

No 3302610

The Companies Acts 1985 and 1989

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**LONDON JEWISH NEWS LIMITED**

Passed **4<sup>th</sup> Dec** 2000

We being the sole member of the Company entitled to receive notice and attend and vote at general meetings, unanimously pass the following resolution and agree that in accordance with Regulation 53 of Table A of the Companies Act 1985 which Regulation is incorporated into the Company's Articles of Association, the resolution shall for all purposes be effectual as if the same had been passed at a general meeting of the Company duly convened and held.

**SPECIAL RESOLUTION**

That the Company adopt new Articles of Association in the form annexed in substitution for all existing regulations of the Company.

SIGNED .....

**For and on behalf of Totally Plc**

Number of Company: 3302610

The Companies Act 1985

Company Limited by Shares

**ARTICLES OF ASSOCIATION**

**-OF-**

**LONDON JEWISH NEWS LIMITED**

(Adopted by Special Resolution passed

on 4<sup>th</sup> Dec 2000)

**1 PRELIMINARY**

- 1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these Articles.
- 1.2 Any reference in these Articles to a regulation shall be construed as a reference to the regulation of that number contained in Table A and any reference to the "Act" shall be a reference to the Companies Act 1985.
- 1.3 Where the context so requires words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine gender.
- 1.4 Any reference in these Articles to any enactment shall be construed as a reference thereto as consolidated amended modified or re-enacted from time to time.
- 1.5 In these Articles:-  
  
    "Act"  
    means the Companies Act 1985 (as amended by the Companies Act 1989);

**"Acts"**

means the Companies Acts 1985 and 1989 and any statutory modification or re-enactment thereof for the time being in force and every other act for the time being in force concerning companies and affecting the Company;

**"Associated Company"**

means any other company which is for the time being and from time to time a subsidiary or associated undertaking of the Company (as defined in the Act);

**"Company"**

means this company and "company" includes any body corporate or association of persons whether or not a company within the meaning of the Act;

**"Directors"**

means the board of directors for the time being of the Company or the directors present at a duly convened meeting of directors at which a quorum is present;

**"Group"**

means the Company and its Associated Companies collectively;

**"Parent Company"**

means any company which is the Company's immediate holding company (as defined in the Act) from time to time;

**"Secretary"**

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

**2      SHARE CAPITAL**

2.1      The Directors of the Company may (with the prior written consent of the Parent Company) exercise all powers of the Company to allot relevant securities within the meaning of Part IV of the Act. Any authority under Sections 80 and 95 of the Act previously granted and in force on the date of adoption of these Articles shall be revoked as and from the date of adoption of these Articles.

2.2      Regulation 5 shall not apply.

**3     SHARE CERTIFICATES**

- 3.1     Regulation 6 of Table A is amended by adding after "Every certificate shall be sealed with the seal" the words "or executed in such other manner as the directors authorise, having regard to the Act".

**4     TRANSFER OF SHARES**

- 4.1     The Directors shall register a transfer of shares which is presented for registration duly stamped.
- 4.2     Regulation 28 of Table A is amended by replacing "shall be returned to the person lodging it" with "shall (except in the case of fraud) be returned to the person lodging it".

**5     MEMBERS MEETINGS AND RESOLUTIONS**

- 5.1     Every notice calling a general meeting shall comply with the provisions of Chapter IV of Part XI of the Act so that:-
- 5.1.1     sub-sections 370(3) and 370(4) of the Act shall not apply and accordingly any one or more of the members holding alone or together not less than one tenth of the issued share capital of the Company may call a general meeting of the Company and one member present personally or by proxy or through authorised representative shall be a quorum;
- 5.1.2     the period of 8 weeks referred to in Regulation 37 shall be deemed to be reduced to 21 days;
- 5.1.3     if at any time the Company shall be a private company any written resolution passed pursuant to Section 381(A) - (C) of the Act shall be effective notwithstanding that no general meeting shall have been called or convened pursuant to Regulation 37 in respect thereof;
- 5.1.4     the first sentence of Regulation 38 is amended by deleting "or a resolution appointing a director". Notices of such meetings need not be given to the directors as such and Regulation 38 is modified accordingly.

- 5.2     Regulations 37 and 38 shall be deemed to be modified accordingly.

**6     PROXIES AND REPRESENTATIVES OF CORPORATIONS**

- 6.1     An instrument appointing a proxy (and where it is signed on behalf of the Appointor by an attorney the letter or power of attorney or a duly certified

copy thereof) must be delivered at the registered office of the Company at any time before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same date as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the Chairman of the meeting if appropriate) at such meeting adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected.

- 6.2 Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise as if it were an individual member of the Company.

- 6.3 Regulation 62 shall not apply.

## **7 POWERS AND DUTIES OF DIRECTORS**

- 7.1 Subject to the provisions of the Act the memorandum of association and the Articles and to any directions given by special resolution the business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not, by the Act or these Articles or by Table A required to be exercised by the Company by resolution in general meeting subject nevertheless to any of these Articles, to the provisions of the Act and to Table A and to such directions as may be prescribed by the Company by special resolution but no such direction made by the Company shall invalidate any prior act of the Directors which would have been valid if the direction had not been made.

- 7.2 Regulation 70 shall not apply.

## **8 APPOINTMENT AND REMOVAL OF DIRECTORS**

- 8.1 The Parent Company may at any time and from time to time appoint any person to be a Director by delivery of a written notice ("Appointment Notice") to the Secretary at the registered office of the Company. The Appointment Notice shall be signed by a director or the secretary or some other person duly authorised on behalf of the Parent Company and shall specify the name of the person so appointed. Any such appointment shall be deemed to take effect immediately upon delivery of the Appointment Notice at the registered office

of the Company unless expressly stated to the contrary in the Appointment Notice.

- 8.2 The office of Director shall be vacated if:
- 8.2.1 he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
  - 8.2.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - 8.2.3 he is a person of unsound mind; or
  - 8.2.4 he resigns his office by notice to the Company; or
  - 8.2.5 he is removed from office under Section 303 of the Act, or by extraordinary resolution of the Company; or
  - 8.2.6 he is served with written notice under the hand of a director or the secretary of the Parent Company that the board of directors of such company has resolved that his appointment be terminated.

Regulation 81 of Table A shall not apply

- 8.3 In the case of a Director appointed to an executive office pursuant to Regulation 84 his removal from office pursuant to Article 8.2.6 shall be deemed to be an act of the Company and shall have effect without prejudice to any claims for damages for breach of contract as between him and the Company.
- 8.4 The Parent Company may at any time and from time to time by notice to the Company vary the minimum number of directors or impose or vary the maximum number of directors. Regulations 64 shall not apply.
- 8.5 The Directors of the Company shall not retire by rotation and Regulations 73 to 77 (inclusive) of Table A shall not apply and Regulation 78 shall be modified accordingly.
- 8.6 Regulation 79 of Table A shall not apply.

## **9 DIRECTORS' EXPENSES**

- 9.1 The Directors may be paid all travelling hotel and other expenses wholly exclusively and necessarily incurred by them in connection with their attendance at meetings of Directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties.

## **10 PROCEEDINGS OF DIRECTORS**

- 10.1 Notice of a meeting of the Directors shall be given to each Director, whether or not he is absent from the United Kingdom, and shall include an agenda specifying in reasonable detail the matters to be discussed at the meeting. No business which is not within the scope of the agenda shall be put to the vote at such meeting unless the Chairman so directs.
- 10.2 The quorum necessary for the transaction of business by the Directors shall be two. An absent director who is represented by an alternate director present at a meeting of Directors may be counted in reckoning whether a quorum is present.
- 10.3 A resolution in writing signed by the Directors or their duly appointed alternates shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held provided that the directors so signing would if such meeting had been held have formed a quorum in accordance with these Articles. Any such resolution may consist of several documents in the like form each signed or approved in writing or by telex or facsimile transmission by one or more of the director (and/or their alternates).
- 10.4 Any Director may participate in a meeting of the Directors by means of video conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in the meeting in this manner shall be deemed to constitute presence in person at such meetings.
- 10.5 A Director who pursuant to regulation 85 has declared at a meeting of the Directors the nature and extent of his interest in a contract proposed contract or arrangement with the Company shall be entitled to vote in respect of that contract proposed contract or arrangement or upon any matter arising therefrom and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors or of the committee of Directors at which the vote is taken.
- 10.6 Regulation 88 shall be modified accordingly and Regulations 89, 91, 93, 94 and 95 shall not apply.

## **11     NOTICES**

11.1 Any notices to be given by or to any person pursuant to these Articles shall be given in writing by prepaid, first class mail (airmail if from overseas) or by facsimile addressed and sent to the recipient at his registered address (or such other address as may have been notified to the Company) or by delivery by hand at such address or addresses and if given or made by facsimile or delivered by hand shall be deemed to have been received when sent and if given or made by pre-paid, first class mail shall be deemed to have been received twenty-four hours after posting (or 72 hours after posting if posted by airmail from overseas).

11.2 Regulations 111, 112 and 115 shall not apply.

## **12     INDEMNITY**

12.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.