

Company No: 06746770

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25/01/2017

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COMPANIES HOUSE

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**

**OF**

**COSTELLO MEDICAL CONSULTING LIMITED**

**1 PRELIMINARY**

- a) The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 as amended by the Companies Act 1985 (Electronic Communications) Order 2000 and by the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 ("Table A") shall apply to the Company, except in so far as they are excluded or varied by these Articles.
- b) Words or expressions defined in Regulation 1 of Table A shall have the same meanings in these Articles.
- c) Any notice or other instrument which is required to be given or delivered under these Articles "in writing" may be effectively given or delivered by fax transmission.
- d) In these Articles, "address" in relation to electronic communications includes any number or address used for the purposes of such communications
- e) In these Articles "Act" shall mean the Companies Act 1985 and the Companies Act 2006, to the extent that their respective provisions are from time to time in force, and Regulation 1 of Table A shall be amended accordingly
- f) In these Articles "shares" shall mean A Ordinary Shares of £0.00001 each in the capital of the Company and B Ordinary Shares of £0 00001 each in the capital of the Company

- 2 The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public

**SHARE CAPITAL**

- 3 The authorised share capital of the Company at the date of adoption of these Articles is £10,000. Except as otherwise provided in these Articles the A Ordinary Shares and B Ordinary Shares shall rank pari passu in all respects but shall constitute separate classes of shares

**LIEN**

- 4 Regulation 8 of Table A shall not apply to the Company The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share The Company shall also have a first and paramount lien on all shares (whether fully paid or not)

standing registered in the name of any member (whether solely or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company, either alone or jointly with any other person, whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to any amount payable in respect of it. The registration of the transfer of a share shall operate as a waiver of any lien on that share.

#### **TRANSFER OF SHARES**

5. The directors may, in their absolute discretion and without assigning any reason for so doing, refuse to register any transfer of any share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.

#### **GENERAL MEETINGS**

6. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote instead of him, and that a proxy need not also be a member.
7. At any general meeting of the Company, votes may be given, both on a show of hands or on a poll, either personally or by proxy. Regulation 54 of Table A shall be varied accordingly, and Regulation 59 shall not apply to the Company.
8. In the case of a member which is a corporation, an instrument appointing a proxy for such member shall be validly executed if signed by a duly authorised officer of the member and a copy of the resolution authorising the appointment shall be sufficient evidence of the authority under which it is executed. Regulations 60 and 62 of Table A shall be varied accordingly.
9. Any instrument appointing a proxy may be deposited by delivering it or faxing it to the office or (in the case of electronic communications) sending it to the address specified by the Company, in any such case not less than 24 hours before the time for holding the meeting or the adjourned meeting at which it is to be used. Regulation 62 of Table A shall be varied accordingly.

#### **NUMBER OF DIRECTORS**

10. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be fewer than one, and Regulation 64 of Table A shall be varied accordingly.

#### **ALTERNATE DIRECTORS**

11. Any appointment or removal of an alternate director may be made by letter, fax or electronic communication to the Company, or in any other manner approved by the directors. Any appointment made by fax or electronic communication shall be confirmed as soon as possible by letter signed by the director making the appointment, but shall be a valid appointment in the meantime. Regulation 68 of Table A shall not apply to the Company.

#### **APPOINTMENT OF DIRECTORS**

12. Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.
13. The Company 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.
14. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided the appointment does not cause the number of directors

to exceed any number fixed by or in accordance with these Articles as the maximum number of directors

## **PROCEEDINGS OF DIRECTORS**

- 15 Notice of a meeting of the directors need not be given in writing. Notice of meetings of the directors shall be given to a director who is absent from the United Kingdom if he has given the Company an address for communications (whether by telephone, fax or electronic communication) at which notice can be given to him outside the United Kingdom. Regulation 88 of Table A shall be varied accordingly.
- 16 As long as there is only one appointed director of the Company, the quorum for the transaction of the business of the board shall be one, but otherwise the quorum shall be two directors. Regulation 89 of Table A shall be varied accordingly.
- 17 Any director or member of a committee of the board may participate in a meeting of the directors or such committee by means of a 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.
- 18 Subject to the provisions of the Act and provided he has disclosed to the directors the nature and extent of his interest, a director may vote in respect of any contract or proposed contract or arrangement in which he is interested, whether directly or indirectly, or upon any matter arising therefrom and he may be counted in the quorum present at any meeting at which any such contract, arrangement or matter is proposed or considered, and if he shall so vote his vote shall be counted. Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company. For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification of the Act not in force when this regulation becomes binding on the Company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

## **COMMUNICATIONS AND RESOLUTIONS**

- 19 Any notice to be given by or to the Company, or by or to any other person, pursuant to these Articles may be given in writing (which expression includes fax) or using electronic communications to an address for the time being notified for that purpose or otherwise known to the Company or (as the case may be) to the person giving the notice as an address for electronic communications used by the addressee. Resolution 111 of Table A shall not apply to the Company.
- 20 The Company may give notice to a member using electronic communications to an address which the directors reasonably believe to be that member's address for electronic communications generally. Regulation 112 of Table A shall be varied accordingly.
- 21 Where a notice or other document is served or sent by post, service shall be deemed to have been effected at the expiration of 24 hours after the time of posting, and in proving service it shall be sufficient to prove that the envelope containing it was properly addressed and posted. Where a notice or other document is served or sent by fax or by using electronic communications, service shall be deemed to have been effected one hour after the time it was transmitted, unless the sender receives a report that the transmission has been unsuccessful. Regulation 115 of Table A shall not apply to the Company.
- 22 For the purposes of Regulations 53 and 93 of Table A, an instrument is validly executed by a member and a document is validly signed by a director if the Company receives a copy by fax

of an instrument or document which appears to have been executed by the member or signed by the director, as the case may be

#### **SEAL**

- 23 If the Company has a seal, the seal shall only be used with the authority of the directors, and any instrument to which the seal is affixed shall be signed by two directors or by one director and the Company secretary. If the Company has no seal, a share certificate shall be valid if signed by two directors or by one director and the Company secretary, and Regulation 6 of Table A shall be varied accordingly

#### **INDEMNITY**

- 24 Subject to the provisions of and so far as may be consistent with the Act, every director of the Company shall be indemnified by the Company out of its own funds against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, except that he shall not be entitled to any indemnity by the Company against any liability incurred by him.
- a) to the Company, or to any holding company of the Company from time to time, and any subsidiary undertaking from time to time of the Company or of such holding company (each an "associated company"),
  - b) to pay any fine imposed in criminal proceedings, or any sum payable to a regulatory authority by way of penalty in respect of non-compliance with any requirement of a regulatory nature, however arising,
  - c) in defending any criminal proceedings in which he is convicted,
  - d) in defending any civil proceedings brought by the Company, or by an associated company, in which judgment is given against him, or
  - e) in connection with any application for relief from liability under Section 661(3) or Section 661(4) of the Companies Act 2006, or under Section 1157 of that Act, in which the court refuses to grant him relief.
- 25 Subject to the provisions of the Act, every secretary or auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office