

Company number 06265962

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

WHMCS Limited (Company)

SATURDAY



A12 *A2FFK34P* 24/08/2013 #308
COMPANIES HOUSE

13 July 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolutions 1 and 2 below are passed as special resolutions (**Special Resolution**).

SPECIAL RESOLUTION 1

1 THAT the draft regulations attached to these **written resolutions** be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

SPECIAL RESOLUTION 2

2 THAT each of the:

- 510 ordinary shares of £0.01 each in the capital of the company issued to Matthew Pugh be re-designated into 510 "A" Ordinary Shares of £0.01 each in the capital of the company; and
- 490 ordinary shares of £0.01 each in the capital of the company issued to BillCP L L C be re-designated into "B" Ordinary Shares of £0.01 each in the capital of the company,

each share having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1 above

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions.

The undersigned, being persons entitled to vote on the above resolutions on 13 July 2012, hereby irrevocably agree to the Special Resolution and Ordinary Resolution

Signed by Matthew Pugh

...  ...

Date:

13 July 2012

Signed by Linda Pugh
BHP LLO

Linda Pugh

Date

13 July 2012

NOTES

1 You can choose to agree to both the Special Resolution and Ordinary Resolution or neither of them but you cannot agree to only one of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to Matthew Pugh at WHMCS Limited, 4 Broadway Avenue, Giffard Park, Milton Keynes MK14 5QF
- **Post:** returning the signed copy by post to Matthew Pugh at WHMCS Limited, 4 Broadway Avenue, Giffard Park, Milton Keynes MK14 5QF
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to matt@whmcs.com. Please enter "Written resolution" in the e-mail subject box

If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply.

2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

3 Unless, by [10] August 2012 sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during [10] August 2012.

4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

No. 6265962

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
WHMCS LIMITED

(Adopted by Special Resolution passed on 13 July 2012)

1. ADOPTION OF MODEL ARTICLES

- 1 1 In these Articles "**Model Articles**" means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles
- 1 2 The articles contained in the Model Articles shall, except where they are excluded or modified by these Articles, apply to the Company and, together with these Articles, shall constitute the articles of association of the Company
- 1 3 Articles 7, 8, 9(1), 11(2) and (3), 13, 14(1) to (4), 27(3), 52 and 53 of the Model Articles shall not apply to the Company
- 1 4 No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the Company

2. INTERPRETATION

- 2 1 Save as otherwise specifically provided in these articles of association, words and expressions which have particular meanings in the Model Articles shall bear the same meanings in these articles of association

- 2 2 In these articles of association -

"**2006 Act**" means the Companies Act 2006,

"**address**" in relation to electronic communications includes any number or address used for the purposes of such communications,

"**Articles**" means the articles of association of the Company,

"**Available Profit**" means profits available for distribution as shown by the accounts of the Company from time to time for the relevant period in accordance with the 2006 Act, and

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

- 2 3 References in these Articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form including by way of electronic communications where specifically provided in a particular Article or where permitted by the directors in their absolute discretion
- 2 4 Unless the context otherwise requires, words importing the singular shall include the plural and vice versa and words importing any gender shall include all other genders Words denoting persons shall include bodies corporate and unincorporated associations
- 2 5 If, and for so long as, the Company has only one member, these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to such a company
- 2 6 Headings are for convenience only and shall not affect the construction of these Articles

DIRECTORS

3. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 3 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 4
- 3 2 If the Company only has one director for the time being, and no provision of the Articles requires it to have more than one director, the general rule does not apply, and the director may (for so long as he remains the sole director) take decisions without regard to any of the provisions of the Articles relating to directors' decision-making

4. UNANIMOUS DECISIONS

- 4 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
- 4 2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing A resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity
- 4 3 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

5. CALLING A DIRECTORS' MEETING

Any director may call a directors' meeting by giving not less than five business days' notice of the meeting (or such lesser notice as all the directors may agree)

to the directors or by authorising the company secretary (if any) to give such notice

6. QUORUM FOR DIRECTORS' MEETINGS

6 1 The quorum necessary for the transaction of the business of the directors may be fixed by the directors and, unless and until so fixed, shall be one or if an Investor Director has been appointed in accordance with Article 12, two, one of whom must be an Investor Director

6 2 A person who holds office only as an alternate director shall, if he but not his appointor is present, be counted in the quorum

6 3 For the purposes of any meeting (or part of a meeting) held pursuant to Article 9 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one eligible director

6 4 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision -

6 4 1 to appoint further directors, or

6 4 2 to call a general meeting so as to enable the shareholders to appoint further directors

7. CASTING VOTE

In the case of an equality of votes the chairman of a meeting of the directors shall not have a casting vote

8. DIRECTORS MAY VOTE WHEN INTERESTED

A director who to his knowledge is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company shall declare the nature and extent of his interest at a meeting of the directors in accordance with the requirements of sections 177 and 182 of the 2006 Act, as applicable. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any existing or proposed transaction or arrangement 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

9. DIRECTORS' CONFLICTS OF INTEREST

9 1 The directors may, in accordance with the requirements set out in this Article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director (an "**Interested Director**") breaching his duty under section 175 of the 2006 Act to avoid conflicts of interest (a "**Conflict**")

9 2 Any authorisation under this Article 9 will be effective only if -

9 2 1 to the extent permitted by the 2006 Act, the matter in question has been proposed by any director for consideration 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,

- 9 2 2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director, and
- 9 2 3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted
- 9 3 Any authorisation of a Conflict under this Article 9 may (whether at the time of giving the authorisation or subsequently) -
 - 9 3 1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised,
 - 9 3 2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict,
 - 9 3 3 provide that the Interested Director shall or shall not be an eligible director in respect of any future decision of the directors in relation to any resolution related to the Conflict;
 - 9 3 4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit,
 - 9 3 5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence, and
 - 9 3 6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters
- 9 4 Where the directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict
- 9 5 The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation, in accordance with the terms of such authorisation
- 9 6 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

APPOINTMENT OF DIRECTORS

10. NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than one

11. METHODS OF APPOINTING DIRECTORS

In any case where, as a result of death or bankruptcy, the Company has no shareholders and no directors, the transmittee(s) of the last shareholder 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 natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director. Article 17(2) of the Model Articles shall be modified accordingly

12. APPOINTMENT AND REMOVAL OF INVESTOR DIRECTOR

12 1 Any member holding, or any members holding in aggregate, "B" Ordinary Shares representing 20% or more in nominal value of such of the issued share capital of the Company at the relevant time as carries the right of attending and voting at general meetings of the Company (the "**Investor**") shall have the right to appoint one natural person as he may from time to time direct to be director of the Company (and as a member of each and any committee of the board of directors) (any such director so appointed being referred to as "**Investor Director**") and may remove and replace such Investor Director from time to time

12 2 Any appointment or removal of an Investor Director pursuant to this Article 12 shall be in writing and signed by or on behalf of the Investor and served on the Company at the office, marked for the attention of the Company Secretary, if any, or delivered at a duly constituted meeting of the directors. Any such appointment or removal shall take effect at the time of such service or delivery or at such later time as may be specified in such notice. In this Article references to "**In writing**" include the use of electronic communications to an address for the time being notified for that purpose by the Company to the person or persons giving the notice

12 3 The right to appoint and to remove an Investor Director under this Article shall be a class right attaching to the "B" Ordinary Shares

12 4 No Investor Director shall be appointed or removed otherwise than pursuant to these Articles, save as provided by law

13. APPOINTMENT OF DIRECTORS BY MAJORITY SHAREHOLDERS

Without prejudice to Article 12, any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital of the Company at the relevant time as carries the right of attending and voting at general meetings of the Company may by memorandum in writing signed by or on behalf of him or them (and so that in the case of a body corporate the signature of any officer or other duly appointed representative shall suffice) and delivered to the office or tendered at a meeting of the directors or at a general meeting of the Company at any time and from time to time appoint any person to be a director (whether to fill a vacancy or as an additional director). In this Article

references to "in writing" include the use of electronic communications to an address for the time being notified for that purpose by the Company to the person or persons giving the notice

14. APPOINTMENT OF DIRECTORS BY COMPANY AND BOARD

Without prejudice to the powers conferred by any other Article, each of them, the directors and the Company in general meeting, may at any time and from time to time appoint any person who is willing to act as a director, either to fill a vacancy or as an additional director

15. REMOVAL OF DIRECTORS

The office of a director shall be vacated not only upon the happening of any of the events mentioned in article 18 of the Model Articles but also if he is removed from office pursuant to Articles 12 and 13 Article 18 of the Model Articles shall be modified accordingly

16. DIRECTORS' GRATUITIES AND PENSIONS

The directors may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such body corporate or the relations, connections or dependants of any such director or former director and may contribute to any fund and pay any premiums for the purchase or provision of any such benefit No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company Article 19 of the Model Articles shall be modified accordingly

17. ALTERNATE DIRECTORS

17 1 Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him

17 2 Article 20 of the Model Articles shall apply to alternate directors *pari passu*

17 3 The appointment of an alternate director terminates if the director by whom he has been appointed ceases to be a director or revokes the appointment by notice to the Company in writing specifying when it is to terminate, or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office

18. SECRETARY

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

SHARES AND DISTRIBUTIONS

19. SHARE CAPITAL

19 1 The Company's share capital at the date of the adoption of these Articles is £10 00 (ten pounds) divided into 510 "A" Ordinary Shares of £0 01 each ("A" Ordinary Shares") and 490 "B" Ordinary Shares of £0 01 each ("B" Ordinary Shares")

19 2 Except as otherwise provided in these Articles, the "A" Ordinary Shares and the "B" Ordinary Shares (together the "Ordinary Shares") shall rank pari passu in all respects with each other but shall constitute separate classes of shares

19 3 Voting

Save as set out in Article 12, the "A" Ordinary Shares and the "B" Ordinary Shares shall each carry one vote per share

19 4 Dividend rights

Subject to the Company having Available Profits, the Available Profits of the Company shall be distributed, after retaining such amount, if any, as shall be considered reasonably necessary by the directors to provide the working capital to finance the continuing operation and internal growth of the business of the Company consistent with the normal commercial requirements of businesses similar to those carried on by the Company, as determined by the directors

A dividend may be declared in respect of the "A" Ordinary Shares or the "B" Ordinary Shares or both classes of Ordinary Shares. If a dividend is declared in respect of both classes of Ordinary Shares, such dividend need not be the same in respect of each such class of Ordinary Share

Subject to the Act and to these Articles, the board of directors may pay interim dividends if the Available Profits for the relevant period justify such payment

19 5 Return of capital

On a return of assets on liquidation or capital reduction or on any other capital event, the proceeds or (as applicable) the assets of the Company remaining after the payment of its liabilities shall be allocated among the holders of the "A" Ordinary Shares and the "B" Ordinary Shares pro-rata to their respective holdings as if they were one class of shares

19.6 On the transfer of any share as permitted by these Articles -

19 6 1 a share transferred to a non-member shall remain of the same class as before the transfer, and

19 6 2 a share transferred to a member shall automatically be redesignated on transfer as a share of the same class as the shares already held by the member,

and so that if no shares of a particular class remain in issue following a redesignation under this paragraph, these Articles shall be read as if they did not include any reference to that class or to any consents from, or attendance at any meeting or votes to be cast by, members or directors appointed by that class

- 19 7 Each of the following shall be deemed to constitute a variation of the rights attached to each class of shares -
- 19 7 1 any alteration in the Articles,
- 19.7.2 any reduction, subdivision, consolidation, redenomination, purchase or redemption by the Company of its own shares or other alteration in the share capital of the Company or any of the rights attaching to any share capital, and,
- 19 7 3 any resolution to put the Company into liquidation

20. UNISSUED SHARES

Subject to the provisions of the 2006 Act and to these Articles, any unissued equity securities shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as they may determine

21. TRANSFER AND TRANSMISSION OF SHARES

- 21 1 No share shall be transferred, and the directors shall refuse to register a transfer of any share, unless it is made in accordance with these Articles. Subject to Article 21 2, the directors shall register any duly stamped transfer made in accordance with these Articles, unless they suspect that the proposed transfer may be fraudulent. Article 26(5) of the Model Articles shall be modified accordingly
- 21 2 The directors may, as a condition to the registration of any transfer of shares in the Company require the transferee to execute and deliver to the Company a deed agreeing to be bound by the terms of any shareholders' agreement (or similar document) in force between the shareholders in such form as the directors may reasonably require (but not so as to oblige the transferee to have any obligations or liabilities greater than those of the proposed transferor under any such agreement or other document). If any such condition is imposed in accordance with this Article 21 1, the transfer may not be registered unless that deed has been executed and delivered to the Company's registered office by the transferee
- 21 3 Subject to article 10 of the Model Articles, transmitters 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

DECISION-MAKING BY SHAREHOLDERS

22. PROCEEDINGS AT GENERAL MEETINGS

- 22 1 Where the Company has given an electronic address in any notice of a general meeting, any document or information relating to proceedings at the meeting may be sent by electronic means to that address, subject to any conditions or limitations specified in the relevant notice of meeting
- 22 2 For all purposes of these Articles apart from when the Company has only one member, a general meeting of the Company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a duly

authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present. If, and for so long as, the Company has only one member, one qualifying person (as defined in section 318 of the 2006 Act) present at a meeting is a quorum.

23. POLL VOTES

23 1 At a general meeting a poll may be demanded by any qualifying person (as defined in section 318 of the 2006 Act) present and having the right to vote at the meeting. Article 44(2) of the Model Articles shall be modified accordingly.

23 2 A demand withdrawn in accordance with article 44(3) of the Model Articles shall not invalidate the result of a show of hands declared before the demand was made.

24. RECEIPT OF PROXIES

The appointment of a proxy must -

24 1 in the case of an appointment which is not contained in an electronic communication, be received at the Company's registered office (or at such other place or by such person as may be specified or agreed by the directors) before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote together with (if required by the directors) any authority under which it is made or a copy of the authority, certified notarially or in some other manner approved by the directors,

24 2 in the case of an appointment contained in an electronic communication, where an address has been specified or agreed by the directors for the purpose of receiving electronic communications, be received at such address before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. Any authority pursuant to which an appointment contained in an electronic communication is made or a copy of the authority, certified notarially or in some other manner approved by the directors, must, if required by the directors, be received at the office (or at such other place or by such person as may be specified or agreed by the directors) before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or

24 3 in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, be received as aforesaid before the time appointed for the taking of the poll,

and an appointment of a proxy which is not received in a manner so permitted shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting. Article 45 of the Model Articles shall be modified accordingly.

ADMINISTRATIVE ARRANGEMENTS

25. NOTICES

25 1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient -

- 25 1 1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours from the date of posting,
- 25 1 2 if properly addressed and sent by airmail, five business days from the date of posting,
- 25 1 3 if properly addressed and delivered by hand, when it was given or left at the appropriate address,
- 25 1 4 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied, and
- 25.1 5 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website
- 25 1 6 In calculating a period of time for the purposes of delivery, no account shall be taken of any part of a day that is not a working day
- 25 1 7 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the 2006 Act

Article 48 of the Model Articles shall be modified accordingly

DIRECTORS' INDEMNITY AND INSURANCE

26. INDEMNITY

26 1 Subject to Article 26 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled -

26 1 1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer.-

(a) in the actual or purported execution and/or discharge of his duties, or in relation to them, and

(b) in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs, and

26 1 2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or

application referred to in Article 26 1 1(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure

26 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law

26 3 In this Article -

26 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

26 3 2 a "**relevant officer**" means any director or other officer or former director or other officer] of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the 2006 Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor)

27. **INSURANCE**

27 1 To the extent permitted by the 2006 Act, the directors may exercise all the powers of the Company to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

27 2 In this Article -

27 2 1 a "**relevant officer**" means any director, alternate director, secretary or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the 2006 Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor),

27 2 2 a "**relevant loss**" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and

27 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate