DATUK DR MIHAELA YVONNE**

*Surname:* **SMITH, PJN**

*Former names:*

*Service Address:* **608 GILBERT HOUSE BARBICAN  
LONDON  
UNITED KINGDOM  
EC2Y 8BD**

*Country/State Usually Resident:* **ENGLAND**

*Date of Birth:* **\*\*/02/1948**                      *Nationality:* **BRITISH**  
*Occupation:* **CHIEF EXECUTIVE**

---

*Company Director* 16

*Type:* **Person**  
*Full forename(s):* **DR ANDREW JOHN**

*Surname:* **TAUSSIG**

*Former names:*

*Service Address:* **TANHURST, 115 ROSEBERY ROAD  
LANGLEY VALE  
EPSOM  
SURREY  
UNITED KINGDOM  
KT18 6AB**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **\*\*/03/1944**                      *Nationality:* **BRITISH**

*Occupation:* **NONE SUPPLIED**



*Company Director* 17

*Type:* **Person**  
*Full forename(s):* **PROF. SAM**

*Surname:* **TULYA-MUHIKA**

*Former names:*

*Service Address:* **IDC PLAZA 12 TERNAN AVENUE  
NAKASERO  
KAMPALA  
PO BOX 5609  
UGANDA**

*Country/State Usually Resident:* **UGANDA**

*Date of Birth:* **\*\*/11/1939** *Nationality:* **UGANDAN**

*Occupation:* **PROFESSOR/ STATISTICIAN/  
CONSULTANT**

---

*Company Director* 18

*Type:* **Person**

*Full forename(s):* **DR JAN**

*Surname:* **VERLOOP**

*Former names:*

*Service Address:* **30 JOZEF ISRAELSLAAN  
THE HAGUE  
2596 AR  
NETHERLANDS**

*Country/State Usually Resident:* **NETHERLANDS**

*Date of Birth:* **\*\*/05/1943** *Nationality:* **DUTCH**

*Occupation:* **CHEMICAL ENGINEER**

### *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.

Company Registration No. 3067909

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**Report and Financial Statements**

**31 March 2017**



( - 24/08/2017)

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**REPORT AND FINANCIAL STATEMENTS 2017**

<b>CONTENTS</b>	<b>Page</b>
<b>Officers and professional advisers</b>	<b>1</b>
<b>Directors' report</b>	<b>3</b>
<b>Independent auditor's report</b>	<b>5</b>
<b>Income and expenditure account</b>	<b>7</b>
<b>Balance sheet</b>	<b>8</b>
<b>Notes to the financial statements</b>	<b>9</b>

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED  
(A company limited by guarantee)**

**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS**

Tan Sri Datuk Dr Omar Abdul Rahman (Malaysia) Chairman  
Dr Ndeutala Angolo (Namibia)  
Dato' Eng Guan Choo (Malaysia)  
Ambassador Barry Jude Jean Faure (Seychelles)  
Dr Gideon Jabulane Mahlalela (Swaziland)  
Mr Lekoma Mothibatsela (Botswana)  
Dr Mihaela Yvonne Smith, PJN KMN Chief Executive  
Dr Andrew John Taussig  
Lt. General (Retd) Ihsan Hamid Bat Shurdom (Jordan)

**ALTERNATE DIRECTORS**

Ms Shara Tumwine Akarungi (Uganda) (alternate to Dr Andrew John Taussig) (resigned 15 September 2016)  
Dr George Christodoulides (Cyprus) (alternate to Tan Sri Datuk Dr Omar Abdul Rahman)  
Dr Caleb Mailoni Fundanga (Zambia) (alternate to Dr Ndeutala Angolo)  
HE Mr Peter Kallaghe (Tanzania) (alternate to HE Dr Carl Bertrand Roberts) (resigned 15 September 2016)  
Mr John Sinclair Mair (alternate to Ambassador Barry Jude Jean Faure)  
Dr I R Jan Verloop (Netherlands) (resigned 6 July 2016)  
Mr Gwinyai Dzinotyiweyi (Zimbabwe) (alternate to Mr Lekoma Mothibatsela)  
Mr Lennox Joseph Lewis (Trinidad and Tobago) (alternate to Dato' Eng Guan Choo)  
Prof. Sam Tulya-Muhika (Uganda) (alternate to Lt. General (Retd) Ihsan Hamid Bat Shurdom)

**CHIEF EXECUTIVE**

Dr Mihaela Yvonne Smith PJN KMN

**SECRETARY**

Comat Consulting Services Limited  
2 High Coombe Place  
Warren Cutting  
Kingston Upon Thames  
Surrey  
KT2 7HH

**REGISTERED OFFICE**

63 Catherine Place  
London SW1E 6DY

**BANKERS**

HSBC Bank plc  
69 Pall Mall  
London SW1Y 5EY

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**OFFICERS AND PROFESSIONAL ADVISERS**

**SOLICITORS**

Jaffe Porter Crossick LLP  
Omni House  
252 Belsize Road  
London NW6 4BT

Charles Russell Speechleys  
5 Fleet Place  
London EC4M 7RD

**AUDITOR**

Deloitte LLP  
Statutory Auditor  
Cambridge, United Kingdom

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for the year ended 31 March 2017.

The directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption. This exemption exempts the company from preparing a strategic report.

**ACTIVITIES**

The Commonwealth Partnership for Technology Management Limited ('CPTM') is set up to provide advisory services to Commonwealth countries, institutions and organisations in the Commonwealth and beyond, with particular reference to technology and environmental assessment and management, and the inter-relationship between these issues and economic policy; to promote a global approach to the harnessing of technology for development through public and private sector partnerships; to foster the creation of other international partnerships between the public and private sectors for the benefit of Commonwealth countries; to use co-operative networking and resourcing to enhance national capacities of Commonwealth countries to manage technology for growth and sustainable development. The principal vehicle selected to fulfil these objectives are the series of annual International Smart Partnership Dialogues and the six inclusive development initiatives and think tanking activities for commonwealth countries.

**REVIEW OF ACTIVITIES**

The company was incorporated on 13 June 1995 and commenced its activities on 1 July 1995. The directors' report that the company has recorded a surplus for the year ended 31 March 2017 before taxation of £384,173 (2016 - deficit of £90,674). The company is a not for profit organisation and any surplus at the year end is transferred to reserves to meet future running costs. Its annual income is derived from financial contributions made by Government and Corporate members of CPTM Limited and from the CPTM Endowment Fund. Until the end of March 2017 the fund regularly provided cash to the company to contribute to the activities of the business.

**FUTURE DEVELOPMENTS**

The company will continue to provide advisory services as stated in the company's objects and to develop further the concept and practice of public/private sector partnership through co-operative networking and national and international dialogues. The directors have made considerable efforts during the financial year to reduce the potential liabilities and running costs of the company and will continue their endeavours to do so and to strengthen the financial position of the company by seeking additional income streams.

**DIRECTORS**

The membership of the board is set out on page 1. All directors are also members of the company.

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**DIRECTORS' REPORT**

**DIRECTORS' RESPONSIBILITIES STATEMENT**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**AUDITOR**

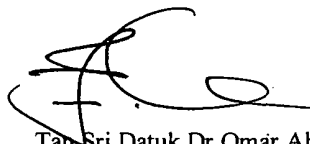
Each of the persons who is a director at the date of approval of this annual report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have expressed their willingness to continue in office as auditor. A resolution to reappoint them as auditor will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors  
and signed on behalf of the Board



Tan Sri Datuk Dr Omar Abdul Rahman

Chairman

Date: 15 August 2017



## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED (A company limited by guarantee)**

We have audited the financial statements of Commonwealth Partnership for Technology Management Limited for the year ended 31 March 2017 which comprise the income and expenditure account, the balance sheet and the related notes 1 to 10. The financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditor**

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2017 and of its surplus for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Emphasis of matter – Going concern**

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements concerning the company's ability to continue as a going concern. The company is dependent on funding from the endowment fund which ran out of cash during the current year, therefore the entity can only continue on the basis it receives sufficient government contributions. This, along with the other matters explained in note 1 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED (A company limited by guarantee) (continued)**

**Opinion on other matter prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

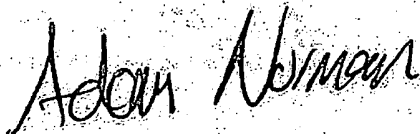
- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report.

**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from preparing a strategic report or in preparing the directors' report.



**Adam Norman (Senior Statutory Auditor)**  
For and on behalf of Deloitte LLP  
Statutory Auditor  
Cambridge, United Kingdom

24 August 2017

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED  
(A company limited by guarantee)**

**INCOME AND EXPENDITURE ACCOUNT  
Year ended 31 March 2017**

	Note	2017 £	2016 £
<b>INCOME</b>			
Contributions	1	1,092,195	732,093
Interest received		117	329
		<u>1,092,312</u>	<u>732,422</u>
<b>EXPENDITURE</b>			
		<u>(708,139)</u>	<u>(823,096)</u>
<b>OPERATING SURPLUS (DEFICIT) BEFORE TAXATION</b>	3	384,173	(90,674)
<b>TAX ON SURPLUS (DEFICIT) ON ORDINARY ACTIVITIES</b>		<u>(23)</u>	<u>(66)</u>
<b>SURPLUS (DEFICIT) FOR THE YEAR TRANSFERRED TO RESERVES</b>	7	<u><u>384,150</u></u>	<u><u>(90,740)</u></u>

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**BALANCE SHEET**  
**31 March 2017**

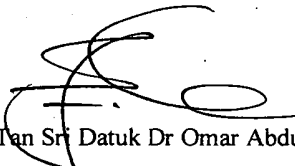
	Note	£	2017 £	£	2016 £
<b>FIXED ASSETS</b>					
Tangible assets	4		8,454		10,010
<b>CURRENT ASSETS</b>					
Debtors	5	7,106		35,725	
Cash at bank and in hand		501,560		282,986	
		508,666		318,711	
<b>CREDITORS: amounts falling due within one year</b>	6	(46,663)		(72,414)	
<b>DEFERRED INCOME DUE WITHIN ONE YEAR</b>		(6,000)		(176,000)	
<b>NET CURRENT ASSETS</b>			456,003		70,297
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			464,457		80,307
<b>RESERVES</b>	7		464,457		80,307

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements have been prepared in accordance with the provisions of Section 1A of FRS 102.

The financial statements of Commonwealth Partnership for Technology Management Limited, registered number 3067909, were approved by the Board of Directors and authorised for issue on 15 August 2017.

Signed on behalf of the Board of Directors

  
Tan Sri Datuk Dr Omar Abdul Rahman

Chairman

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE FINANCIAL STATEMENTS**  
**Year ended 31 March 2017**

**1. ACCOUNTING POLICIES**

The particular accounting policies adopted are described below.

**General information and basis of accounting**

Commonwealth Partnership for Technology Management Limited is a company incorporated in the United Kingdom under the Companies Act.

The company is a private company limited by shares and is registered in England and Wales. The address of the registered office is given on page 1.

The average monthly number of employees (including executive directors) was 8.

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Section 1A of Financial Reporting Standard 102 (FRS 102) "The Financial Reporting Standard applicable in the UK and Republic of Ireland" issued by the Financial Reporting Council.

There were no material adjustments in the prior year on adoption of FRS 102 in the current year.

**Going concern**

The company met its working capital requirements from government contributions and contributions from the endowment fund. It is anticipated that unless it receives further contributions, the endowment fund is unlikely to make further contributions to the company from April 2017 onwards. The directors have prepared forecasts to December 2018. These forecasts show the requirement for extra government contributions. These additional contributions have been discussed with a number of governments and these discussions have given the directors sufficient confidence that the required future income will be received.

Given the above, there is a material uncertainty which may cast significant doubt as to the company's ability to continue as a going concern and therefore it may be unable to realise its assets and discharge its liabilities in the normal course of business. The directors have assessed this position and have reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future and should be able to manage its business risks successfully despite the current uncertain economic outlook. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

**Income**

Contributions and fee-based income are taken to the income and expenditure account when receivable unless designated for a specific period when they are spread over the period to which they relate.

**Tangible fixed assets**

Depreciation of fixed assets is calculated to write off their cost over their estimated useful lives which are considered to be:

Furniture and office equipment	5 years
--------------------------------	---------

**Taxation**

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided in full on timing differences, which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

The company is subject to corporation tax on its investment income and non-mutual trading income.

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE FINANCIAL STATEMENTS**  
**Year ended 31 March 2017**

**1. ACCOUNTING POLICIES (continued)**

**Foreign exchange**

Transactions denominated in foreign currencies are translated into sterling at the rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the rates ruling at that date. Translation differences arising are dealt with in the profit and loss account.

**Operating leases**

Rentals on operating leases are charged to the income and expenditure account in equal annual amounts over the lease term.

**2. CRITICAL ACCOUNTING JUDGEMENTS**

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that periods, or in the period of the revision and future periods if the revision affects both current and future periods.

The directors have not made any critical judgements in applying the accounting policies.

**3. OPERATING SURPLUS (DEFICIT) BEFORE TAXATION**

	2017	2016
	£	£
<b>The operating surplus (deficit) before taxation is stated after charging:</b>		
Depreciation	3,872	4,307
Rentals under operating leases		
Land and buildings	80,101	81,581
Other operating leases	3,236	2,255
Auditor's remuneration		
Audit	11,750	9,050
Non-audit services	2,250	3,330

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE FINANCIAL STATEMENTS**  
Year ended 31 March 2017

**4. TANGIBLE FIXED ASSETS**

	<b>Furniture and office equipment £</b>
<b>Cost</b>	
At 1 April 2016	95,430
Additions	2,316
	<hr/>
At 31 March 2017	97,746
	<hr/>
<b>Accumulated depreciation</b>	
At 1 April 2016	85,420
Charge in year	3,872
	<hr/>
At 31 March 2017	89,292
	<hr/>
<b>Net book value</b>	
At 31 March 2017	8,454
	<hr/> <hr/>
At 31 March 2016	10,010
	<hr/> <hr/>

**5. DEBTORS**

	<b>2017 £</b>	<b>2016 £</b>
Amounts falling due within one year:		
VAT debtor	1,669	862
Other debtors	668	668
Prepayments and accrued income	4,769	34,195
	<hr/>	<hr/>
	7,106	35,725
	<hr/> <hr/>	<hr/> <hr/>

Other debtors include outstanding staff loans of £475 (2016 - £475). The staff loans are advances for future business expenses of the members and employees. The highest level of this balance reached during the year was £475 (2016 - £475). No interest or repayment terms apply to this balance.

**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE FINANCIAL STATEMENTS**  
Year ended 31 March 2017

**6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2017 £	2016 £
Trade creditors	24,477	26,601
Corporation tax	23	66
Other taxation and social security	5,943	-
Accruals	16,220	45,747
	<u>46,663</u>	<u>72,414</u>

**7. RESERVES**

	General reserve £
At 1 April 2016	80,307
Transfer from income and expenditure account	384,150
At 31 March 2017	<u>464,457</u>

**8. OPERATING LEASE COMMITMENTS**

Total future minimum lease payments under non-cancellable operating leases are as follows:

	Land and buildings		Other	
	2017 £	2016 £	2017 £	2016 £
Within one year	36,945	87,500	2,676	2,676
In one to two years	36,945	-	2,676	2,676
In two to five years	110,834	-	928	3,604
Over 5 years	63,114	-	-	-
	<u>247,838</u>	<u>87,500</u>	<u>6,280</u>	<u>8,956</u>

**9. MEMBER'S LIABILITY**

The liability of the members on winding up is limited to such amounts as may be required, not exceeding £1 per member.

There were 428 members at 31 March 2017 (2016 - 428).



**COMMONWEALTH PARTNERSHIP FOR  
TECHNOLOGY MANAGEMENT LIMITED**  
(A company limited by guarantee)

**NOTES TO THE FINANCIAL STATEMENTS**  
**Year ended 31 March 2017**

**10. EXPLANATION OF TRANSITION TO FRS 102**

This is the first year that the company has presented its financial statements under Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council. The last financial statements under previous UK GAAP were for the year ended 31 March 2016 and the date of transition to FRS 102 was therefore 1 April 2015. As a consequence of adopting FRS 102, there are no material adjustments to accounting policies to comply with that standard.

# Companies House

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Search for companies or officers

# COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

Company number **03067909**

1. [Charges \(https://beta.companieshouse.gov.uk/company/03067909/charges\)](https://beta.companieshouse.gov.uk/company/03067909/charges)
2. Rent deposit deed

## Rent deposit deed

Created

29 April 1996

Delivered

16 May 1996

Status

Satisfied on 4 May 2016

Transaction Filed

Registration of a charge (395)

(3 pages)

## Persons entitled

- Lexa UK Limited

## Amount secured

All monies due or to become due from the company to the chargee under the terms of a lease of even date

## Short particulars

The deposit being the initial deposit of £7,343.75 and any other sums and any interest thereon which shall be retained in the account.

## Additional transactions filed against this charge

Type	Delivered	View / Download
Satisfaction of a charge (MR04)	4 May 2016	(4 pages)

[Is there anything wrong with this page?](#)

# M

## Particulars of a mortgage or charge

# 395

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985  
(Address overleaf - Note 5)

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number



3067909

Name of company

\* insert full name of company

\* Commonwealth Partnership for Technology Management Limited ✓

Date of creation of the charge

29th April 1996 ✓

Description of the instrument (if any) creating or evidencing the charge (note 2)

Rent Deposit Deed

Amount secured by mortgage or charge

~~£7,343.75~~

The payment by the Company to Lexa UK Limited of the rents reserved under the Lease dated 29th April 1996.

06  
T - a lease of even date

16 MAY 1996

Names and addresses of the mortgagees or persons entitled to the charge

Lexa UK Limited whose registered office is at

14 Queen Anne's Gate ✓

London

Postcode

SW1

~~18 MAY 1996~~

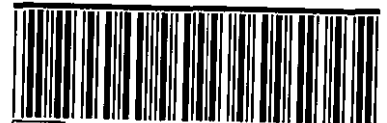
Presentor's name address and reference (if any):

Roiter Zucker Solicitors  
Regent House  
5 Broadhurst Gardens  
Swiss Cottage  
London NW6 3QX  
DX 38850 Swiss Cottage

Time critical reference

For official Use  
Mortgage Section

Deed rec'd  
16/5/96.



PMO \*P5WHOLL1\* 90  
COMPANIES HOUSE 16/05/96  
COMPANIES HOUSE 11/05/96  
COMPANIES HOUSE 04/05/96

Short particulars of all the property mortgaged or charged

Please do not write in this margin

~~Rent Deposit Deed relating to Second Floor 14 Queen Anne's Gate London SW1~~

The Deposit being the Initial Deposit of £7,343.75 and any other Sums and any interest thereon which shall be retained in the Account.

Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Date

2/5/96 ✓

On behalf of [company] ~~[mortgagee/chargee]~~ †

† delete as appropriate

NOTES

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc. as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
  - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
  - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,
 for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 The address of the Registrar of companies is:- Companies House, PO BOX 716, Crown Way, Maindy, Cardiff CF4 3YA

FILE COPY



**CERTIFICATE OF THE REGISTRATION  
OF A MORTGAGE OR CHARGE**

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 03067909

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED THE 29th APRIL 1996 AND CREATED BY COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LEXA UK LIMITED UNDER THE TERMS OF A LEASE OF EVEN DATE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 16th MAY 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th MAY 1996.

for the Registrar of Companies



COMPANIES HOUSE

DX  
17-5 SL

# Companies House

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# COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

Company number **03067909**

1. [Charges \(https://beta.companieshouse.gov.uk/company/03067909/charges\)](https://beta.companieshouse.gov.uk/company/03067909/charges)
2. Rent deposit deed

## Rent deposit deed

Created

17 April 2001

Delivered

21 April 2001

Status

Satisfied on 7 June 2016

Transaction Filed

Registration of a charge (395)

(3 pages)

## Persons entitled

- Lexa UK Limited

## Amount secured

All monies due or to become due from the company to the chargee under an underlease of even date

## Short particulars

The deposit being the initial deposit of £12,812.50.

## Additional transactions filed against this charge

Type	Delivered	View / Download
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Satisfaction of a charge (MR04)	7 June 2016	(4 pages)
---------------------------------	-------------	-----------

[Is there anything wrong with this page?](#)

# M

COMPANIES FORM No. 395

## Particulars of a mortgage or charge

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

FEE PAID  
10  
01/07/18  
COMPANIES HOUSE

# 395

CHFP025

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

\* insert full name of Company

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf - Note 6)

For official use

Company number

-----  
| | | |  
-----

3067909

Name of company

\* Commonwealth Partnership for Technology Management Limited

Date of creation of the charge

17<sup>th</sup> April 2001

Description of the instrument (if any) creating or evidencing the charge (note 2)

Rent Deposit Deed

Amount secured by the mortgage or charge

The payment by the Company to Lexa UK Limited of the rents reserved under an Underlease dated 17<sup>th</sup> April 2001

Names and addresses of the mortgagees or persons entitled to the charge

Lexa UK Limited whose registered office is at  
14 Queen Anne's Gate  
London  
  
Postcode SW1 9AA

Presentor's name address and reference (if any):

Roiter Zucker Solicitors  
Regent House  
5 Broadhurst Gardens  
Swiss Cottage, NW6 3QX  
DX 38850 Swiss Cottage

For official Use  
Mortgage Section

Post room



A21 0694  
COMPANIES HOUSE 21/04/01

Time critical reference

Short particulars of all the property mortgaged or charged

The Deposit being the Initial Deposit of £12,812.50 and any other Sums and any interest thereon which shall be retained in the Account.

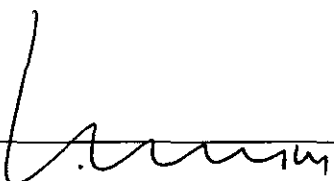
Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

N/A

Signed



Date

19. IV. 01

On behalf of [company] [~~mortgagee/chargee~~] †

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† delete as appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
  - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
  - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,
 for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-  
Companies House, Crown Way, Cardiff CF14 3UZ



FILE COPY



**CERTIFICATE OF THE REGISTRATION  
OF A MORTGAGE OR CHARGE**

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 03067909

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED THE 17th APRIL 2001 AND CREATED BY COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LEXA UK LIMITED UNDER AN UNDERLEASE OF EVEN DATE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 21st APRIL 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th APRIL 2001.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

A handwritten signature in the bottom left corner of the page.

## Companies House

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# COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

Company number **03067909**

2 charges registered

0 outstanding, 2 satisfied, 0 part satisfied

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### Rent deposit deed

Created **17 April 2001**

Delivered **21 April 2001**

Status **Satisfied on 7 June 2016**

#### Persons entitled

- Lexa UK Limited

#### Short particulars

The deposit being the initial deposit of £12,812.50.

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### Rent deposit deed

Created **29 April 1996**

Delivered **16 May 1996**

Status **Satisfied on 4 May 2016**

#### Persons entitled

- Lexa UK Limited

#### Short particulars

The deposit being the initial deposit of £7,343.75 and any...

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