

Company Number 1428210

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

WEDNESDAY



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COMPANIES HOUSE

SPECIALIST COMPUTER CENTRES PLC

1 PRELIMINARY

- 1.1 The Company shall be a public Company within the meaning of the Companies Acts 1948 to 1976 (hereinafter referred to as "the Acts") and subject as hereinafter provided the regulations contained or incorporated in Table A in the First Schedule to the Companies Act, 1948 as amended (hereinafter referred to as "Table A"), shall apply to the Company. Reference to any provision of the Acts shall where the context so admits be construed as and include a reference to such provision as modified by any statute for the time being in force. ***
- 1.2 Regulations 22, 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91, 92 and 99 of Table A shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company. ***

2 SHARES

- 2.1 The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article, and provided that no shares shall be issued at a discount, except as permitted by the Acts. ***

* Wording amended by Special Resolution passed on 14 October 1999.

** Name of the Company was changed from Swanfin Limited to Specialist Computer Education Limited on 28 September 1979 and to Specialist Computer Centres Limited on 23 September 1982.

Name of the Company changed from Specialist Computer Centres Limited by Special Resolution passed on 14 October 1999.

*** Article amended by Special Resolution passed on 14 October 1999.

2.2 Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of shares held by them. Such offer shall be made by notice in writing specifying the number of shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the Directors be eventually offered in the manner aforesaid.

3 LIEN

3.1 The lien conferred by Regulation 11 of Table A shall extend to all shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such shares.*

4 SHARE TRANSFERS

4.1 The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

5 PROCEEDINGS AT GENERAL MEETINGS

5.1 The words "the appointment of and" shall be omitted in regulation 52 of Table A.*

5.2 The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Table A.*

5.3 At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

* Article amended by Special Resolution passed on 14 October 1999.

6 DIRECTORS

- ~~6.1 Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than ten. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Acts. **~~
- 6.2 A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.
- 6.3 Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled in addition to his own vote to a separate vote on behalf of the Director whom he is representing.
- 6.4 Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.
- 6.5 The office of a Director shall be vacated:-
- 6.5.2 If by notice in writing delivered to the Company at its registered office or tendered at a meeting of the Directors he resigns the office of Director.
- 6.5.3 If he becomes bankrupt or enters into any arrangement which his creditors.
- 6.5.3 If he becomes of unsound mind.
- 6.5.4 If he is prohibited from being a Director by reason of any order made under the Acts.
- 6.5.5 If he is removed from office by a resolution duly passed in accordance with the Acts.

* Article amended by Special Resolution passed on 3 January 1999.

** ARTICLE 6.1 amended by Special Resolution passed on 15 April 2008 as per Appendix 1 attached hereto.

7 BORROWING POWERS OF DIRECTORS

7.1 The proviso to regulation 79 of Table A shall be omitted.*

8 PROCEEDINGS OF DIRECTORS

8.1 The quorum necessary for the transaction of the business of the Directors may be fixed by them and unless so fixed shall, when one Director only is in office, be one, and shall, when more than one Director is in office, be two.

9 SECRETARY

9.1 The first Secretary of the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Acts.

10 INDEMNITY

10.1 Subject to the provisions of the Acts, and in addition to such indemnity as is contained in regulation 136 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.*

* Article amended by Special Resolution passed on 14 October 1999.

NAMES AND ADDRESSES OF SUBSCRIBERS	NO. OF SHARES TAKEN BY EACH SUBSCRIBER
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DAVID ORDISH 22-24 Cowper Street, City Road, London EC2A 4AP	ONE
Company Director	
DEREK PATTISON 22-24 Cowper Street, City Road, London EC2A 4AP	ONE
Company Director	

Dated this 17th day of April 1979

Witness to the above signatures:

Lawrence Toohey
22-24 Cowper Street,
City Road,
London EC2A 4AP

Formation Manager

COMPANY NUMBER 01428210

**APPENDIX 1 TO ARTICLES OF ASSOCIATION
OF
SPECIALIST COMPUTER CENTRES PLC**

15th April 2009

Following the passing of a Special Resolution on 15th April 2009, **ARTICLE 6.1** is altered by deleted the present article 6.1 and replacing it with the following new article 6.1:

“Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one or more than fifteen. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the Company shall be the person or persons names in the statement delivered to the Registrar of Companies in accordance with the Acts.”