



Articles of UK ENUM Consortium Ltd.
Co. No. 05959274
Amended by Special Resolution dated 25 June 2009

Interpretation

1. In these Articles:

- 1.1. the following words have the following meanings, unless the context requires otherwise:

'the Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Company; and

'the seal' means the common seal of the Company;

- 1.2. expressions referring to the following words shall, unless the contrary intention appears, be construed as indicated:

'he', *'his'* to include *'her'*, *'hers'*, *'it'* and *'its'*;

"document" to include, unless otherwise specified, any document sent or supplied in electronic form;

'electronic form' has the meaning given in section 1168 of the Companies Act 2006;

'show of hands' or other voting includes electronic voting systems;

'signature' and *"signing"* to include digital signatures or other forms of authentication;

'books' and *'register'* to include electronic documents and databases; and

'writing' to include 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;

- 1.3. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the meanings given to them in the Acts.

Admission of Members

2. The membership shall be open to all parties interested in the development and use of ENUM and promoting the objects of the Company. The subscribers to the memorandum of association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. Membership shall not be transferable.
3. The board shall, from time to time, set rules governing the membership application process, application fees, membership fees and the Company's code of conduct. Every person who wishes to become a member shall deliver to the Company the required application and fees. The form of the application and the mechanism for acceptance or rejection of applications shall be specified by the board in accordance with procedures set by the board in accordance with Article 60.

Retirement of Members

4. A member shall cease to be such:

- 4.1 if by notice in writing lodged with the Secretary he shall resign his membership;
- 4.2 if an individual, upon death, or if he or she becomes bankrupt or makes any arrangement with his or her creditors generally, or becomes of unsound mind, or is convicted of any indictable offence for which he or she is sentenced to a term of imprisonment;
- 4.3 if an organisation, if it goes into liquidation, winding up, striking off or any process where distinct legal personality ends or the collaboration of partnership breaks up any of any member or makes any arrangement with its creditors generally;
- 4.4 in any case, if any subscription due to the Company remains outstanding for more than one month; or
- 4.5 by means of a unanimous vote of the board of directors acting in the best interests of the Company, where, in the directors' reasonable opinion, the actions or omissions of the member are likely to bring the Company into disrepute, or the member is no longer interested in the development or use of ENUM and promoting the objects of the Company, or other exceptional circumstances justify termination of membership. Termination of membership shall be justified if the member has been involved in, without limitation, fraud and/or non-compliance with the Company's code of conduct.

No member shall be entitled to any refund of subscription on ceasing to be a member.

General Meetings

5. The Company shall hold a general meeting in each year as its Annual General Meeting, in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and the date of the next. The Annual General Meeting shall be held at such time and place as the board shall appoint.
6. The board may call general meetings whenever it thinks fit; and shall do so on a requisition by the members pursuant to the Acts. All members of the board are entitled to attend and speak at general meetings.
7. All Annual General Meetings shall be called by at least 21 clear days' notice and all other general meetings shall be called on 14 days' notice. A meeting of the Company may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote, being a majority together representing not less than ninety per cent of the total voting rights at that meeting of all the members.
8. The notice shall specify the place, the day and the hour of the meeting, and the general nature of the business to be transacted; and shall, in the case of an Annual General Meeting, specify the meeting as such. Notice shall be given to the members, to the board, to the chairs of the committees created under Articles 56 and 57, and to the auditors.
9. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive it shall not invalidate the proceedings at the meeting.
10. For all purposes under these Articles in the case of a member which is a corporation, signing of any proxy notice, resolution, notice or other document by any director or the

secretary of that corporation or any other person who appears to any officer of the Company (acting reasonably and in good faith) to have been duly authorised to sign shall be deemed to be and shall be accepted as signing by that corporation.

Attendance and speaking at General Meetings

- 11.1 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.
- 11.2 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.
- 11.3 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.
- 11.4 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.
- 11.5 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.

Proceedings at General Meetings

- 12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; five members present in person (or by corporate representative or proxy and/or by attendance pursuant to Article 11) shall be a quorum (unless there are fewer than five members, in which case a quorum is formed by at least two members).
- 13. If a quorum is not present within half an hour after the time appointed for the meeting, or at any point in the meeting number of members present (or present by corporate representative, proxy or by attendance under Article 11) falls below the number required for a quorum, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the board may determine.
- 14. The Chair of the board shall preside as Chairman at every general meeting of the Company. If there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the board present shall elect one of their number to be Chairman of the meeting.
- 15. If at any meeting no member of the board is willing to act as Chairman, or if no member of the board is present within fifteen minutes after the time appointed for the holding of the meeting, the members present shall choose one of their number to be Chairman of the meeting.
- 16. The chairs of the committees created under Articles 56 and 57 are permitted to attend and speak at general meetings, the Chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.
- 17. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to

place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more after it was adjourned, the Company must give at least 7 clear days' of it (that is excluding the day of the adjourned meeting and the day on which notice is given) to the same persons to whom notice of the Company's general meetings is required to be given and containing the same information which such notice is required to contain. Otherwise, it shall not be necessary to give any notice of an adjournment, or of the business to be transacted at an adjourned meeting. 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.

18. A resolution proposed at any general meeting shall be approved if at least two-thirds of the votes cast at the meeting are in favour of the resolution, except where the Acts or these Articles prescribe a different majority.
19. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands (in which case, every member present in person shall have one vote) unless a poll is demanded (before or on the declaration of the result of the show of hands). Subject to the Acts, a poll may be demanded:
 - 19.1 by the Chairman; or
 - 19.2 by at least two members present in person or by proxy; or
 - 19.3 by any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - 19.4 the directors.
20. 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 is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chairman of the meeting whose decision is final.
21. Unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or lost on a show of hands, whether unanimously or by a particular majority, and an entry to that effect in the book containing the minutes of proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
22. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll is made.
23. Except as provided in Article 24, if a poll is demanded it shall be taken in such manner as the Chairman directs; and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
24. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Votes of Members

25. Initially members shall have one vote each. The board will establish the poll voting rights of members under Article 60.

26. A member who is an individual may appoint a proxy to attend general meetings in his or her place. A member who is a corporate body must appoint a proxy to attend a general meeting on its behalf.

27. Content of proxy notices

27.1 Proxies may only validly be appointed by a notice in writing (a "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 at least 48 hours before the start of the meeting or adjourned meeting to which it relates and in accordance with any instructions contained in the notice of the general meeting to which they relate.

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

27.3 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.

27.4 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,
- (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; and
- (c) conferring authority to demand or join in demanding a poll.

28. Delivery of proxy notices

28.1 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 in behalf of that person.

28.2 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 to whom or on whose behalf the proxy notice was given.

28.3 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.

- 28.4 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 appointer's behalf.

Board

29. Subject to Articles 30 to 37 (inclusive), the board (which may also be called the 'Executive Committee') shall consist of at least 4 and up to a maximum of 8 directors, including:
- 29.1. a Chair ('Chair');
 - 29.2. (if a Tier 1 registry has been selected) a representative from the Tier 1 Registry ('T1 Director');
 - 29.3. up to [4] elected directors ('Elected Directors'), who may be appointed to represent specific constituencies, namely registrars, authentication providers, registrants; and communications service providers; and
 - 29.4 up to [2] executive directors ("Executive Directors") appointed by the board who shall perform such roles as the board may determine.
30. If appointed, the Chair(s) of the committee(s) created under Articles 56 and 57 are entitled to attend and speak at meetings of the board, but may not vote. They have the same rights to attend meetings and be informed of board meetings as the full members of the board. They do not count towards the quorum.

Appointment of Board

31. The subscribers to the memorandum may appoint the first directors ('Initial Directors'). Within 12 months of their appointment half of the Initial Directors shall retire from office, and within 24 months of their appointment the remaining Initial Directors shall retire from office. Initial Directors are free to subsequently stand for appointment as an Elected Director.
32. The board shall appoint the Chair for a period and on a remuneration (if any) determined by the board, but in any event not exceeding two years. At the end of the current appointment, the Chair may be reappointed, again, for no more than two years up to a maximum of three consecutive two year terms. A person may be re-appointed as Chair even though he or she has in the past served a maximum of three consecutive terms provided that there has been an intervening period of at least two clear years before the subsequent term of appointment. Notwithstanding the foregoing, the directors may terminate the Chair's appointment at any time.
33. The T1 Director is appointed by the Tier 1 registry by notice to the Secretary.
34. The Company will select the Elected Directors in a separate election process as determined by the directors from time to time, but subject always to Article []. The term of services shall be 2 years. At the end of their term of service, such Elected Directors must retire and such Elected Directors shall be eligible for re-appointment (if eligible and willing to continue to act). Initially there shall be no limit to the number of elected terms that an Elected Director may be on the board but the board may impose such a limit at its discretion.
35. Subject to the provisions of the Acts, the directors may appoint one or more persons to the office of managing director or to any executive office ("Executive Director") and the

directors may enter into an agreement or arrangement with any director for his or her employment by the Company or for the provision by him or her of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made on such terms as the directors see fit and they may remunerate him or her in accordance with Article 51. Any appointment of a director to an executive office shall terminate unless the terms of his or her appointment provides otherwise if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and the Company.

36. Subject to the provisions of the Acts, the Elected Directors or Initial Directors to retire by rotation, or within the deadlines imposed by Articles 31 and 34, shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
37. The board may appoint a person who is willing to act to be a member of the board, either to fill a vacancy or as an additional member of the board up to the maximum number of directors under Article 29. A member of the board so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the members of the board who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he or she shall vacate office at the end of the meeting.

Retirement

38. A member of the board shall cease to be such:
 - 38.1. he or she ceases to be a director by virtue of any provision of the Acts or he or she becomes prohibited by law from being a director;
 - 38.2. if by notice in writing lodged with the Secretary he or she resigns his or her membership of the board;
 - 38.3. upon death, or if he or she becomes bankrupt or makes any arrangement with his or her creditors generally, or becomes of unsound mind, or is convicted of an indictable offence for which he or she is sentenced to a term of imprisonment;
 - 38.4. (in the case of the Chair) if the rest of the board vote to dismiss him or her from office;
 - 38.5. (in the case of an Elected Director), by retirement under Article 36 or;
 - 38.6. (in the case of the T1 Director) on receipt by the Secretary of a notice from the Tier 1 registry withdrawing the T1 Director as a director or appointing an alternative T1 Director;
 - 38.7. if he or she is removed by a simple majority of the members, following the procedure laid down in section 168 of the Companies Act 2006;
 - 38.8. if he or she is absent from the Company without authorisation; or
 - 38.8 (in the case of an Executive Director) if his or her employment with the Company is terminated by either party for any reason whatsoever.

Directors powers and responsibilities

39. The board shall have control over all the affairs and property of the Company, and may exercise all such powers of the Company as it thinks fit, except as otherwise provided by the Memorandum of Association of the Company and these Articles. In the exercise of its powers, the board will have regard to any regulations made by the members (such regulations not to invalidate any prior acts of the board which would have been valid if the regulations had not been made).
40. The members of the board may convene and regulate their meetings as they think fit. Each director shall have one vote. Questions arising at any meeting shall be decided by a majority of votes. Directors may also take decisions in accordance with the Article 41. An Executive Director shall not vote on a resolution to determine the level of his or her remuneration.

Unanimous Decisions

- 41.1 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.
- 41.2 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.
- 41.3 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.
- 41.4 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.

Chairman

42. Subject to Articles 38 (Retirement), 46 (Chair not present) and 48 (Conflicts of Interest), the Chair shall preside at every meeting of the board; and save (i) where the Chair is also the T1 Director; or (ii) where (whether or not the Chair is also the T1 Director) there is an uneven number of directors present at the board meeting in the case of an equality of votes the Chair shall be entitled to a second or casting vote.

Summoning Board Meetings

43. A member of the board may, and the Secretary at the request of a member of the board shall, at any time summon a meeting of the board.

Attendance and Participation at Meeting

- 44.1 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 a particular item of the business of the meeting.
- 44.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

- 44.3 If all 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 and records of decisions to be kept

45. The quorum necessary for the transaction of the business of the board shall be two-thirds of the total number of appointed directors at the time of the meeting rounded up to the nearest whole number. The board shall cause minutes to be made in books (or electronic records) provided for the purpose of all resolutions and proceedings at all meetings of the board. 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.
46. If at any meeting of the board the Chair is not present within fifteen minutes after the time appointed for the start of the meeting, the members present may choose one of their number to be chair of the meeting.

Board Delegation

47. The board may delegate any of its powers to such persons or to committees consisting of such of its members as it thinks fit: in the exercise of the delegated powers, any persons so appointed or committee so formed shall conform to any regulations which may be imposed on it by the board. Any committee so formed shall have the power (unless the directors direct otherwise) to co-opt as a member or as members of the committee for any specific purpose any person or persons not being a director or directors of the Company. The directors may revoke any delegation in whole or in part or alter its terms and conditions as they see fit.

Conflicts of Interest

- 48.1 The directors may, in accordance with the requirements set out in this Article, authorise any matter proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest ("Conflict").
- 48.2 Any authorisation under this Article will be effective only if:
- (a) the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;
 - (b) any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question; and
 - (c) the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.
- 48.3 Any authorisation of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently):
- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
 - (b) be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine;
 - (c) be terminated or varied by the directors at any time.

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.

48.4 In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the company and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to:

- (a) disclose such information to the directors or to any director or other officer or employee of the Company;
- (b) use or apply such information in performing his duties as a director where to do so would amount to a breach of that confidence.

48.5 Where the directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the director:

- (a) is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict;
- (b) is not given any documents or other information relating to the Conflict;
- (c) may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict.

48.6 Where the directors authorise a Conflict:

- (a) the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict;
- (b) the director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation.

48.7 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

Directors declaration of interest

49.1 A director who is in any way whether directly or indirectly interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other directors before the Company enters into the transaction or arrangement in accordance with the Companies Acts.

49.2 A director who is in any way whether directly or indirectly interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other directors as soon as reasonably practicable in accordance

with the Companies Acts, unless the transaction has already been declared under Article 49.1.

49.3 Subject, where applicable, to the disclosures required under Articles 49.1 and 49.2, and to any terms and conditions imposed by the directors under Article 48, a director shall be entitled to vote in respect of, any proposed or existing transaction or arrangement with the Company in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present.

49.4 A director need not declare an interest under Article 49.1 and 49.2 as the case may be:

- (a) if it cannot be reasonably be regarded as likely to give rise to a conflict of interest;
- (b) of which the director is not aware, although for this purpose a director is treated as being aware of matters of which he ought reasonably to be aware;
- (c) if, or to the extent that, the other directors are already aware of it, and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware; or
- (d) if, or to the extent that, it concerns the terms of his service contract that have been, or are to be, considered at a board meeting.

Directors' expenses

50. The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at meetings of directors or committees of directors or general meetings.

Directors remuneration

51.1 Directors may undertake any services for the Company that the directors decide.

51.2 Directors are entitled to such remuneration as the directors determine –

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

51.3 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.

51.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.

51.5 Unless the directors decide otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers of employees of the company's subsidiaries or of any other body corporate in which the Company is interested.

Secretary

52. The Company shall have a Secretary who shall be appointed by the board for such term, at such remuneration and upon such conditions as the board thinks fit. If the office is vacant or for any other reason there is no Secretary capable of acting, anything required

or authorised to be done by or to the Secretary may be done by any officer of the Company authorised generally, or specially for that purpose, by the board.

Seal

53. The seal shall be used only by the authority of the directors. The directors may decide by what means and in what form any common seal is to be used. Unless otherwise decided by the directors, if the Company has a common seal and it is to be 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. For the purposes of this Article, an authorized person is (a) any director of the Company; the Secretary; or any person authorised by the directors for the purposes of signing documents to which the common seal is to be applied.

No right to inspect accounts or other records

54. 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.

Notices, Meetings and Resolutions

55. This Article shall apply to meetings and resolutions of the board and the members, and to notices given to members of those bodies; and "member" shall be construed accordingly:
- 55.1 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 Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 55.2 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.
- 55.3 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.

Policy Advisory Committee and Scrutiny Committee

56. The board may establish, and set rules for, a policy advisory committee separate to the board. This policy advisory committee has an advisory role only and the board is not required to comply with its recommendations, but the policy advisory committee shall initially seek to identify, formulate and oversee policies that will facilitate an open, transparent, efficient and effective ENUM implementation within the UK. The board shall set the rules for the appointment, constitution, proceedings, dissolution and powers of such a body as they see fit. The board will consult not less than once a year.
57. The board may establish, and set rules for, a policy scrutiny committee which shall have an advisory role only. It shall have the initial purpose of seeing that decisions taken by the policy advisory committee are fair, equitable, transparent and facilitate the effective and efficient roll-out of ENUM and comply with the relevant legal framework. The board shall set the rules for the appointment, constitution, proceedings, dissolution and powers of such a body as they see fit.

58. The committees created as a result of Articles 56 and 57 may not initially be subcommittees of the same committee, but may become so at a later date at the discretion of the Board.
59. The board will hold an annual open public meeting in order that it may more closely listen to the views of the general public, customers and other stakeholders. The timing, location and other arrangements for this meeting will be determined by the board. At least 21 clear days notice of the meeting shall be provided.

Rules

60. The board will, after consultation with members, establish rules for any purpose required from time to time (the "Rules") for the effective operation of the Company or the furtherance of the objects contained in the Company's memorandum of association, including, but not limited to the following:
 - 60.1 rules for the committees created as a result of Articles 47 and Articles 56 and 57;
 - 60.2 the matters relating to applications to join the Company;
 - 60.3 the matters relating to subscription levels and poll voting rights;
 - 60.4 the matters relating to the appointment process for Elected Directors;
 - 60.5 codes of conduct and good business for members; and
 - 60.6 allocation and usage rules for UK ENUM registrations.

Indemnities and Insurance

61. Subject to, and to the extent not avoided by, the provisions of the Acts but without prejudice to any indemnity to which he may otherwise be entitled: every director, secretary or other officer of the Company and former directors, secretaries and other officers of the company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities sustained or incurred by him or her in the actual or purported execution of his duties as a director, secretary or other officer of the Company or in the exercise or purported exercise of his powers and / or discharge of his or her duties or otherwise in connection with his office, whether or not such liability attaches to him in connection with the defence of 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 disposed of without any findings 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 relief from liability for any negligence, default, breach of duty or breach of trust in relation to the Company.
62. The board shall have power to purchase and maintain for any director, secretary or other officer or former director, secretary or officer of the Company or of an associated company (as defined in section 256 of the Companies Act 2006) of the Company insurance against any such liability as is referred to in section 232 of the Companies Act 2006.

We, the persons whose names are written below, wish to be formed into a Company under these Articles of Association:

Names of subscribers