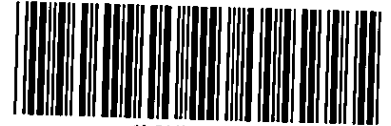


**The Companies Acts 1985 and 2006****Company Limited by Shares****Memorandum of Association****Of****Kids Task Force C.I.C.**

MONDAY

\*LOHUCDN8\*  
LD4 28/09/2009 22  
COMPANIES HOUSE**1. COMMUNITY INTEREST COMPANY**

The Company is to be a community interest company.

**2. NAME**

The Company's name is "Kids Task Force C.I.C."

**3. REGISTERED OFFICE**

The Company's registered office will be in England and Wales.

**4. OBJECTS**

The Company's object is to carry on activities which benefit the community and in particular (without limitation) to advance the education of young people on issues related to personal safety, in particular but not limited to bullying, drugs, the internet, road safety, drowning and self harm, in order to help them to become aware of the risks and dangers that they face in their day to day life.

**5. POWERS**

The Company has the power to do anything which is incidental or conducive to the furtherance of its object.

**6. LIMITED LIABILITY**

The liability of the Members is limited.

**7. SHARE CAPITAL**

The Company's share capital is £50,000 divided into 50,000 Ordinary Shares of £1 each.

**The Companies Acts 1985 and 2006**

---

**Company Limited by Shares**

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**Memorandum  
and  
Articles of Association  
of  
Kids Task Force C.I.C.**

**Bates Wells & Braithwaite London LLP  
2-6 Cannon Street  
London EC4M 6YH  
(Telephone: 020 7551 7777)  
[www.bwbllp.com](http://www.bwbllp.com)  
LR/206912/0001/000669180**

**CERTIFIED**

To be a true copy of the original

*Bates Wells & Braithwaite*

**Bates Wells & Braithwaite London LLP**

**Registered OC325522**

**Dated** 28/09/09.

We, the subscribers to this Memorandum, wish to form a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

---

| Names and Addresses of Subscribers | Number of Shares<br>subscribed for |
|------------------------------------|------------------------------------|
|------------------------------------|------------------------------------|

---

Waterlow Nominees Limited  
6-8 Underwood Street  
London  
N1 7JQ

One

Date: 7 January 2002

**The Companies Acts 1985 and 2006**

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**Company Limited by Shares**

---

**Articles of Association**

**Of**

**Kids Task Force C.I.C.**

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## **PART ONE: DEFINITIONS AND INTERPRETATION**

### **1. DEFINITIONS**

1.1 In these Articles the following terms shall have the following meanings.

| <b>Term</b>                       | <b>Meaning</b>  |
|-----------------------------------|---|
| <b>“The Companies Acts”</b>       | the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force; |
| <b>“2004 Act”</b>                 | the Companies (Audit, Investigations and Community Enterprise) Act 2004   |
| <b>“address”</b>                  | in relation to electronic communications, includes any number or address used for the purposes of such communications   |
| <b>“Articles”</b>                 | these Articles of Association of the Company  |
| <b>“Asset Locked Body”</b>        | a community interest company, Charity, Scottish Charity or Northern Ireland Charity or a body established outside the United Kingdom that is equivalent to any of those persons           |
| <b>“Chair”</b>                    | has the meaning given in Article 17   |
| <b>“Charity”</b>                  | (except in the phrases “Scottish Charity” and Northern Ireland Charity) has the meaning given by Section 96 of the Charities Act 1993   |
| <b>“clear days”</b>               | in relation to the period of a notice, 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    |
| <b>“Company”</b>                  | Kids Task Force C.I.C.  |
| <b>“Director”</b>                 | a Director of the Company, including any person occupying the position of Director, by whatever name called   |
| <b>“Directors’ functions”</b>     | has the meaning given in Article 5.1  |
| <b>“electronic communication”</b> | has the meaning given in the Electronic Communications Act 2000   |
| <b>“holder”</b>                   | in relation to any shares, the Member whose name is   |

|                                   |  |
|-----------------------------------|--|
|                                   | entered in the Company's register of members as the holder of those shares   |
| <b>"in writing"</b>               | written printed or transmitted writing including by electronic communication   |
| <b>"JB"</b>                       | John Burbeck of The Old Rectory, Bishampton Road, Flyford Flavell, WR7 4BT   |
| <b>"majority decision"</b>        | has the meaning given in Article 12  |
| <b>"Members"</b>                  | the members of the Company as defined in the 1985 Act  |
| <b>"Memorandum"</b>               | the Company's Memorandum of Association  |
| <b>"Northern Ireland Charity"</b> | A charity within the meaning of the Charities Act (Northern Ireland) 1964  |
| <b>"Pro Rata Entitlement"</b>     | the proportion that the number of shares held by the relevant Member bears against the total number of shares then in issue less the number of shares held by JB   |
| <b>"Regulations"</b>              | the Community Interest Company Regulations 2005  |
| <b>"Regulator"</b>                | the Regulator of Community Interest Companies  |
| <b>"relevant quorum"</b>          | has the meaning given in Article 16.1  |
| <b>"remuneration"</b>             | any reasonable payment or benefit received, or to be received, by a Director or employee of the Company in consideration for that Director's or employee's services to the Company, and any arrangement in connection with the payment of a pension, allowance or gratuity to or in respect of any person who is to be, is, or has been a Director or employee of the Company or any of its predecessors in business |
| <b>"Scottish Charity"</b>         | a body entered in the Scottish Charity Register  |
| <b>"Secretary"</b>                | the individual appointed as Company Secretary under Article 39   |
| <b>"shares"</b>                   | shares in the Company  |
| <b>"subsidiary"</b>               | has the meaning given in section 736 of the Companies Act 1985   |
| <b>"Transfer Notice"</b>          | has the meaning given in Article 29.2  |
| <b>"unanimous decision"</b>       | the meaning given in Article 11  |



## 2. INTERPRETATION

2.1 Unless the context requires otherwise, words or expressions defined in:

2.1.1 the Companies Acts,

2.1.2 the 2004 Act, or

2.1.3 the Regulations,

have the same meaning in the Articles.

2.2 Without prejudice to the generality of Article 2.1:

2.2.1 “**community**” is to be construed in accordance with section 35 of the 2004 Act and Part 2 of the Regulations;

2.2.2 “**financial year**” has the meaning given in section 223 of the 1985 Act; and

2.2.3 “**transfer**” includes every description of disposition, payment, release or distribution and the creation or extinction of an estate or interest in, or right over, any property, or, in Scotland, a right, title or interest in or over any property.

2.3 Unless the context requires otherwise, all references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.

2.4 Unless the context requires otherwise, words in the singular include the plural and words in the plural include the singular.

2.5 All headings and explanatory notes are included for convenience only: they do not form part of the Articles, and shall not be used in the interpretation of the Articles.

## 3. TABLE A

3.1 The provisions contained in Table A of the Schedule to the Companies (Table A to F) Regulations 1985 shall not apply.

## PART TWO: ASSET LOCK

### 4. TRANSFER OF ASSETS

4.1 The Company shall not transfer any of its assets other than for full consideration.

4.2 Provided the conditions specified in Article 4.3 are satisfied, Article 4.1 shall not apply to:

4.2.1 the transfer of assets to any Asset Locked Body specified in the Memorandum or Articles for the purposes of this article or (with the consent of the Regulator) to any other Asset Locked Body;

- 4.2.2 the transfer of assets made for the benefit of the community other than by way of a transfer of assets to an Asset Locked Body;
  - 4.2.3 the payment of dividends in respect of shares in the Company;
  - 4.2.4 the distribution of assets on a winding up;
  - 4.2.5 payments on the redemption or purchase of the Company's own shares;
  - 4.2.6 payments on the reduction of share capital; and
  - 4.2.7 the extinguishing or reduction of the liability of Members in respect of share capital not paid up on the reduction of share capital.
- 4.3 The conditions are that the transfer of assets:
- 4.3.1 must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum or the Articles; and
  - 4.3.2 must not exceed any limit imposed by, or by virtue of, Part 2 of the 2004 Act.
- 4.4 If:
- 4.4.1 the Company is wound up under the Insolvency Act 1986; and
  - 4.4.2 all its liabilities have been satisfied,
- then any remaining residual assets shall be given or transferred to the specified Asset Locked Body specified in the Memorandum and Articles for the purposes of this article.
- 4.5 For the purposes of this article, the following Asset Locked Body is specified as a potential recipient of the Company's assets under Articles 4.2 and 4.4:

**Name:** Nelson Mandela Children's Fund (UK)

**Registered Charity Number:** 1055899

**Registered Company Number:** 3207203

**Registered Office:** Berkshire House, 168-173 High Holborn, London, WC1V 7AA

### **PART THREE: DIRECTORS' FUNCTIONS**

#### **5. DIRECTORS' GENERAL AUTHORITY TO MANAGE THE COMPANY**

5.1 The Directors' functions are:

5.1.1 to manage the Company's business; and

5.1.2 to exercise all the powers of the Company for any purpose connected with the Company's business.

5.2 The Directors may delegate their functions in accordance with the Articles.

## 6. LIMITS ON DIRECTORS' FUNCTIONS

6.1 The Members may, by special resolution:

6.1.1 alter the scope of the Directors' functions; or

6.1.2 require the Directors to act in a specified manner.

6.2 No special resolution passed under Article 6.1 shall have retrospective effect.

## 7. DIRECTORS' GENERAL AUTHORITY TO DELEGATE FUNCTIONS

7.1 Subject to the Articles, the Directors may delegate any of their functions to any person they think fit.

7.2 The Directors must not delegate to any person who is not a Director any decision connected with:

7.2.1 the taking of decisions by Directors;

7.2.2 the appointment of a Director or the termination of a Director's appointment;  
or

7.2.3 the declaration of a dividend.

7.3 Any delegation under Article 7.1 may authorise further delegation of the Directors' functions by any person to whom they are delegated.

## 8. COMMITTEES OF DIRECTORS

8.1 Two or more Directors are a "committee" if the Directors have:

8.1.1 delegated any of the Directors' functions to them; and

8.1.2 indicated that they should act together in relation to that function.

8.2 The provisions of the Articles about how the Directors take decisions shall apply, as far as possible, to the taking of decisions by committees.

## PART FOUR: DECISION-MAKING BY DIRECTORS

### 9. SCOPE OF RULES

9.1 References in the Articles to decisions of Directors are to decisions of Directors which are connected with their functions.

9.2 Except where the Articles expressly provide otherwise, provisions of the Articles about how the Directors take decisions do not apply:

9.2.1 when the Company only has one Director; or

9.2.2 to decisions delegated to a single Director.

## 10. **DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

10.1 Any decision which the Directors take:

10.1.1 must be either a unanimous decision or a majority decision; and

10.1.2 may, but need not, be taken at a meeting of Directors.

## 11. **UNANIMOUS DECISIONS**

11.1 The Directors take a unanimous decision when they all indicate to each other that they share a common view on a matter.

11.2 A unanimous decision need not involve any discussion between Directors.

## 12. **MAJORITY DECISIONS**

12.1 The Directors take a majority decision if:

12.1.1 every Director has been made aware of a matter to be decided by the Directors;

12.1.2 all the Directors who indicate that they wish to discuss or vote on the matter have had a reasonable opportunity to communicate their views on it to each other; and

12.1.3 a majority of those Directors vote in favour of a particular conclusion on that matter.

12.2 Article 12.1.1 does not require communication with any Director with whom it is not practicable to communicate, having regard to the urgency and importance of the matter to be decided.

12.3 In case of an equality of votes, the Chair shall have a second or casting vote.

12.4 A Director who is 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.

12.5 Except as provided by Articles 12.3 and 12.4, in all proceedings of Directors each Director must not have more than one vote.

12.6 Directors participating in the taking of a majority decision otherwise than at a meeting of Directors:

12.6.1 may be in different places, and may participate at different times; and

12.6.2 may communicate with each other by any means.

**13. MEETINGS OF DIRECTORS**

13.1 Any Director may call a meeting of Directors.

13.2 Every Director must be given reasonable notice of a meeting of Directors.

13.3 Article 13.2 does not require notice to be given:

13.3.1 in writing; or

13.3.2 to Directors to whom it is not practicable to give notice, having regard to the urgency and importance of the matters to be decided, or who have waived their entitlement to notice.

13.4 Directors participating in a meeting of Directors:

13.4.1 must participate at the same time, but may be in different places; and

13.4.2 may communicate with each other by any means.

**14. CONFLICTS OF INTEREST**

14.1 In this article, a “relevant interest” is:

14.1.1 any interest which a Director has in; or

14.1.2 any duty which a Director owes to a person other than the Company in respect of,

14.1.3 an actual or proposed transaction or arrangement with the Company.

14.2 For the purposes of Article 14.1.1, a Director shall be deemed to have an interest in a transaction or arrangement if:

14.2.1 the Director or any partner or other close relative of the Director has an actual or potential financial interest in that transaction or arrangement;

14.2.2 any person specified in Article 14.2.1 is a partner in a firm or limited partnership, or a director of or a substantial shareholder in any Company, which has an actual or potential commercial interest in that transaction or arrangement; or

14.2.3 any other person who is deemed to be connected with that Director for the purposes of section 317 of the 1985 Act has a personal interest in that transaction or arrangement.

14.3 Subject to Article 14.8.2, a Director who has a relevant interest must disclose the nature and extent of that interest to the other Directors.

14.4 Subject to Articles 14.5 and 14.6, when the Directors take a majority decision on any matter relating to a transaction or arrangement in which a Director has a relevant interest:

- 14.4.1 no Director who has such a relevant interest may vote on that matter; and
- 14.4.2 for the purposes of determining whether a relevant quorum is present, or whether a majority decision has been taken in relation to that matter, such a Director's participation in the decision-making process shall be ignored.
- 14.5 Article 14.4 does not apply:
- 14.5.1 if the Director's interest cannot reasonably be regarded as giving rise to any real possibility of a conflict between the interests of the Director and the Company; or
- 14.5.2 if the Director's interest only arises because the Director has given, or has been given, a guarantee, security or indemnity in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries.
- 14.6 The Members may by ordinary resolution decide to disapply Article 14.4, either in relation to majority decisions generally or in relation to a particular decision.
- 14.7 Subject to the Companies Acts, if a Director complies with Article 14.3:
- 14.7.1 that Director:
- (a) may be a party to, or otherwise interested in, the transaction or arrangement in which that Director has a relevant interest; and
- (b) shall not, by reason of being a Director, be accountable to the Company for any benefit derived from that transaction or arrangement; and
- 14.7.2 the transaction or arrangement in which that Director has a relevant interest shall not be liable to be treated as void as a result of that interest.
- 14.8 For the purposes of Article 14.3:
- 14.8.1 a general notice given to the Directors that a Director is to be regarded as having a specified interest in any transaction or arrangement shall be deemed to be a disclosure that the Director has an interest in any such transaction or arrangement of the nature and extent so specified; and
- 14.8.2 any interest of which a Director has no knowledge, and could not reasonably be expected to have knowledge, shall be disregarded.
- 15. RECORDS TO BE KEPT**
- 15.1 The Directors are responsible for ensuring that the Company keeps a record, in writing, of:
- 15.1.1 every unanimous or majority decision taken by the Directors; and
- 15.1.2 every declaration by a Director of an interest in an actual or proposed transaction with the Company.

15.2 Any record kept under Article 15.1 must be kept:

15.2.1 for at least ten years from the date of the decision or declaration recorded in it;

15.2.2 together with other such records; and

15.2.3 in such a way that it is easy to distinguish such records from the Company's other records.

## 16. **SPECIFIED NUMBER OF DIRECTORS FOR MAJORITY DECISIONS**

16.1 Subject to Article 16.2, no majority decision shall be taken by the Directors unless two (the "relevant quorum") participate in the process by which the decision is taken and are entitled to vote on the matter on which the decision is to be taken.

16.2 If Company has one or more Directors, but the total number of Directors is less than the relevant quorum, the Directors may take a majority decision:

16.2.1 to appoint further Directors; or

16.2.2 that will enable the Members to appoint further Directors.

## 17. **CHAIRING OF MAJORITY DECISION MAKING PROCESSES**

17.1 The Directors shall appoint a Director to chair the taking of all majority decisions by them.

17.2 If the person appointed under Article 17.1 is for any reason unable or unwilling to chair a particular majority decision making process, the Directors shall appoint another Director to chair that process.

17.3 The Directors may terminate an appointment made under Articles 17.1 or 17.2 at any time.

17.4 A Director appointed under this article shall be known as the Chair for as long as such appointment lasts.

## 18. **DIRECTORS' DISCRETION TO MAKE FURTHER RULES**

18.1 Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions.

18.2 The Directors must ensure that any rule which they make about how they take decisions is communicated to all persons who are Directors while that rule remains in force.

## 19. **DEFECT IN APPOINTMENT**

19.1 This Article applies if:

19.1.1 a decision is taken by the Directors, or a committee of the Directors, or a person acting as a Director; and

19.1.2 it is subsequently discovered that a person who, acting as a Director, took, or participated in taking, that decision:

- (a) was not validly appointed as a Director;
- (b) had ceased to hold office as a Director at the time of the decision;
- (c) was not entitled to take that decision; or
- (d) should, in consequence of a conflict of interests, not have voted in the process by which that decision was taken.

19.2 Where this Article applies:

19.2.1 the discovery of any defect of the kinds specified in Article 19.1.2 shall not invalidate any decision which has been taken by, or with the participation of, the person in relation to whom that defect existed; and

19.2.2 any such decision shall be as valid as if no such defect existed in relation to any person who took it or participated in taking it.

## **PART FIVE: DIRECTORS' APPOINTMENT AND TERMS OF SERVICE**

### **20. MINIMUM NUMBER OF DIRECTORS**

20.1 The number of Directors shall not be less than three.

### **21. ELIGIBILITY TO BE A DIRECTOR**

21.1 A person shall not be a Director unless that person:

21.1.1 is a Member and (if that person is an individual) is willing to serve as a Director and has attained the age of 18 years; and

21.1.2 is elected or appointed as a Director in accordance with the Articles.

21.2 No person shall be elected or appointed as a Director in circumstances which, if that person had already been a Director, would have resulted in that person ceasing to be a Director under the Articles.

### **22. METHODS OF APPOINTING DIRECTORS**

22.1 The first Directors shall be the persons named in the Form 10 upon incorporation.

22.2 Thereafter, Directors may be appointed:

22.2.1 by decision of the Directors; or

22.2.2 by ordinary resolution of the Members,

provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.



22.3 No powers to appoint Directors may be given to persons who are not Members which immediately after their exercise could result in the majority of the Directors having been appointed by persons who are not Members.

### 23. ELECTION OF DIRECTORS AT GENERAL MEETINGS

23.1 A person who wishes to be considered for election or re-election as a Director at a general meeting shall give notice to the Secretary at least fourteen but not more than thirty-five clear days before the date appointed for the meeting.

23.2 At least seven but not more than twenty-eight 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 who is eligible for election or re-election as Director and has given notice under Article 23.1 (each such person being, for the purposes of this article, a "candidate").

23.3 Every notice given under Articles 23.1 and 23.2 shall state those particulars which would be required to be included in the Company's register of Directors if the person to which the notice relates were to be elected a Director.

23.4 Subject to Article 23.5, the question whether each such person is to be elected as a Director shall be decided by a separate ordinary resolution of the Members at the general meeting.

23.5 If:

23.5.1 a number has been fixed by or in accordance with the Articles as the maximum number of Directors (the "relevant maximum"); and

23.5.2 the election of all of the candidates would cause the number of Directors to exceed the relevant maximum,

then the election of Directors shall follow the procedure set out in Article 23.6 rather than that set out in Article 23.4.

23.6 Where the conditions specified in Article 23.5 are fulfilled:

23.6.1 each Member shall be invited to vote on the candidates by ranking them in order of preference on ballot papers which they must sign and return to the Company at or before the general meeting in order to cast their votes on the candidates (and any ballot papers returned at the general meeting must be returned before the time appointed for the return of ballot papers by the chair of the meeting);

23.6.2 the general meeting may be adjourned for the counting of votes under Article 23.6.1 (and, if it is so adjourned, the existing Directors shall continue in office until the outcome of the vote has been determined); and

23.6.3 the candidates elected as Directors shall be those who have been ranked highest in order of preference, taking account of the average of all Members'

votes, and shall be equal in number to the relevant maximum less the number of existing Directors.

23.7 If fewer than the minimum number of Directors are elected at a general meeting, the Directors shall appoint further Directors to fill any vacancy.

#### 24. **TERMINATION OF DIRECTORS' APPOINTMENT**

24.1 A person ceases to be a Director as soon as:

24.1.1 that person ceases to be a Member;

24.1.2 that person ceases to be a Director by virtue of any provision of the Companies Acts or is prohibited by law from being a Director;

24.1.3 any notification to the Company that that person is resigning or retiring from office as Director takes effect (except that where such resignation or retirement would otherwise lead to the Company having fewer than two Directors, it shall not take effect until sufficient replacement Directors have been appointed);

24.1.4 the Members pass an ordinary resolution removing that person from office;

24.1.5 a contract under which that person is appointed as a Director of, or personally performs services for, the Company or any of its subsidiaries terminates, and the Directors decide that that person should cease to be a Director;

24.1.6 the Directors decide, at a meeting of Directors, that that person should be removed from office, but such a decision shall not be taken unless the person in question has been given:

24.1.7 at least fourteen clear days' notice in writing of the proposal to remove that person from office, specifying the circumstances alleged to justify removal from office; and

24.1.8 a reasonable opportunity of being heard by, or of making representations in writing to, the Directors.

24.2 No powers to remove Directors may be given to persons who are not Members which immediately after their exercise could result in either:

24.2.1 the majority of the remaining Directors having been appointed by persons who are not Members; or

24.2.2 the number of Directors removed during the financial year of the Company by persons who are not Members exceeding the number of the remaining Directors,

but this shall not prevent a Director from appointing, or subsequently removing, an alternate director, if permitted to do so by the Articles.

25. **DIRECTORS' REMUNERATION AND OTHER TERMS OF SERVICE**

- 25.1 Subject to the Companies Acts, the Articles, the Company satisfying the community interest test, and any resolution passed under Article 25.2, the Directors may decide the terms (including as to remuneration) on which a Director is to perform Directors' functions, or otherwise perform any service for the Company or any of its subsidiaries.
- 25.2 The Members may by ordinary resolution limit or otherwise specify the remuneration to which any Director may be entitled, either generally or in particular cases.

26. **DIRECTORS' EXPENSES**

- 26.1 The Company may meet all reasonable expenses which the Directors properly incur in connection with:
- 26.1.1 the exercise of their functions; or
- 26.1.2 the performance of any other duty which they owe to, or service which they perform for, the Company or any of its subsidiaries.

**PART SIX: SHARES**

27. **ALL SHARES TO BE FULLY PAID AND ISSUED AT NOMINAL VALUE**

- 27.1 Upon allotment, all shares shall be fully paid-up in respect of their nominal value.
- 27.2 No share shall be issued at a price greater than its nominal value. The Directors may only allot shares or grant rights to subscribe for or to convert any security into shares with the prior consent of the Members.

28. **SHARE CERTIFICATES**

- 28.1 The Company may issue Members with one or more certificates for their respective shares in such form as the Directors decide.

29. **TRANSFER OF SHARES**

- 29.1 Subject to the restrictions contained in these Articles, shares may be transferred by means of an instrument of transfer in a form permitted by law.
- 29.2 In the event that JB wishes to dispose of all or any of his shares in the Company, he shall give notice in writing ("**Transfer Notice**") to the other Members (the "**Ongoing Members**") stating the number of shares that he wishes to sell.
- 29.3 Within 14 days from the date of service of the Transfer Notice, the Ongoing Members shall serve a notice on JB indicating whether they wish to purchase their Pro-Rata Entitlement of JB's shares at nominal value.
- 29.4 If the notice served under Article 29.3 states that the Ongoing Members do not wish to purchase JB's shares, or if no notice is served under Article 29.3, then JB shall

retain his shares and shall not be entitled to transfer them to any person other than in accordance with these Articles.

- 29.5 In the event that all Ongoing Members indicate that they wish to purchase their Pro-Rata Entitlement to JB's shares at nominal value, then completion shall take place in accordance with Article 29.7.
- 29.6 No sale shall take place unless all Ongoing Members (rather than some only) wish to purchase their Pro-Rata Entitlement to JB's shares.
- 29.7 Completion of the sale and purchase of JB's shares shall take place as soon as practicable and at such completion:
- 29.7.1 JB shall deliver, or procure that there are delivered, to the Ongoing Members duly completed share transfer forms transferring the legal and beneficial ownership of the shares together with share certificates and such other documents as the Ongoing Members may require to show good title to the shares, or to enable them to be registered as the holders of the shares;
- 29.7.2 the Ongoing Members shall pay the nominal value of the shares to JB; and
- 29.7.3 JB, if requested to do so by the Ongoing Members, shall deliver, or procure that there is delivered, to the Company his resignation from any office or employment held in or with the Company acknowledging that he has no claim against the Company.
- 29.8 In the event of JB's death, a Transfer Notice shall be deemed to be served and the provisions of Articles 29.1 to 29.7 shall apply with such modifications as are necessary to take into account that the Ongoing Members will be dealing with JB's personal representatives and not JB.
- 29.9 The Directors may refuse to register the transfer of a share:
- 29.9.1 to a person of whom they do not approve;
- 29.9.2 if it is not lodged at the registered office of the Company or such other place as the Directors may appoint; or
- 29.9.3 if it is not accompanied by:
- (a) such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and
- (b) such other information as they may reasonably require.
- 29.10 If the Directors refuse to register a transfer of a share they shall, within 2 months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.
- 29.11 The provisions of this article apply in addition to any restrictions on the transfer of a share which may be set out elsewhere in the Memorandum or Articles.

### **30. PURCHASE OF OWN SHARES**

30.1 Subject to the Articles, the Company may purchase its own shares (including any redeemable shares) and may make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares. Any share so purchased shall be purchased at its nominal value.

### **31. ALTERATION OF CAPITAL**

31.1 Subject to the Companies Acts and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Members by special resolution determine.

31.2 The Members may by special resolution:

31.2.1 increase the Company's share capital by new shares of such amount as the resolution prescribes;

31.2.2 consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

31.2.3 subject to the Companies Acts, sub-divide its shares, or any of them, into shares of smaller amount, and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have preference or advantage as compared with others;

31.2.4 cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

## **PART SEVEN: DIVIDENDS**

### **32. DIVIDENDS**

32.1 The Company shall not declare any dividend on its shares and no shareholder shall be entitled to any dividend or profit in relation to a share that he or she holds.

## **PART EIGHT: GENERAL MEETINGS (MEETINGS OF MEMBERS)**

### **33. GENERAL MEETINGS**

33.1 The Directors may decide to call a general meeting at any time.

33.2 The Directors shall call a general meeting on receiving a requisition to that effect in accordance with the Companies Acts.

### **34. NOTICE**

34.1 Notice of general meetings shall be given to every Member, the Directors and the Company's auditors (if any).

34.2 All general meetings shall be called by at least 14 clear days' notice in writing.

34.3 Every notice calling a general meeting shall specify:

34.3.1 the place, date and time of the meeting; and

34.3.2 the general nature of the business to be transacted.

34.4 If a special resolution is to be proposed, the notice shall contain a statement to that effect and set out the text of the special resolution.

## 35. **QUORUM**

35.1 No business shall be transacted at any meeting unless a quorum is present.

35.2 The quorum for a general meeting shall be two persons present who are entitled to vote on the business to be transacted, each person being a Member, a proxy for a Member or a duly authorised representative of a corporate Member.

35.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned for a minimum of seven days until such time as the Directors determine.

## 36. **CONDUCT OF BUSINESS – GENERAL**

36.1 The Chair shall preside as the chair of the general meeting. In the Chair's absence, the Members shall appoint some other Director, or (if no Director willing to preside is present) Member to preside.

36.2 The chair:

36.2.1 may adjourn the meeting from time to time and from place to place, with the consent of a meeting at which a quorum is present; and

36.2.2 shall do so if so directed by the meeting or in accordance with the Articles.

36.3 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.

36.4 When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

36.5 Except as required by law, all decisions of the Members at a general meeting shall be made by ordinary resolution.

## 37. **VOTING PROCEDURES**

37.1 Subject to the Articles, a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is duly demanded before, or on the declaration of, the

show of hands. On a show of hands every Member present in person or by proxy (or in the case of a corporate Member, by its duly authorised representative) shall have one vote.

37.2 A poll may be demanded by:

37.2.1 the Chair;

37.2.2 at least two Members; or

37.2.3 a Member or Members representing not less than one tenth of total voting rights of all the Members having the right to vote at the meeting.

37.3 On a poll, Members shall have one vote for each share which they own. On a show of hands every Member who is an individual present in person or by proxy, and every corporate Member present by proxy or by its duly authorised representative, shall have one vote, except that:

37.3.1 a Member present in person who is also the proxy or representative of another Member, and

37.3.2 A person who is the proxy or representative of more than one Member,

37.3.3 has only one vote.

37.4 A person who is not a Member shall not have any right to vote at a general meeting of the Company (except as the proxy or (in the case of a corporate Member) duly authorised representative of a Member).

37.5 Articles 37.3 and 37.4 are without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.

37.6 Unless a poll is held:

37.6.1 a declaration by the chair that a resolution has been:

37.6.2 carried;

37.6.3 carried unanimously, or by a particular majority;

37.6.4 lost; or

37.6.5 not carried by a particular majority, and

37.6.6 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.

37.7 A poll shall be taken at the general meeting as the chair directs and the chair 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.

37.8 The proceedings at any general meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity (including with regard to the giving of notice) or any want of qualification in any of the persons present or voting.

37.9 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 chair whose decision shall be final and binding.

#### **38. MINUTES**

38.1 The Directors shall cause minutes to be made and kept, in writing, of all proceedings at general meetings of the Company.

38.2 Any such minute, if purported to be signed by the chair of the meeting, or by the chair of the next succeeding general meeting, shall be sufficient evidence of the proceedings.

### **PART NINE: MISCELLANEOUS**

#### **39. COMPANY SECRETARY**

39.1 Subject to the provisions of the Companies Acts, the Directors may decide to appoint an individual to act as Company Secretary for such term and at such remuneration and upon such other conditions as they may think fit.

39.2 The Directors may decide to remove a person from the office of Secretary at any time.

#### **40. COMPANY SEAL**

40.1 This article applies if the Company has a seal (the "common seal").

40.2 The common seal shall only be applied to a document if its use on that document has been authorised by a decision of the Directors.

#### **41. ACCOUNTS AND REPORTS**

41.1 The Directors shall comply with the requirements of the Companies Acts and any other applicable law as to keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of annual reports and accounts.

41.2 Subject to Article 41.3, the Company's statutory books and accounting records shall be open to inspection by the Members during usual business hours.

41.3 The Company may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Company may be inspected by Members.



42. **NOTICES**

- 42.1 Except where the Articles provide otherwise, any notice to be given to or by any person under the Articles shall be in writing to an address for the time being notified for that purpose to the person giving the notice.
- 42.2 The Company may give any notice to any person under the Articles:
- 42.2.1 in person;
  - 42.2.2 by sending it by post in a prepaid envelope addressed to that person at that person's registered address, or by leaving it at that address;
  - 42.2.3 by fax or by electronic communication to an address provided for that purpose; or
  - 42.2.4 by posting it on a website, where the recipient has been notified of such posting in a manner agreed by that person.
- 42.3 A person present at any meeting shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 42.4 Proof that:
- 42.4.1 an envelope containing a notice was properly addressed, prepaid and posted; or
  - 42.4.2 that an electronic communication or fax has been transmitted to the correct address or number,
  - 42.4.3 shall be conclusive evidence that the notice was given.
- 42.5 A notice shall, unless the contrary is proved, be deemed to be given:
- 42.5.1 at the expiration of 48 hours after the envelope containing it was posted; or
  - 42.5.2 in the case of a notice contained in an electronic communication or fax, at the expiration of 48 hours after the time it was transmitted.

43. **INDEMNITY**

- 43.1 Subject to the Companies Acts, a Director shall be indemnified out of the Company's assets against any expenses which that Director incurs:
- 43.1.1 in defending civil proceedings in relation to the affairs of the Company (unless judgement is given against the Director and the judgement is final);
  - 43.1.2 in defending criminal proceedings in relation to the affairs of the Company (unless the Director is convicted and the conviction is final);
  - 43.1.3 in connection with any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the

Company (unless the Court refused to grant the Director relief, and the refusal is final).

- 43.2 Judgement, conviction or refusal of relief becomes final if the period for bringing an appeal or any further appeal has ended and any appeal brought is determined, abandoned or otherwise ceases to have effect.
- 43.3 This article is without prejudice to any other indemnity to which a Director may be entitled.

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Names and Addresses of Subscribers

Number of Shares  
subscribed for

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Waterlow Nominees Limited  
6-8 Underwood Street  
London  
N1 7JQ

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Date: 7 January 2002