

Company No 04395017

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

**ENGINE CREATIVE CONSULTANTS LTD
("the Company")**

(Circulated on 22nd November 2016)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolutions as special resolutions of the Company:


SPECIAL RESOLUTIONS


1 THAT:

- (a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association, and
- (b) the new Articles of Association of the Company, in the form attached to this resolution, be and they are hereby adopted by the Company as its Articles of Association to the exclusion of and in substitution for the existing Articles of Association of the Company.

We, being the members entitled to vote on the Resolutions on 23rd November 2016 irrevocably agree to the Resolutions

Signed By:


Joseph David Heapy
Shareholder
Date: 23/11/16


Oliver Roland King
Shareholder
Date: 23.11.16



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WRITTEN RESOLUTIONS

of

**ENGINE CREATIVE CONSULTANTS LTD
("the Company")**

(Passed 23rd November 2016)

On 23rd November 2016 the following resolutions were duly passed as special resolutions of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

1 THAT

- (a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association, and
- (b) the new Articles of Association of the Company, in the form attached to this resolution, be and they are hereby adopted by the Company as its Articles of Association to the exclusion of and in substitution for the existing Memorandum and Articles of Association of the Company.



Director/Secretary

Company number. 04395017

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES**

**NEW
ARTICLES OF ASSOCIATION
of
ENGINE CREATIVE CONSULTANTS LIMITED**

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**NEW
ARTICLES OF ASSOCIATION**

of

ENGINE CREATIVE CONSULTANTS LTD

(Adopted by Special Resolution passed on 23rd November 2016)

PART 1 Interpretation and limitation of liability

1 Preliminary

- 1 1 The articles of association of the Company comprise the provisions set out in this document as amended from time to time. No other regulations for the management of a company set out in any schedule to any statute concerning companies or contained in any regulations or instrument made pursuant to a statute shall apply to the Company.
- 1 2 Words and expressions used in the Articles are defined in Article 2. Unless defined in Article 2 (and unless the context requires otherwise) other words or expressions contained in the Articles bear the same meaning as in the Act.
- 1 3 A reference in the Articles to any statute or statutory provision includes a reference to any subordinate legislation made under it from time to time and shall, unless the context requires otherwise, include any statutory modification or re-enactment of any statute or statutory provision for the time being in force.
- 1 4 Any phrase in the Articles introduced by the terms **including**, **include**, **in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2 Defined terms

In the Articles, unless the context requires otherwise

Act means the Companies Act 2006,

Articles means the Company's articles of association as described in Article 1 1 (and a reference to an **Article** is a reference to a provision of the Articles),

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,

chairman has the meaning given in Article 13,

chairman of the meeting has the meaning given in Article 43,

Companies Acts means the Companies Acts (as defined in section 2 of the Act), in so far as they apply to the Company,

Conflict Matter means a matter authorised pursuant to Article 15 or permitted under Article 16,

director means a director of the Company, and includes any person occupying the position of director, by whatever name called,

distribution recipient means, as regards a share in respect of which a dividend or other sum is payable

- (a) the holder of the share,
- (b) if the share has two or more joint holders, whichever of them is named first in the register of members, or
- (c) if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the Transmittee,

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,

electronic means has the meaning given in section 1168 of the Act,

Eligible Director means a director who is or would be entitled to vote on the matter at a directors' meeting (but excluding any director whose vote is not to be counted in respect of the particular matter),

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,

holder in relation to shares means the person whose name is entered in the register of members as the holder of the shares,

instrument means a document in hard copy form,

member has the meaning given in section 112 of the Act,

ordinary resolution has the meaning given in section 282 of the Act,

paid means paid or credited as paid,

participate, in relation to a directors' meeting, has the meaning given in Article 11,

proxy notice has the meaning given in Article 49,

relevant officer means any director or other officer or former director or other officer of the Company but excluding any person engaged by the Company as auditor,

shares means shares in the Company,

special resolution has the meaning given in section 283 of the Act,

subsidiary has the meaning given in section 1159 of the Act,

Transmittee means a person entitled to a share by reason of the death or bankruptcy of a member or otherwise by operation of law,

working day has the meaning given in section 1173 of the Act, and

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

3 Liability of members

The liability of the members is limited to the amount, if any, unpaid on the shares held by them

PART 2 Directors

Directors' powers and responsibilities

4 Directors' general authority

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

5 Members' reserve power

5 1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action

5 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

6 Directors may delegate

6 1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles

- (a) to such person or to a committee of such persons,
- (b) by such means (including by power of attorney),
- (c) to such an extent,
- (d) in relation to such matters or territories, and
- (e) on such terms and conditions,

as they think fit

6 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

6 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

7 Committees

7 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

7 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

8 Directors to take decisions collectively

- 8 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 9
- 8 2 If and for so long as the Company only has one director, the general rule does not apply and the director may take decisions (provided he is an Eligible Director in relation to the matter in question) and may exercise all of the other powers and discretions given to the directors by the Articles and the Companies Acts which are capable in law of being exercised by a sole director

9 Unanimous decisions

- 9 1 A decision of the directors is taken in accordance with this Article when all Eligible Directors indicate to each other by any means that they share a common view on a matter
- 9 2 Such a decision may take the form of a resolution in writing, signed by each Eligible Director (whether on the same or one of several copies) or to which each Eligible Director has otherwise indicated agreement in writing
- 9 3 A decision may not be taken in accordance with this Article if the Eligible Directors would not have formed a quorum at a directors' meeting

10 Calling a directors' meeting

- 10 1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice
- 10 2 Notice of any directors' meeting must indicate
- (a) its proposed date and time,
 - (b) where it is proposed to take place, and
 - (c) 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
- 10 3 Notice of a directors' meeting must be given to each director, but need not be in writing
- 10 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 before or not more than seven 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

11 Participation in directors' meetings

- 11 1 Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when
- (a) the meeting has been called and takes place in accordance with the Articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

- 11 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
- 11 3 If all the directors participating in a meeting are not in the same place, the meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, at the place where the chairman (or other director chairing the meeting) is
- 12 **Quorum for directors' meetings**
- 12 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- 12 2 The quorum for directors' meetings shall be one Eligible Director if the Company has only one director and two Eligible Directors if the Company has more than one director
- 13 **Chairing directors' meetings**
- 13 1 The directors may appoint a director to chair their meetings
- 13 2 The person so appointed for the time being is known as the **chairman**
- 13 3 The directors may terminate the chairman's appointment at any time
- 13 4 If
- (a) the directors have not appointed a chairman,
 - (b) the chairman is unwilling to chair the meeting or is not participating in a directors' meeting within ten minutes of the time at which it was to start, or
 - (c) the chairman is not an Eligible Director in respect of any matter to be discussed at the meeting,
- the directors participating in the meeting must appoint one of themselves (who is an Eligible Director in respect of the matters to be discussed at the meeting) to chair it
- 14 **Voting at directors' meetings: general rules**
- 14 1 Subject to the Articles, a decision is taken at a directors' meeting by a majority of the votes of the Eligible Directors who are participating and each Eligible Director participating in a directors' meeting has one vote
- 14 2 Subject to Article 14 3, if a question arises at a meeting of directors (or of a committee established by the directors) as to the right of a director (or committee member) to participate in the meeting (or part of the meeting) for voting or quorum purposes or otherwise in accordance with the Articles, the question may, before the conclusion of the meeting, be referred to the chairman (or other person chairing the meeting) whose ruling in relation to any person other than himself is to be final and conclusive
- 14 3 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman (or other person chairing the meeting), the question is to be decided by a decision of the directors (or committee members) at that meeting, for which purpose the chairman (or other chairing the meeting) is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

15 Directors' conflicts: situational conflicts

15 1 The directors may, in accordance with this Article and the Act, authorise any matter which would or might, if not authorised, involve a director breaching the duty to avoid conflicts of interest in section 175 of the Act

15 2 Any such matter must be proposed in writing for consideration by the directors in accordance with any procedures for the time being established for the purpose by the directors or in such other manner as the directors may approve

15 3 An authorisation pursuant to Article 15 1

(a) will be subject to any restrictions or conditions expressly imposed by the directors at the time of authorisation or subsequently, and

(b) may be varied or terminated by the directors at any time

Nothing in this Article will affect anything done by a director in accordance with the terms of an authorisation prior to any such variation or termination

15 4 No authority under this Article is required in respect of a conflict of interest arising in relation to a transaction or arrangement with the Company, but this is without prejudice to a director's obligation to declare any interest pursuant to the Act and the Articles

16 Directors' conflicts: transactions or arrangements with the Company

Provided that he has disclosed to the directors the nature and extent of any direct or indirect interest in accordance with section 177 or section 182 of the Act (as appropriate), a director

(a) may enter into or otherwise be interested in any transaction or arrangement with the Company or in which the Company is otherwise interested,

(b) may hold any other office or employment with the Company (except that of auditor) in conjunction with the office of director, and may act by himself or through his firm in a professional capacity for the Company, in any such case on such terms as to remuneration and otherwise as the directors may decide, either in addition to or instead of any remuneration provided for by any other Article, and

(c) 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 in which the Company is interested

17 Directors' conflicts: general provisions

17 1 Subject to the Articles (and to the terms of any authorisation given pursuant to Article 15), a director shall not by reason of his office be liable to account to the Company for any remuneration, profit or other benefit derived as a result of a Conflict Matter. No transaction or arrangement shall be liable to be avoided on the grounds of a director having an interest or benefit authorised or permitted pursuant to the Articles

17 2 In relation to any Conflict Matter, the general duties that a director owes to the Company under the Act will not be infringed by anything done (or omitted to be done) by the director concerned in accordance with the Articles

17 3 The director may, for as long as he reasonably believes a Conflict Matter subsists

- (a) absent himself from meetings of the directors or from the discussion of any matter at a meeting or in respect of any other proposed decision of the directors, and
 - (b) make such arrangements as he sees fit for relevant board papers and other information not to be sent to him
- 17 4 Where the director obtains (otherwise than as a director or employee of the Company) in relation to a Conflict Matter information in respect of which he owes a duty of confidentiality to another person he shall not be obliged to disclose such information or use it for the benefit of the Company (in circumstances in which he would otherwise be so obliged)
- 17 5 Subject to the Articles, a director may vote at any meeting of the directors (or committee established by the directors) and take part in any other decision of the directors despite the fact that the decision concerns or relates to a matter in which he has, directly or indirectly, an interest or duty which conflicts, or possibly may conflict, with the interests of the Company provided that the director has, as appropriate
 - (a) received an authorisation pursuant to Article 15 (and the terms of the authorisation do not provide otherwise), or
 - (b) made a disclosure in accordance with Article 16

18 **Records of decisions to be kept**

The directors must ensure that the Company keeps a record, in writing, for at least ten years from the date of the decision recorded

- (a) of every unanimous or majority decision in whatever form taken by the directors, and
- (b) in the case of a sole director, of every decision in whatever form that would have been taken by unanimous or majority decision if the Company had more than one director

19 **Directors' discretion to make further rules**

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

Appointment of directors

20 **Methods of appointing directors**

- 20 1 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
 - (a) by ordinary resolution, or
 - (b) by a decision of the directors
- 20 2 In any case where, as a result of death or bankruptcy, the Company has no members and no directors, the Transmitttee(s) of the last member to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a person to be a director For these purposes, where

two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member

21 Termination of director's appointment

A person ceases to be a director as soon as

- (a) that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law,
- (b) a bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) 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 three months,
- (e) 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, or
- (f) notification is received by the Company from the director that the director is resigning from office as director, and such resignation has taken effect in accordance with its terms

22 Directors' remuneration

22 1 Directors may undertake any services for the Company that the directors decide and on such terms and conditions as the directors think fit

22 2 Directors are entitled to such remuneration as the directors determine

- (a) for their services to the Company as directors, and
- (b) for any other service which they undertake for the Company

22 3 Subject to the Articles, a director's remuneration may

- (a) take any form, and
- (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director

22 4 Unless the directors decide otherwise, directors' remuneration accrues from day to day

23 Directors' expenses

The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at

- (a) meetings of directors or committees established by the directors,
- (b) general meetings, or
- (c) 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

PART 3 Shares and distributions

Shares

24 All shares to be fully paid up

24 1 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue.

24 2 This does not apply to shares taken on formation of the Company by the subscribers to the Company's memorandum

Issue of shares

25 Powers to issue different classes of share

25 1 Subject to the Articles, but without prejudice to the rights attached to any existing share, the Company may issue shares with such rights or restrictions as may be determined by ordinary resolution

25 2 The Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares

Interests in shares

26 Company not bound by less than absolute interests

Except as required by law, no person is to be recognised by the Company as holding any share 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 a share other than the holder's absolute ownership of it and all the rights attaching to it

Share certificates

27 Certificates to be issued except in certain cases

27 1 The Company must issue each member, free of charge, with one or more certificates in respect of the shares which that member holds

27 2 Every certificate must specify

- (a) in respect of how many shares, and of what class, it is issued,
- (b) the nominal value of those shares,
- (c) that the shares are fully paid, and
- (d) any distinguishing numbers assigned to them

27 3 No certificate may be issued in respect of shares of more than one class

27 4 If more than one person holds a share, only one certificate may be issued in respect of it

27 5 Certificates must

- (a) have affixed to them the Company's common seal, or
- (b) be otherwise executed in accordance with the Companies Acts

28 Replacement share certificates

28 1 If a certificate issued in respect of a member's shares is

- (a) damaged or defaced, or
- (b) said to be lost, stolen or destroyed,

that member is entitled to be issued with a replacement certificate in respect of the same shares

28 2 A member exercising the right to be issued with such a replacement certificate

- (a) may at the same time exercise the right to be issued with a single certificate or separate certificates,
- (b) must return the certificate which is to be replaced to the Company if it is damaged or defaced, and
- (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide

Transfer and transmission of shares

29 Share transfers

29 1 Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor

29 2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share

29 3 The Company may retain any instrument of transfer which is registered

29 4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it

29 5 The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent

30 Transmission of shares

30 1 If title to a share passes to a Transmitttee, the Company may only recognise the Transmitttee as having any title to that share

30 2 A Transmitttee who produces such evidence of entitlement to shares as the directors may properly require

- (a) may, subject to the Articles, choose either to become the holder of those shares or to have them transferred to another person, and
- (b) subject to the Articles, and pending any transfer of the shares to another person, has the same rights as the holder had

- 30 3 Transmittes do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares

31 Exercise of Transmittes' rights

- 31 1 Transmittes who wish to become the holders of shares to which they have become entitled must notify the Company in writing of that wish
- 31 2 If the Transmittes wishes to have a share transferred to another person, the Transmittes must execute an instrument of transfer in respect of it
- 31 3 Any transfer made or executed under this Article is to be treated as if it were made or executed by the person from whom the Transmittes has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred

32 Transmittes bound by prior notices

If a notice is given to a member in respect of shares and a Transmittes is entitled to those shares, the Transmittes (or other person to whom the shares are transferred pursuant to Article 30 2) is bound by the notice if it was given to the member before the name of the Transmittes (or such other person) has been entered in the register of members

Distributions

33 Procedure for declaring dividends

- 33 1 The Company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends
- 33 2 A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors
- 33 3 No dividend may be declared or paid unless it is in accordance with members' respective rights
- 33 4 Unless the members' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each member's holding of shares on the date of the resolution or decision to declare or pay it
- 33 5 If the Company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear
- 33 6 The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment
- 33 7 If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights

34 Payment of dividends and other distributions

34 1 Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means

- (a) transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide,
- (b) sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide,
- (c) sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide, or
- (d) any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide

35 No interest on distributions

The Company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by

- (a) the terms on which the share was issued, or
- (b) the provisions of another agreement between the holder of that share and the Company

36 Unclaimed distributions

36 1 All dividends or other sums which are

- (a) payable in respect of shares, and
- (b) unclaimed after having been declared or become payable,

may be invested or otherwise made use of by the directors for the benefit of the Company until claimed

36 2 The payment of any such dividend or other sum into a separate account does not make the Company a trustee in respect of it

36 3 If

- (a) 12 years have passed from the date on which a dividend or other sum became due for payment, and
- (b) the distribution recipient has not claimed it,

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the Company

37 Non-cash distributions

37 1 Subject to the terms of issue of the share in question, the Company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-

cash assets of equivalent value (including, without limitation, shares or other securities in any company)

37 2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution

- (a) fixing the value of any assets,
- (b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and
- (c) vesting any assets in trustees

38 **Waiver of distributions**

Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share in whole or in part by giving the Company notice in writing to that effect (executed as a deed, unless the waiver is made for valuable consideration), but if

- (a) the share has more than one holder, or
- (b) more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given, and executed, by all the holders or persons otherwise entitled to the share.

Capitalisation of profits

39 **Authority to capitalise and appropriation of capitalised sums**

39 1 Subject to the Articles, the directors may, if they are so authorised by an ordinary resolution

- (a) decide to capitalise any profits of the Company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the Company's share premium account or capital redemption reserve, and
- (b) appropriate any sum which they so decide to capitalise (**capitalised sum**) to the persons who would have been entitled to it if it were distributed by way of dividend (**persons entitled**) and in the same proportions

39 2 Capitalised sums must be applied

- (a) on behalf of the persons entitled, and
- (b) in the same proportions as a dividend would have been distributed to them

39 3 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct

39 4 A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the Company which are then allotted credited as fully paid to the persons entitled or as they may direct

39 5 Subject to the Articles, the directors may

- (a) apply capitalised sums in accordance with Articles 39 3 and 39 4 partly in one way and partly in another,
- (b) make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this Article (including the issuing of fractional certificates or the making of cash payments), and
- (c) authorise any person to enter into an agreement with the Company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this Article

PART 4 Decision-making by members

Organisation of general meetings

40 Members can call general meeting if no directors

If the Company has no directors then any member may call a general meeting (or instruct the company secretary (if any) to do so) solely for the purpose of appointing one or more directors and any reasonable expenses incurred by a member in calling any such meeting shall be reimbursed by the Company

41 Attendance and speaking at general meetings

41 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

41 2 A person is able to exercise the right to vote at a general meeting when

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) 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

41 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

41 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.

41 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

42 Quorum for general meetings

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum

43 Chairing general meetings

43 1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so

43 2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start

(a) the directors present, or

(b) (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting

43 3 The person chairing a meeting in accordance with this Article is referred to as the **chairman of the meeting**

44 Attendance and speaking by directors and non-members

44 1 Directors may attend and speak at general meetings, whether or not they are members

44 2 The chairman of the meeting may permit other persons who are not

(a) members of the Company, or

(b) otherwise entitled to exercise the rights of members in relation to general meetings,

to attend and speak at a general meeting

45 Adjournment

45 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 chairman of the meeting must adjourn it

45 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman 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

45 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting

45 4 When adjourning a general meeting, the chairman of the meeting must

(a) 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

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting

45 5 It shall not be necessary to give any notice of an adjourned general meeting or of any business to be transacted at an adjourned meeting

- 45 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

46 Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles

47 Errors and disputes

- 47 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.

- 47 2 Any such objection must be referred to the chairman of the meeting whose decision is final

48 Demanding a poll

- 48 1 A poll on a resolution may be demanded

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

- 48 2 A poll may be demanded by

- (a) the chairman of the meeting,
- (b) the directors,
- (c) two or more persons having the right to vote on the resolution, or
- (d) a person or persons representing not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution

- 48 3 A demand for a poll may be withdrawn if

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal

A demand which is withdrawn shall not invalidate the result of a show of hands declared before the demand was made

- 48 4 Polls must be taken at the general meeting at or in respect of which they are demanded and in such manner as the chairman of the meeting directs

- 48 5 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded

49 Content and delivery of proxy notices

- 49 1 Proxies may only validly be appointed by a notice in writing (**proxy notice**) which

- (a) states the name and address of the member appointing the proxy,

- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
- (d) is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the general 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 to which they relate,

and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the proxy notice at any time before the meeting

- 49 2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 49 3 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
- 49 4 Unless a proxy notice indicates otherwise, it must be treated as
 - (a) 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
 - (b) 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

50 **Effect of proxy notice**

- 50 1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) 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
- 50 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
- 50 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
- 50 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

51 **Amendments to resolutions**

- 51 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
 - (a) 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 chairman of the meeting may determine), and

- (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- 51 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if
 - (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- 51 3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, his error does not invalidate the vote on that resolution

PART 5 Miscellaneous provisions

Company communications

52 Means of communication

- 52 1 Subject to the Articles, any document or information sent or supplied by the Company
 - (a) under the Articles or pursuant to the Companies Acts, or
 - (b) pursuant to any other rule or regulation to which the Company may be subject (and if permitted by such rule or regulation),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 the Company (including, without limitation, by making documents or information available on a website)
- 52 2 Subject to the Articles, any document or information sent or supplied to the Company under the Articles or pursuant to the Companies Acts 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 to the Company
- 52 3 References in the Articles to documents or information being sent or supplied by or to the Company include references to documents or information being sent or supplied by or to the directors acting on behalf of the Company

53 Deemed receipt

- 53 1 Any document or information sent or supplied by the Company shall be deemed to have been received by the intended recipient
 - (a) if delivered by hand to an address in the United Kingdom, on the day of delivery to such address (or, if not a working day, on the next working day),
 - (b) if sent by first-class post to an address in the United Kingdom and the Company is able to show that it was properly addressed, prepaid and posted, 24 hours after it was posted,
 - (c) if sent by airmail to an address outside the United Kingdom and the Company is able to show it was properly addressed, pre-paid and despatched, 72 hours after it was despatched,

- (d) if sent or supplied by electronic means and the Company is able to show that it was properly addressed, 12 hours after it was sent, and
- (e) if sent or supplied by means of a website
 - (i) when the material was first made available on the website, or
 - (ii) if later, when the recipient received (or is deemed pursuant to this Article 53 1 to have received) notice of the fact that the material was available on the website

53 2 For the purposes of Article 53 1

- (a) in calculating a period of hours, no account shall be taken of any part of a day that is not a working day,
- (b) a document or information is properly addressed if it is sent or supplied to an address to which the Company may send or supply documents or information in accordance with the Act, and
- (c) the Company shall not be required to investigate or prove actual receipt by an intended recipient of any document or information (including any document or information sent or supplied by electronic means)

53 3 A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called

54 **Communications with certain recipients**

54 1 The Company shall be entitled not to send or supply notices (including any notification required by the Act that a document or information is available on a website) to a member whose registered address is not within the United Kingdom, unless

- (a) the member has provided the Company with a postal address within the United Kingdom at which notices may be sent or supplied to him, or
- (b) the member has provided the Company with an address to which notices may be sent or supplied to him by electronic means and the directors, in their absolute discretion, agree to use electronic means to supply notices to the member

54 2 Subject to the Articles, in the case of joint holders of a share

- (a) the sending or supply of any document or information to any one of the joint holders shall be deemed to be sufficient sending or supply to all the joint holders, and
- (b) where, for the purposes of the company communications provisions of the Act or of the Articles anything is to be agreed or specified by a holder, the agreement or deemed agreement of or specification by any one of the joint holders shall be deemed to be sufficient agreement or specification by all the joint holders

54 3 Subject to the Articles, any notice or other 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

- 54 4 A director may agree with the Company that notices or other 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 the time periods set out in Article 53

Company secretary

55 Secretary

The directors may appoint a person to act as the secretary of the Company for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them (with or without replacement)

Administrative arrangements

56 Company seals

- 56 1 Any common seal may only be used by the authority of the directors
- 56 2 The directors may decide by what means and in what form any common seal is to be used
- 56 3 Unless otherwise decided by the directors, 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
- 56 4 For the purposes of this Article, an authorised person is
- (a) any director of the Company,
 - (b) the company secretary (if any), or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied
- 56 5 The Company may execute deeds and other documents otherwise than under the common seal provided that execution is in accordance with the Companies Acts

57 No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member

Directors' indemnity, funding and insurance

58 Indemnity and funding

- 58 1 Subject to Article 58 2, but without prejudice to any indemnity to which a relevant officer may otherwise be entitled, the directors may exercise the power of the Company to
- (a) indemnify any relevant officer out of the assets of the Company against
 - (i) any liability incurred by that relevant officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Company,

- (ii) any liability incurred by that relevant officer in connection with the activities of the Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act), and
 - (iii) any other liability incurred by that relevant officer as an officer of the Company,
- (b) provide any relevant officer with funds to meet expenditure incurred or to be incurred by such relevant officer
 - (i) in defending any criminal or civil proceedings or in defending himself in an investigation by a regulatory authority or against action proposed to be taken by a regulatory authority in connection with any alleged negligence, default, breach of duty or breach of trust in relation to the Company, or
 - (ii) in connection with any application for relief (within the meaning of section 205(5) of the Act),

or to do anything to enable a relevant officer to avoid incurring such expenditure

58 2 This Article does not authorise any indemnity, provision of funds or other matter which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

59 Insurance

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 loss or liability which has been or may be incurred by a relevant officer in connection with their duties or powers in relation to the Company or any pension fund or employees' share scheme of the Company

60 Objects

The objects for which the Company is established are to

- (i) carry on business as a general commercial company,
- (ii) carry on the business of marketing research and consultancies, and
- (iii) do all such things as are incidental or conducive to the carrying on of any trade or business