

Company No 1731859

THE COMPANIES ACTS 1948 - 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

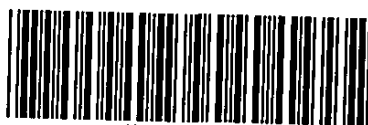
of

LITTLEWORLD LIMITED

Incorporated 21 May 1983

**(Adopted by special resolution on 17 July 2013
and amended by special resolution on 23 October 2013)**

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PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

LITTLEWORLD LIMITED (the "Company")

**Incorporated 21 May 1983
(Adopted by special resolution on 17 July 2013)**

INTERPRETATION

Defined terms

1 1 In the Articles, unless the context requires otherwise -

"Act"	means the Companies Act 2006
"Articles"	means the Company's articles of association
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy
"business day"	means any day (other than a Saturday, Sunday or a public holiday in England) on which clearing banks in the city of London are open for the transaction of normal sterling banking business
"chair"	means the person for the time being appointed to chair meetings of the directors or the members of the Company as the case may be
"Companies Acts"	means the Companies Acts (as defined in section 2 of the Act), in so far as they apply to the Company
"director"	means a director for the time being of the Company, and includes any person occupying the position of director, by whatever name called
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form
"electronic form"	has the meaning given in section 1168 of the Act
"fully paid"	in relation to a share, means that the nominal value and any premium to be paid to the Company in respect of that share have been paid to the Company
"hard copy form"	has the meaning given in section 1168 of the Act
"instrument"	means a document in hard copy form

"member"	means a member of the Company
"ordinary resolution"	has the meaning given in section 282 of the Act
"participate"	in relation to a directors' meeting, has the meaning given in Article 15
"proxy notice"	has the meaning given in Article 58
"special resolution"	has the meaning given in section 283 of the Act
"subsidiary"	has the meaning given in section 1159 of the Act
"writing"	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

- 1 2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act as in force on the date when these Articles become binding on the Company
- 1 3 The headings to the Articles are for convenience only and shall not affect the interpretation or construction of these Articles
- 1 4 A reference in these Articles to an Article is a reference to the relevant Article of these Articles unless expressly provided otherwise
- 1 5 A reference to a statute, statutory provision or sub-ordinate legislation is a reference to it as it is in force from time to time, taking account of -
- 1 5 1 any subordinate legislation from time to time made under it, and
- 1 5 2 any amendment or re-amendment and includes any statute, statutory provision or sub-ordinate legislation which it amends or re-enacts

Exclusion of Model Articles

- 2 No articles set out in any statute, or in any statutory instrument or other subordinate legislation made under any statute, concerning companies shall apply as the Articles

OBJECTS OF INCORPORATION

Main Objects

- 3 The Company is established to promote, improve, and advance education, the arts, including the arts of puppetry, printmaking, painting, sculpture, mime, dance, singing, music, and ceramics, and to formulate, prepare, and establish schemes therefor provided that all objects of the Company shall be of a charitable nature

Ancillary Objects

- 4 Subject to Article 3, and so far as to not be inconsistent with it, the Company has unrestricted powers and objects

LIMITATION OF LIABILITY

Liability of members

- 5 The liability of the members is limited Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up whilst he or she is a member, or within one year after he or she ceases to be a member, and of the costs, charges and expenses

of winding up and for the adjustment of the rights of contributories amongst themselves such amount as may be required, but not exceeding £1 (one pound)

REGISTERED OFFICE

- 6 The Company's registered office will be situated in England

NAME

Change of Name

- 7 The Company may change its name by resolution of the board

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

- 8 Subject to the Articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

Members' reserve power

- 9 1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action
- 9 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

Directors may delegate

- 10 1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles -
- 10 1 1 to such person or committee,
- 10 1 2 by such means (including by power of attorney),
- 10 1 3 to such an extent,
- 10 1 4 in relation to such matters or territories, and
- 10 1 5 on such terms and conditions,
- as they think fit
- 10 2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated
- 10 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

COMMITTEES

- 11 1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors
- 11 2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

12 1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 13

12 2 If -

12 2 1 the Company only has one director for the time being, and

12 2 2 no provision of the Articles requires it to have more than one director,

the general rule does not apply, and the director may (for so long as he or she remains the sole director) take decisions without regard to any of the provisions of the Articles relating to directors' decision-making

Unanimous decisions

13 1 A decision of the directors is taken in accordance with this Article when all eligible directors indicate to each other in writing by any means that they share a common view on a matter

13 2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing

13 3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting

13 4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting

Calling a directors' meeting

14 1 Any director may call a directors' meeting by giving not less than 10 business days' notice of the meeting (or such lesser notice as all the directors acting reasonably may agree) to the directors or by authorising the Company secretary (if any) to give such notice .

14 2 Notice of any directors' meeting must indicate -

14 2 1 its proposed date and time,

14 2 2 where it is to take place, and

14 2 3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

14 3 Notice of a directors' meeting must be given to each director (subject to Article 14 4), and must be in writing

14 4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held . Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it .

Participation in directors' meetings

15 1 Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when -

15 1 1 the meeting has been called and takes place in accordance with the Articles, and

15 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

15 2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other

15 3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

Quorum for directors' meetings

16 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

16 2 Subject to Article 16 3, the quorum for the transaction of business at a meeting of the directors is any four directors

16 3 For the purposes of any meeting (or part of a meeting) held pursuant to Article 23 to authorise a director's conflict of interest, where there is only one director in office who is not party to the relevant conflict, the quorum for such a meeting (or part of a meeting) shall be one eligible director

16 4 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision -

16 4 1 to appoint further directors, or

16 4 2 to call a general meeting so as to enable the members to appoint further directors

Chairing of directors' meetings

17 1 The directors may appoint a director to chair their meetings

17 2 The person so appointed for the time being is known as the chair

17 3 The directors may terminate the chair's appointment at any time

17 4 If the chair is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

Casting vote

18 1 Subject to Article 18 2 if the numbers of votes for and against a proposal at a meeting of directors are equal, the chair or other director chairing the meeting has a casting vote

18 2 The chair or other director chairing a meeting (or part of a meeting) shall not have a casting vote if, in accordance with the Articles, the chair, or other director, is not an eligible director for the purposes of that meeting (or part of a meeting)

Alternates voting at directors' meetings

19 A director who is also an alternate director has an additional vote on behalf of each appointor who is -

19 1 not participating in a directors' meeting, and

19 2 would have been entitled to vote if they were participating in it

Records of decisions, and accounts, to be kept

20 1 The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors

- 20 2 Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form so that they may be read with the naked eye
- 20 3 The directors shall ensure that the Company keeps true and accurate accounts of the sums of money received by and expended by the Company, and of the property, credits and liabilities of the Company, and, subject to any reasonable restrictions as to time and manner of inspecting the same, that the same may be open to inspection by the members
- 20 4 The directors shall ensure that at least once in each year, the accounts of the Company are subject to a financial examination which meets the requirements of applicable legislation, and including any requirements of the Charities Act 2006 (or subsequent or successor legislation)

Directors' discretion to make further rules

- 21 Subject to the Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

CONFLICTS OF INTEREST

Interests in transactions and arrangements with the Company

- 22 1 Subject to the provisions of the Act, to Articles 23 to 31, and provided that he or she has disclosed to the directors the nature and extent of any material interest of his or hers, a director notwithstanding his or her office -
- 22 1 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested,
- 22 1 2 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
- 22 1 3 shall not, by reason of his or her office, be accountable to the Company for any benefit which he or she 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
- 22 2 For the purposes of Article 22 1 -
- 22 2 1 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 in 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
- 22 2 2 an interest of which a director has no knowledge and of which it is unreasonable to expect him or her to have knowledge shall not be treated as an interest of his or hers
- 22 3 For the purposes of this Article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting
- 22 4 Subject to Article 22 5, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any director other than the chair is to be final and conclusive
- 22 5 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

22 6 Subject to -

22 6 1 the provisions of Sections 177 and 182 of the Act, and

22 6 2 to the terms of any authorisation of a conflict made in accordance with the provisions of Articles 23 to 31,

a director may vote at any meeting of directors or of a committee of directors on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty. The director shall be counted in the quorum present at a meeting when any such resolution is under consideration and if he or she votes his or her vote shall be counted

Powers of Directors to authorise conflicts of interest

23 The directors may authorise, to the fullest extent permitted by law, any matter proposed to them which would otherwise result in a director infringing his or her duty under section 175 of the Act to avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest

24 Authorisation of a matter under Article 23 is effective only if -

24 1 the matter has been proposed to the directors by its being submitted in writing for consideration at a meeting of the directors or for the authorisation of the directors by resolution in writing and in accordance with the Board's normal procedures or in such other manner as the Board may approve,

24 2 any requirement as to quorum at the meeting of the directors at which the matter is considered is met without counting the director in question and any other interested director, and

24 3 the matter has been agreed to without the director in question and any other interested director voting or would have been agreed to if their votes had not been counted

25 Any authorisation of a matter under Article 23 shall extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised

26 The Board may authorise a matter pursuant to Article 23 on such terms and for such duration, or impose such limits or conditions on it, as it may decide and vary the terms or duration of such an authorisation (including any limits or conditions imposed on it) or revoke it. A director shall comply with any obligations imposed on him or her by the directors pursuant to any such authorisation

27 Any terms imposed by the Board under Article 26 may include (without limitation) -

27 1 whether the director may vote (or be counted in the quorum) at a meeting of the Board or any committee or sub-committee of the Board in relation to any resolution relating to the relevant matter,

27 2 whether the director is to be given any documents or other information in relation to the relevant matter, and

27 3 whether the director is to be excluded from discussions in relation to the relevant matter at a meeting of the Board or any committee or sub-committee of the Board or otherwise

28 The director shall not be required to disclose any confidential information obtained in relation to the relevant matter (other than through his or her position as a director of the Company) to the Company or to use or apply it in performing his or her duties as a director if to do so would result in a breach of a duty or obligation of confidence owed by him or her in relation to or in connection with that matter

29 A director does not infringe any duty he or she owes to the Company by virtue of sections 171 to 177 of the Act if he or she acts in accordance with such terms, limits and conditions (if any) as the

Board may impose in respect of its authorisation of the director's conflict of interest or possible conflict of interest under Article 23

- 30 A director shall not, save as otherwise agreed by him or her, be accountable to the Company for any benefit which he or she (or a person connected with him or her) derives from any matter authorised by the directors under Article 23 and any contract, transaction or arrangement relating thereto shall not be liable to be avoided on the grounds of any such benefit
- 31 A reference in these Articles to a conflict of interest includes a conflict of interest and duty and a conflict of duties

APPOINTMENT OF DIRECTORS

Number of directors

- 32 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be more than fifteen, and shall not be less than four

Methods of appointing directors

- 33 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director -
- 33 1 by ordinary resolution, or
- 33 2 by a decision of the directors

Termination of director's appointment

- 34 A person ceases to be a director as soon as -
- 34 1 1 that person ceases to be a director by virtue of any provision of the Act or these Articles or is prohibited from being a director by law,
- 34 1 2 a bankruptcy order is made against that person,
- 34 1 3 a composition is made with that person's creditors generally in satisfaction of that person's debts,
- 34 1 4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than six months,
- 34 1 5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- 34 1 6 notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms,
- 34 1 7 he or she is convicted of a criminal offence (other than a motoring offence or series of offences not resulting in disqualification) and the directors resolve that his or her office be vacated, or
- 34 1 8 in the case of a person who is also an employee of the Company he or she ceases to be such an employee, or
- 34 1 9 he or she 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 or her office be vacated, or

34 1 10 all the other directors unanimously resolve that his or her office be vacated

- 34 2 In addition and without prejudice to the provisions of section 168 of the Act, the Company may by ordinary resolution (whether at a general meeting or in writing and without special notice) remove any director before the expiration of his or her period of office and may by ordinary resolution (whether at a general meeting or in writing and without any special notice) appoint another person to be a director in his or her place

Retirement by Rotation

- 35 Each director shall retire from office and shall be eligible for reappointment at the third annual general meeting after the general meeting at which he or she was appointed or last reappointed. If the Company, at the meeting at which a director retires under this Article, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed 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. The directors to retire in each year shall be those longest in office since their last election or re-election provided that where a director is being appointed other than in general meeting his or her appointment shall be subject to ratification at the next following general meeting. Retiring directors are, for the avoidance of doubt, eligible for re-election provided such re-election is recommended by the directors. A director retiring at a meeting who is not reappointed shall retain office until the meeting appoints someone in his or her place or, if it does not do so, until the end of the meeting or of any adjournment thereof.

Age of directors

- 36 No director shall vacate or be required to vacate his or her office as a director on or by reason of his or her attaining or having attained the age of 70 or any other age, and any director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a director shall be capable of being appointed or reappointed notwithstanding that he or she has attained the age of 70 or any other age and no special notice need be given of any resolution for the appointment or reappointment as a director of a person who shall have attained the age of 70 or any other age.

37 Application of income and property

The income and property of the charity shall be applied solely towards the promotion of the Objects

- 37 1 1 A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity
- 37 1 2 A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011
- 37 1 3 The charity may indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006
- 37 1 4 A director may not receive any other benefit or payment unless it is authorised by the following clauses of this Article

Subject to the following clauses of this Article, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving,

- 37 1 5 A benefit from the charity in the capacity of a beneficiary of the charity,

- 37 1 6 Reasonable and proper remuneration for any goods or services supplied to the charity

37 2 Benefits and payments to directors and connected persons

General provisions

No director or connected person may

- 37 2 1 buy any goods or services from the charity on terms preferential to those applicable to members of the public,
- 37 2 2 sell goods, services, or any interest in land to the charity,
- 37 2 3 be employed by, or receive any remuneration from the charity,
- 37 2 4 receive any other financial benefit from the charity,

unless the payment is permitted by sub paragraph 3 of this article, or authorised by the court or the Charity Commission

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value

37 3 Scope and powers permitting director's or connected persons' benefits

- 37 3 1 A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way
- 37 3 2 A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection of with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011
- 37 3 3 Subject to sub paragraph 4 of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person
- 37 3 4 A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be no more than the Bank of England base rate
- 37 3 5 A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or any other terms of the lease are under discussion
- 37 3 6 A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public

37 4 Payment for the supply of goods only - controls

The charity and its directors may only rely upon the authority provided by sub paragraph 3 3 of this article if each of the following conditions is satisfied

- 37 4 1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods (the supplier) under which the supplier is to supply the goods in question to or on behalf of the charity
- 37 4 2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question
- 37 4 3 The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so
- 37 4 4 The supplier is absent from the part of any meeting at which there is a discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity
- 37 4 5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting
- 37 4 6 The reason for their decision is recorded by the directors in the minute book
- 37 4 7 A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 37

In paragraph 3 and 4 of this article a charity includes any company in which the charity

- 37 4 8 holds more than 50% of the shares, or
- 37 4 9 controls more than 50% of the voting rights attached to the shares, or
- 37 4 10 has the right to appoint one or more directors to the board of the company

And a connected person includes

- 37 4 11 a child, parent, grandchild, grandparent, brother or sister of the director,
- 37 4 12 the spouse or civil partner of the director or of any person falling within clause 11 above,
- 37 4 13 a person carrying on business in partnership with the director or with any person falling within clause 11 or 12 above,
- 37 4 14 an institution which is controlled by the director or any connected person falling within clause 11, 12 or 13 above or by two or more persons falling within clause 15) when taken together
- 37 4 15 a body corporate in which the director or any connected person falling within clauses 1 to 3 has a substantial interest,
- 37 4 16 or two or more persons falling within clause 15) who, when taken together, have a substantial interest
- 37 4 17 Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article

Directors' and officers' expenses

- 38 1 The Company may (as the directors determine) pay any reasonable expenses which the officers (including alternate directors and the secretary) properly incur in connection with their attendance at -
- 38 1 1 meetings of directors or committees of directors,
- 38 1 2 general meetings, or
- 38 1 3 separate meetings of the holders of any class of shares or of debentures of the Company,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

ALTERNATE DIRECTORS AND SECRETARY

Appointment and removal of alternates

- 39 1 Any director (the "appointor") may appoint as an alternate any director, or, with the prior approval of the directors, any other person approved by resolution of the directors, to -
- 39 1 1 exercise that director's powers, and
- 39 1 2 carry out that director's responsibilities
- in relation to the taking of decisions by the directors in the absence of the alternate's appointor
- 39 2 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors
- 39 3 The notice must -
- 39 3 1 identify the proposed alternate, and
- 39 3 2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice

Rights and responsibilities of alternate directors

- 40 1 An alternate director has the same rights, in relation to any directors' meeting or directors' written resolution, as the alternate's appointor
- 40 2 Alternate directors -
- 40 2 1 are, subject to Articles 32 and 34, deemed for all purposes to be directors,
- 40 2 2 are liable for their own acts and omissions,
- 40 2 3 are subject to the same restrictions as their appointors, and
- 40 2 4 are not deemed to be agents of or for their appointors
- 40 3 A person who is an alternate but not a director -
- 40 3 1 may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating), and

40 3 2 may sign a written resolution (but only if it is not signed or to be signed by that person's appointor)

No alternate may be counted as more than one director for such purposes

40 4 An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the Company

Termination of alternate directorship

41 An alternate director's appointment as an alternate terminates -

41 1 when the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate,

41 2 on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director,

41 3 on the death of the alternate's appointor, or

41 4 when the alternate's appointor's appointment as a director terminates, except that an alternate's appointment as an alternate does not terminate when the appointor retires by rotation at a general meeting and is then re-appointed as a director at the same general meeting

Secretary

42 The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration, and upon such conditions as they may think fit and from time to time to remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors

MEMBERSHIP

Members

43 The Company was registered with 10 members, but the directors may from time to time register an increase in the number of members, as they see fit

Liability to Contribute

44 The provisions of Article 5 shall have effect in the event that the Company is wound up (on whatever basis)

Distributions

45 If upon a winding up or dissolution of the Company there remains, after satisfaction and discharge of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to any other society, institution or organisation (of whatever nature), having objects similar to the Company and which is established for charitable purposes only. Not other distributions shall be made from the assets of the Company

General provisions relating to membership

46 The original subscribers to the Company's memorandum of association, and any other persons as the directors shall admit to membership, shall be members of the Company. No person shall be admitted to membership unless he or she has, to the directors' satisfaction, agreed that he or she is prepared to assist to the best of his or her ability in the advancement of the Company's main objects

Membership not transferrable

- 47 The rights and privileges of a member shall not transferrable

Cessation of membership

- 48 A member shall cease to be a member of the Company
- 48 1 upon giving written notice to the Company that he or she resigns his or her membership, or
- 48 2 upon a majority of at least two-thirds of the directors of the Company giving notice to him or her requiring that the member resign his or her membership, or
- 48 3 (if an individual) upon that person's dying, becoming of unsound mind, or bankrupt, or his or her compounding generally with his or her creditors, or
- 48 4 (if a corporation) upon its having a resolution to wind it up passed, or winding up petition presented against it, or an administrator, receiver or liquidator being appointed over any of its assets

Company not bound by less than absolute interests

- 49 Except as required by law, no person is to be recognised by the Company as being a member upon any trust, and except as otherwise required by law or the Articles, the Company is not in any way to be bound by or recognise any interest in membership other than the member's absolute holding of it and all the rights and responsibilities attaching to it

DECISION-MAKING BY MEMBERS AND ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

- 50 Each member present in person or by proxy at a general meeting may vote (and speak) as that person sees fit in relation to the business to be transacted at it
- 51 1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- 51 2 A person is able to exercise the right to vote at a general meeting when -
- 51 2 1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 51 2 2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- 51 3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- 51 4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other
- 51 5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

Quorum for general meetings

- 52 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. A quorum shall be the greater of four members or 1/10th of the membership

Chairing general meetings

- 53 1 If the directors have appointed a chair, the chair shall chair general meetings if present and willing to do so
- 53 2 If the directors have not appointed a chair, or if the chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start -
- 53 2 1 the directors present, or
- 53 2 2 (if no directors are present), the meeting,
- must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting
- 53 3 The person chairing a meeting in accordance with this Article is referred to as "the chair of the meeting"

Attendance and speaking by directors and non-members

- 54 1 Directors may attend and speak at general meetings, whether or not they are members
- 54 2 The chair of the meeting may in his or her absolute discretion permit other persons who are not -
- 54 2 1 members of the Company, or
- 54 2 2 otherwise entitled to exercise the rights of members in relation to general meetings,
- to attend and speak at a general meeting

Adjournment

- 55 1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it
- 55 2 The chair of the meeting may adjourn a general meeting at which a quorum is present if -
- 55 2 1 the meeting consents to an adjournment, or
- 55 2 2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- 55 3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting
- 55 4 When adjourning a general meeting, the chair of the meeting must -
- 55 4 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
- 55 4 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 55 5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given) -
- 55 5 1 to the same persons to whom notice of the Company's general meetings is required to be given, and

55 5 2 containing the same information which such notice is required to contain

55 6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

VOTING AT GENERAL MEETINGS

Voting general

56 A resolution put to the vote of a general meeting must be decided on a show of hands

Errors and disputes

57 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid

57 2 Any such objection must be referred to the chair of the meeting, whose decision is final

Content of proxy notices

58 1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which -

58 1 1 states the name and address of the member appointing the proxy,

58 1 2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,

58 1 3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and

58 1 4 is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate,

and a proxy notice which is not delivered in such manner shall be invalid unless the directors in their absolute discretion, at any time before the start of the meeting (or adjourned meeting) and otherwise determine and accept the proxy notice

58 2 In calculating the period of 48 hours referred to in Article 58 1, no account shall be taken of any part of a day that is not a working day

58 3 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

58 4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

58 5 Unless a proxy notice indicates otherwise, it must be treated as -

58 5 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

58 5 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

Delivery of proxy notices

- 59 1 A person who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person
- 59 2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 59 3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- 59 4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

Amendments to resolutions

- 60 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if -
- 60 1 1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
- 60 1 2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution
- 60 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if -
- 60 2 1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- 60 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- 60 3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 61 1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Company
- 61 2 Any notice, document or other information shall be deemed served on or delivered to the intended recipient -
- 61 2 1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider),
- 61 2 2 if properly addressed and delivered by hand, when it was given or left at the appropriate address,

61 2 3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied, and

61 2 4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

For the purposes of this Article, no account shall be taken of any part of a day that is not a working day

61 3 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act

61 4 Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being

61 5 A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

Company seals

62 1 Any common seal may only be used by the authority in writing of the directors

62 2 The directors may decide whether, and if so by what means and in what form, any common seal is to be used

62 3 Unless otherwise decided by the directors in writing, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature

62 4 For the purposes of this Article, an authorised person is -

62 4 1 any director of the Company,

62 4 2 the Company secretary (if any), or

62 4 3 any person authorised by the directors in writing for the purpose of signing documents to which the common seal is applied

Provision for employees on cessation of business

63 The directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

64 1 Subject to Article 64 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled, each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him or her as a relevant officer in the actual or purported execution and/or discharge of his or her duties, or in relation to them, including (in each case) any liability incurred by him or her in defending any civil or criminal proceedings, in which judgment is given in his or her favour or in which he or she is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part or in connection with any application in which the court grants him or her, in his or her

capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs, and the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him or her in connection with any proceedings or application referred to in this Article 64 1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure

64 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

64 3 In this Article a "relevant officer" means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act, but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he or she is also a director or other officer), to the extent he or she acts in his or her capacity as auditor)

Insurance

65 1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

65 2 In this Article -

65 2 1 a "relevant officer" means any director or other officer or former director or other officer of the Company or an associated company (including any such company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act, but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he or she is also a director or other officer), to the extent he or she acts in his or her capacity as auditor),

65 2 2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company, or any pension fund or employees' share scheme of the Company or associated company, and

65 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate