

Company Number 6506091

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

RECOGNISING EXCELLENCE LIMITED

("the Company")

14 July 2010

Under to Chapter 2 of Part 13 of the Companies Act 2006, on 14 July 2010 the members of the Company passed the following resolution as a special resolution ("**the Resolution**")

SPECIAL RESOLUTION

THAT the Articles of Association be altered by deleting the whole of the existing Articles of Association of the Company and substituting in lieu of them new Articles of Association as set out in a print annexed to this Resolution and for the purposes of identification marked "A"



Director

FRIDAY



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30/07/2010
COMPANIES HOUSE

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THE COMPANIES ACTS 1985 AND 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
RECOGNISING EXCELLENCE LIMITED
(ADOPTED ON 14 JULY 2010)

INTERPRETATION

1 In these regulations

"the Act"

means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force

"the articles"

means the articles of the company

"clear days"

in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

"communication"

means the same as in the Electronic Communications Act 2000.

"electronic communication"

means the same as in the Electronic Communications Act 2000

"executed"

includes any mode of execution

"office"

means the registered office of the company

"secretary"

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

"the United Kingdom"

means Great Britain and Northern Ireland

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company

MEMBERS

- 2 The subscribers to the memorandum of association of the company and such other individuals as are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the company unless he is approved by the existing members. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the existing members require executed by him.
- 3 A member may at any time withdraw from membership of the company by giving at least seven (7) clear days' notice to the company. Membership shall not be transferable and shall cease on death.

GENERAL MEETINGS

- 4 The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting.

NOTICE OF GENERAL MEETINGS

- 5 General meetings shall be called by at least fourteen (14) clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority number of the members having a right to attend being a majority together holding not less than ninety per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

Subject to the provisions of the articles, the notice shall be given to all the members and to the directors and auditors.

- 6 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 notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETING

- 7 No business shall be transacted at any meeting unless a quorum is present. One person is entitled to vote upon the business to be transacted, being a member or a proxy for a member shall be a quorum.
- 8 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.
- 9 The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman.
- 10 The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken.

place When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted Otherwise it shall not be necessary to give any such notice

- 11 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded Subject to the provisions of the Act, a poll may be demanded
 - 11 1 by the chairman, or
 - 11 2 by at least one member having the right to vote at the meeting, or
 - 11 3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting,and a demand by a person as proxy for a member shall be the same as a demand by the member
- 12 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting 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
- 13 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made
- 14 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 15 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty (30) days after the poll is demanded The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made
- 16 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded In any other case at least seven (7) clear days' notice shall be given specifying the time and place at which the poll is to be taken

VOTES OF MEMBERS

- 17 On a show of hands every member present in person shall have one vote On a poll every member present in person or by proxy shall have one vote
- 18 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote
- 19 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not

disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

- 20 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in such form as the directors may specify.
- 21 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notanally or in some other way approved by the directors shall be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 22 A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF DIRECTORS

- 23 Unless otherwise determined by ordinary resolution, the number of directors shall not be more than nine.

POWER OF DIRECTORS

- 24 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution and Article 37, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles (apart from Article 37) and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- 25 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

- 26 The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 27 The members may by ordinary resolution appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed the number fixed by the articles as the maximum number of directors.

- 28 At every annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office, but, if there is only one director who is subject to retirement by rotation, he shall retire
- 29 Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- 30 A director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 31 The office of a director shall be vacated if
- 31 1 he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or
- 31 2 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- 31 3 he is, or may be, suffering from mental disorder and either
- 31 4 he is admitted to hospital in pursuance of an application for treatment under the Mental Health Act 1983, or
- 31 5 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
- 31 6 he resigns his office by notice to the company, or
- 31 7 he shall for more than six (6) consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated, or
- 31 8 when he was appointed, he was employed by a member (or a company within the group of companies of which the member of the company is part) and he subsequently ceases to be so employed (such vacation to take effect from the end of such employment)

REMUNERATION OF DIRECTORS

- 32 The directors shall be entitled to such remuneration as the company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day

DIRECTORS' EXPENSES

- 33 The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings of the company or otherwise in connection with the discharge of their duties

DIRECTORS' APPOINTMENTS AND INTERESTS

- 34 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office

- 34 1 may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested,
- 34 2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested, and
- 34 3 shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit
- 35 For the purposes of regulation 39
- 35 1 a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified, and
- 35 2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

DIRECTORS' GRATUITIES AND PENSIONS

- 36 The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit

PROCEEDINGS OF DIRECTORS

- 37 Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote. The quorum for the transaction of the business of the directors shall be any two directors who are employed by a member of the company (or a company within the group of companies of which the member of the company is part). The directors shall not adopt or implement any budget or business plan without the prior written approval of the members or sole member.
- 38 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting.
- 39 The member(s) may appoint one of the directors to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the members may appoint another director to be chairman of the meeting.

- 40 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote
- 41 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors
- 42 A director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him
- 43 Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting

SECRETARY

- 44 Subject to the provisions of the Act, the secretary shall be appointed by the directors 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

MINUTES

- 45 The directors shall cause minutes to be made in books kept for the purpose
- 45 1 of all appointments of officers made by the directors, and
- 45 2 of all proceedings at meetings of the company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting

NOTICES

- 46 Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the Directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice

In this regulation and that the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications

- 47 The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the member. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company

In this regulation, "address", in relation to electronic communication, includes any number or address used for the purposes of such communications

- 48 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, where requisite, of the purposes for which it was called
- 49 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent

INDEMNITY

- 50 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company

NAME OF COMPANY

- 51 The name of the Company is RECOGNISING EXCELLENCE LIMITED

REGISTERED OFFICE

- 52 The registered office of the Company will be situate in England

LIMITATION OF LIABILITY

- 53 The liability of the members is limited

LIABILITY OF MEMBERS

- 54 Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he or it is a member or within one year after he or it ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or it ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding £1