

1714265

THE COMPANIES ACT 1948 to 1981
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION of
RESEARCH SOFTWARE LIMITED



PRELIMINARY.

1. The Company is a Private Company within the meaning of Section 1 of the Companies Act 1980. Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of the shares or debentures being offered for sale to the public.
2. Subject as hereinafter provided the Regulations set out in Part 1 of Table 'A' in the First Schedule to the Companies Act 1948 as amended by paragraph 36 of the 3rd Schedule of the Companies Act 1980 and by Schedule 3 of the Companies Act 1981 shall apply to this Company.
3. The following Articles of the said Part 1 of Table 'A' as so amended shall not apply to this company videlicet:- 24, 58, 60, 75, 79, 84(2), 84(4), 88, 89, 90, 91, and 92 and the last sentences of Articles 95 and 97 respectively.

CAPITAL.

4. (a). The share capital of the Company is £100 divided into fifty ordinary shares of £1 each, twenty five type A preference shares of £1 each, and twenty five type B preference shares of £1 each. The type A and type B preference shares are non-voting in all respects including that the holder shall not be entitled to receive notice of, attend, or vote either in person or by proxy at Company meetings. The preference shares carry a preferential entitlement to return of capital at par on winding up, but shall not participate in the distribution of any surplus capital after the discharge of the company's debts obligations and liabilities. Each preference share shall be redeemable at par at any time not less than three years after its date of issue at the option of the Company. The type A preference shares shall participate in dividends on the same basis as the ordinary shares. The type B preference shares shall carry a fixed non-cumulative preferential dividend of an amount as determined from time to time by the Company in General Meeting. The Company may at any time convert a type B preference share into a type A preference share by ordinary resolution in General Meeting. The three types of share shall rank equal in all other respects.

(b). The Directors of the Company shall within a period of five years from the date of adoption of these articles be entitled to exercise the Company's power to allot, grant options over or otherwise dispose of any shares in the capital of the Company.
5. (a). Subsections (1), (6) and (7) of Section 17 of the Companies Act 1980 shall not apply in relation to the issue of any equity securities by the Company but in substitution therefor the provisions of sub-paragraph (b) of this Article shall apply.

(b). Save as otherwise directed by the Company in General Meeting 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 possible to the number of shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares...(continues overleaf)

which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of the same to such persons at such times and on such terms as they think proper.

6. Subject to the provisions of the Companies Act 1981 including Sections 45 and 54 thereof the Company shall have power to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms as may be provided by the resolution of the Company creating such redeemable shares.
7. Subject to the provisions of the Companies Act 1981 including Sections 46 and 54 to 56 thereof the Company may purchase its own shares including any redeemable shares.

LIEN.

8. The lien conferred by Article 11 in Part I of Table 'A' on shares and dividends shall also attach to fully paid up shares and dividends thereon registered in the name of any person in respect of all monies owing by such person to the Company on any account whatsoever, whether he shall be the sole registered holder of the relevant shares or one of two or more joint holders thereof.

TRANSFER OF SHARES.

9. A Member desiring to transfer shares otherwise than to the Company pursuant to Article 7 hereof shall first give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within 28 days of the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions then but not before then the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

PROCEEDINGS AT GENERAL MEETINGS.

10. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or by proxy. Unless a poll is so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes the Chairman shall not have a second or casting vote.

DIRECTORS.

11. The Directors of the Company shall not be more than seven but if and so long as there is a sole Director such Director may act alone in exercising all the powers and authorities by Table A or these Articles vested in the Directors generally. The first Directors of the Company shall be the person or persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company pursuant to Section 21 of the Companies Act 1976 and deemed to be appointed Directors accordingly. No Director shall be subject to retirement by rotation.
12. The Company shall not be subject to section 185 of the Companies Act 1948 and accordingly any person may be appointed or elected as a Director whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
13. In the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote and Article 98 of Table 'A' shall be modified accordingly.
14. Subject to the provisions of Section 199 of the Companies Act 1948 as extended by Section 60 of the Companies Act 1980 a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place or profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

SECRETARY.

15. The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered pursuant to Section 21 of the Companies Act 1976 and deemed to be appointed accordingly.

BORROWING POWERS OF THE DIRECTORS.

16. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property or uncalled capital, or any part thereof, and subject to section 14 of the Companies Act 1980 to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS.

17. Any Director may in writing appoint any person to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

INDEMNITY.

18. Subject to Section 205 of the Companies Act 1948 and in addition to such indemnity as is contained in Clause 136 of Part I of Table 'A' every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses and expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

DISQUALIFICATION OF DIRECTORS.

19. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director,
- (2) If he ceases to be a Director by virtue of Section 182 of the Companies Act 1948,
- (3) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors,
- (4) If he becomes of unsound mind,
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Companies Act 1948 as amended by Section 93 of the Companies Act 1981 or Section 28 of the Companies Act 1976,
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Companies Act 1948.

Names, Addresses and Descriptions of the Subscribers.

M. R. Chettleburgh Limited,
by Malcolm Roy Chettleburgh,,
a duly authorised Officer,
Temple House,
20, Holywell Row
London,
EC2A 4JB

Company Registration Agents.

Chettleburgh International Limited,
by Malcolm Roy Chettleburgh,
a duly authorised Officer,
Temple House,
20, Holywell Row
London,
EC2A 4JB

Company Registration Agents.

Dated this 1st day of March, 1983.

Witness to the above signatures:-

Robert S Kelford,
5, Artemis Close,
Gravesend,
Kent.

Company Registration Agent.