

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7566599

The Registrar of Companies for England and Wales, hereby certifies that

DIGITAL TESTING LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on 16th March 2011



N07566599Y



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006



Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 16/03/2011



X1UXWSHU

*Company Name
in full:*

DIGITAL TESTING LIMITED

Company Type:

Private limited by shares

*Situation of Registered
Office:*

England and Wales

*Proposed Register
Office Address:*

**1 NINE ELMS LANE
VAUXHALL
LONDON
UNITED KINGDOM
SW8 5NQ**

I wish to adopt entirely bespoke articles

Proposed Officers

Company Secretary 1

Type: **Person**

Full forename(s): **KEITH WILLIAM**

Surname: **WILKINSON**

Former names:

Service Address: **1 NINE ELMS LANE
VAUXHALL
LONDON
UNITED KINGDOM
SW8 5NQ**

Consented to Act: **Y**

Date authorised: **16/03/2011**

Authenticated: **YES**

Company Director **I**

Type: **Person**
Full forename(s): **KEITH WILLIAM**

Surname: **WILKINSON**

Former names:

Service Address: **1 NINE ELMS LANE
VAUXHALL
LONDON
UNITED KINGDOM
SW8 5NQ**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **19/04/1951** *Nationality:* **BRITISH**

Occupation: **CHARTERED ACCOUNTANT**

Consented to Act: **Y** *Date authorised:* **16/03/2011** *Authenticated:* **YES**

Company Director 2

Type: **Person**
Full forename(s): **RICHARD**

Surname: **LINDSAY-DAVIES**

Former names:

Service Address: **1 NINE ELMS LANE
VAUXHALL
LONDON
UNITED KINGDOM
SW8 5NQ**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **20/08/1968** *Nationality:* **BRITISH**

Occupation: **COMPANY DIRECTOR**

Consented to Act: **Y** *Date authorised:* **16/03/2011** *Authenticated:* **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	1
		<i>Aggregate nominal value</i>	1
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0
		<i>Amount unpaid per share</i>	1

Prescribed particulars

THE ORDINARY SHARES SHALL BE NON REDEEMABLE BUT SHALL HOLD FULL RIGHTS IN RESPECT OF VOTING, AND SHALL ENTITLE THE HOLDER TO FULL PARTICIPATION IN RESPECT OF EQUITY AND IN THE EVENT OF A WINDING UP OF THE COMPANY. THE SHARES MAY BE CONSIDERED BY THE DIRECTORS WHEN CONSIDERING DIVIDENDS FROM TIME TO TIME.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	1
		<i>Total aggregate nominal value</i>	1

Initial Shareholdings

Name: DTG TESTING LIMITED

Class of share: ORDINARY

Number of shares: 1

Currency: GBP

Address: 1 NINE ELMS LANE
VAUXHALL
LONDON
UNITED KINGDOM
SW8 5NQ

*Nominal value of
each share:* 1

Amount unpaid: 1

Amount paid: 0

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **7SIDE LIMITED**

Agent's Address: **14 - 18
CITY ROAD
CARDIFF
UNITED KINGDOM
CF24 3DL**

Authorisation

Authoriser Designation: **agent**

Authenticated: **Yes**

Agent's Name: **7SIDE LIMITED**

Agent's Address: **14 - 18
CITY ROAD
CARDIFF
UNITED KINGDOM
CF24 3DL**

COMPANY HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION
OF**

DIGITAL TESTING LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber

Authentication by each subscriber

DTG TESTING LIMITED

Dated: 16 March 2011

Company Number

A Private Company Limited by Shares

Articles of Association of Digital Testing Limited

1. Interpretation

1.1 In these Articles the following expressions have the following meanings unless the context otherwise requires:

“Act” the Companies Act 2006, as may be amended, extended, consolidated or re-enacted by or under any other enactment from time to time;

“Board” the board of directors of the Company for the time being (and references to decisions of, or approvals by, the Board shall be to a decision of the directors made in accordance with Model Articles 7 and 8 (as varied or supplemented by these Articles), and references in the Model Articles to “the directors” shall be deemed to be references to the Board);

“Board Meeting” a duly convened meeting of the Board;

“Model Articles” the model articles for private companies limited by shares as set out at Schedule 1 to The Companies (Model Articles) Regulations 2008 (SI 2008/3229), and reference to a numbered Model Article shall be to the relevant article of the Model Articles;

“Ordinary Shares” ordinary shares of £1 each in the capital of the Company; and

“these Articles” the articles of association of the Company for the time being in force.

- 1.2 In these Articles, unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include the other genders and words importing persons include corporations. References in these Articles to “**writing**” shall include electronic messages.
- 1.3 The Model Articles shall apply to the Company subject to the modifications and additions made by these Articles.
- 1.4 Model Articles 10 and 14(1), (2), (3) and (4) shall not apply to the Company.
- 1.5 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles.

2. Appointment and removal of Directors

- 2.1 In addition to the provisions of Model Article 17(1), any member(s) holding Ordinary Shares whose aggregate nominal value amounts to more than half of the aggregate nominal value of all Ordinary Shares in issue which confer a right to vote at general meetings shall be entitled from time to time by notice to the Company to appoint as director any one or more persons who have expressed a willingness to act as a director.
- 2.2 Without prejudice to Model Article 18, any member(s) entitled to appoint a director under Article 2.1 above may by notice to the Company from time to time remove from office any director (whether or not such director was appointed under Article 2.1 above).
- 2.3 A notice of appointment or removal of a director pursuant to Articles 2.1 or 2.2 above shall be made in writing, signed by or on behalf of the appointing or removing member(s), and shall take effect upon the earlier of delivery to the Company in accordance with these Articles and delivery to a Board Meeting (or on any subsequent date of appointment or removal which may be specified in the notice).
- 2.4 The maximum and minimum number of the directors may be determined by ordinary resolution of the Company but unless and until so fixed there shall be no maximum number of directors and the minimum number of directors shall be one. In the event of the minimum number of directors fixed by or pursuant to these Articles being one, a sole director shall have authority to exercise all the powers and discretions vested in the directors generally shall be modified accordingly. Model Article 11 shall be varied accordingly.

3. Decision-making by the Board

- 3.1 Entitlement to notice of a Board Meeting may be waived by a director at any time before the meeting (as well as up to 7 days after the date on which the meeting is held), and Model Article 9(4) shall be construed accordingly.
- 3.2 For the purposes of Model Article 48(3), notice of a Board Meeting (or any adjournment thereof) given to a director by electronic means shall, if properly addressed, be deemed to have been received by the recipient one hour after it was sent.
- 3.3 For a unanimous decision of the directors to be taken in accordance with Model Article 8, the eligible directors must indicate to the others that they share a common view by means whereby each such indication is capable of being readily reproduced in hard copy form. Model Article 8 shall be varied accordingly.
- 3.4 The directors shall ensure that a written record of each decision of the Board is kept in a permanent form (such that it may be read with the naked eye).
- 3.5 For such time as there is a sole director, references to “the directors” in Model Article 15 shall include that sole director.

4. Alternate Directors

- 4.1 Each director shall have the power at any time to appoint as any alternate director either another director or any other person approved for that purpose by a resolution of the directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate director shall be in writing signed by the appointer and (subject to any approval required) shall (unless the directors agree otherwise) only take effect upon the earlier of delivery to the Company in accordance with these Articles and delivery to a Board Meeting (or on any subsequent date of appointment or removal which may be specified in the notice).
- 4.2 An alternate director so appointed shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to directors. An alternate director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.
- 4.3 An alternate director shall (subject to his giving to the Company an address at which notice may be served upon him) be entitled to receive notice of all meetings of the directors and of any committee of the directors of which his appointor is a member and to attend and to vote as a director at any such meeting at which his appointor is not

personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a director of his appointor and to receive notice of all general meetings.

- 4.4 The appointment of an alternate director shall automatically determine on the happening of any event which if he were a director would cause him to vacate such office or if his appointor shall cease for any reason to be a director otherwise than by retiring and being re-appointed at the same meeting.
- 4.5 A director or any other person may act as alternate director to represent more than one director and an alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

5. Participation in Board Meetings

Any director who is not able to be present in person may participate in a Board Meeting by means of a conference telephone, video conferencing facility or similar communications equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote and be counted in the quorum. Such a Board Meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the Board Meeting is located. Model Article 10 shall not apply.

6. Conflicts of interest

- 6.1 If a proposed decision of the Board is concerned with a matter in respect of which a director has a conflict of interest, that director shall (provided that such conflict of interest has been declared and authorised in accordance with these Articles and the Act) be entitled notwithstanding such interest to participate fully in the decision-making process for quorum and voting purposes. Model Article 14 shall be varied accordingly.
- 6.2 A director shall not (save as may otherwise be agreed by him) be liable to account to the Company for any remuneration, profit or other benefit resulting from any conflict of interest which is otherwise permitted under this Article 6, and no contract shall be liable to be avoided on the grounds of any such profit or benefit, nor shall the receipt of any such remuneration, profit or other benefit constitute a breach of Section 176 of the Act.

7. Secretary

The Board may from time to time appoint as secretary (including as an assistant or joint secretary) any person who is willing to act, and shall be entitled to determine the term of such appointment, the remuneration (if any) to be paid and any other conditions as the Board may think fit, and may from time to time remove any such person.

8. Secretary's expenses

In Model Article 20, the words “or any secretary” shall be inserted immediately prior to the words “may properly incur”.

9. Indemnity and Insurance

9.1 In Model Article 52(1) the word “may” in the second line shall be replaced by “shall”.

9.2 For the purposes of Model Articles 52 and 53, a relevant officer shall also include a secretary or former secretary of the company or an associated company.

10. Members' Right to Inspect Records

Any member shall be entitled at any time during normal business hours to inspect any accounting records or other books or documents or records of the Company without charge. Model Article 50 shall be amended accordingly.

11. Notices

11.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted;
- (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- (c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
- (d) 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.

- 11.2 For the purposes of this Article 11, no account shall be taken of any part of a day that is not a working day.
- 11.3 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 Act.