

HOPE NOT HATE (LBG) LIMITED (THE "COMPANY")

Private Company Limited by Guarantee, Companies Act 2006

Company Registered Number: 8188502

Registered Office: 20-22 Bedford Row, London WC1R 4JS

WRITTEN RESOLUTIONS OF HOPE NOT HATE (LBG) LIMITED

Passed on 25 September 2012

The following Resolutions have been duly passed as Special and Ordinary Resolutions of the Company respectively:

IT WAS RESOLVED THAT:

SPECIAL RESOLUTION

Resolution 1 – Adoption of Articles of Association

The New Articles of Association, in the draft form attached to this resolution be approved and are hereby adopted in substitution for the Company's existing Articles of Association

ORDINARY RESOLUTIONS

Resolution 1 – Asset Purchase

That the sale and purchase agreement between Hope Not Hate (1986) Limited and the Company, a draft of which is attached, be approved and that any director of the Company be authorised to sign the Agreement on behalf of the Company

Resolution 2 – Change of Name

That the Company name be changed to Hope Not Hate Limited

Resolution 3 – Change of Registered Office

That the Company's registered office be changed to 20-22 Bedford Row, London WC1R 4JS.

Resolution 4 – Appointment of new Company Secretary and new Director

That Ruth Smeeth be appointed as Company Secretary and Simon Tuttle as a Director.

TUESDAY



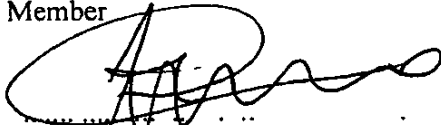
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COMPANIES HOUSE

Resolution 5 – Appointment of Chairman of Board

That Simon Tuttle be appointed as Chairman of the Board



Nick Lowles
Member



Simon Tuttle
Member

Dated the 25 of September 2012

25 September 2012

HOPE NOT HATE LIMITED
COMPANY NUMBER 8188502

ARTICLES OF ASSOCIATION

Gallant
Maxwell

Gallant Maxwell Limited
3 Greek Street
London W1D 4DA
020 7758 4728
Ref: DMM/SEA0011

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

HOPE NOT HATE LIMITED

COMPANY NUMBER 8188502

(Adopted by special resolution passed on 25 September 2012)

PART 1 INTERPRETATION AND LIMITATION OF LIABILITY

1. Interpretation

1.1 In these articles, unless the context requires otherwise

“Articles” means the company's articles of association for the time being in force,

“Bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

“Business Day” means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business,

“Chairman” has the meaning given in article 12,

“Chairman of the meeting” has the meaning given in article 25,

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,

“Director” means a director of the company, and includes any person occupying the position of director, by whatever name called,

“Document” includes, 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,

“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),

“Member” has the meaning given in section 112 of the Companies Act 2006,

“Ordinary resolution” has the meaning given in section 282 of the Companies Act 2006,

“Participate”, in relation to a directors’ meeting, has the meaning given in article 10,

“Proxy notice” has the meaning given in article 31,

“Special resolution” has the meaning given in section 283 of the Companies Act 2006,

“Subsidiary” has the meaning given in section 1159 of the Companies Act 2006, and

“Writing” means 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 2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company
- 1 3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles
- 1 4 A reference in these Articles to an “article” is a reference to the relevant article of these Articles unless expressly provided otherwise
- 1 5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of
 - (a) any subordinate legislation from time to time made under it, and
 - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts
- 1 6 Any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms

2. Liability of members

2 1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for

- 2 1 1 payment of the company's debts and liabilities contracted before he ceases to be a member;
- 2 1 2 payment of the costs, charges and expenses of winding up, and
- 2 1 3 adjustment of the rights of the contributories among themselves

PART 2 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

3. Directors' general authority

3 1 Subject to the articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

3 2 The Company's chief executive officer and deputy chief executive officer from time to time shall both be entitled to attend and participate in all meetings of directors but they shall not be entitled to vote at such meetings

3 3 The Chairman shall be entitled to invite any other person he deems necessary to attend meetings of the board of directors but they shall not be entitled to vote at such meetings

4. Members' reserve power

4 1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action

4 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

5. Directors may delegate

5 1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles

- (a) to such person or committee (including, for the avoidance of doubt, the chief executive officer or the deputy chief executive officer of the Company),
 - (b) by such means (including by power of attorney),
 - (c) to such an extent,
 - (d) in relation to such matters or territories, and
 - (e) on such terms and conditions,
- as they think fit

5 2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

5 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

5 4 If consulted by the chief executive officer or the deputy chief executive officer on any issue, the Chairman has power to exercise all of the powers of the Board on an ad hoc basis

6. Committees

6 1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors

6.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

7. Directors to take decisions collectively

7.1 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 8

8. Unanimous decisions

8.1 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

8.2 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

8.3 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

9. Calling a directors' meeting

9.1 The directors shall meet a minimum of four times per annum and at least every four months

9.2 Any director may call a directors' meeting by giving not less than five business day's notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice

9.2 Notice of any directors' meeting must indicate

- (a) its proposed date and time,
- (b) where it is to take place, and
- (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

9.3 Written notice of a directors' meeting must be given to each director although for the avoidance of doubt such notice may be given by email

9.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

10.— Participation in directors' meetings

10 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 any particular item of the business of the meeting

10 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

10 2 If all the 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

11. Quorum for directors' meetings

11 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

11 2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than four or 50% of the number of existing directors, whichever is the greater

11 3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision

- (a) to appoint further directors, or
- (b) to call a general meeting so as to enable the members to appoint further directors

12. Chairing of directors' meetings

12 1 The Chairman shall chair all meetings of the Board. If the Chairman is not present at a particular meeting, the remaining directors shall appoint one of the directors present to chair that meeting

13. Casting vote

13 1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote

13 2 But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes in which case in the event of a tied vote the issue shall be referred to the decision of a members' meeting

14. Conflicts of interest

14 1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes

14.2 But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes

14.3 This paragraph applies when

- (a) the company by ordinary resolution disappplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process, or
- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest

14.4 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting

14.5 Subject to paragraph 14.6, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive

14.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

15. Records of decisions to be kept

15.1 The directors must ensure that the company keeps a record, in writing, for at least 6 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors

16. Directors' discretion to make further rules

16.1 Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

APPOINTMENT OF DIRECTORS

17. Number of directors

18.1 The number of directors at any given time shall be a maximum of twelve and a minimum of eight. If at any time the number of directors falls below twelve, the directors shall meet as soon as reasonably possible to appoint an individual or individuals as directors so as to ensure the number of directors is returned to twelve

18. Methods of appointing directors

18.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director provided he or she is also a member of the Company. The Directors shall be appointed

- (a) by ordinary resolution, or
- (b) by a decision of the directors

18 2 The Directors shall be appointed for fixed terms of two years but when their term comes to an end, their appointment shall continue until the holding of an annual general meeting at which each Director may stand for re-election

18 2 In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director

18 3 For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member

19. Termination of director's appointment

19 1 A person ceases to be a director as soon as—

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
- (b) a bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms

19 2 For the avoidance of doubt, a director may be removed by the Members in General Meeting pursuant to the provisions of sections 168 to 169 of the Companies Act 2006 (or any future provisions amending or replacing the same)

20. Directors' remuneration

20 1 Directors may undertake any services for the company that the directors decide

20 2 Directors are entitled to such remuneration as the directors determine

- (a) for their services to the company as directors, and
- (b) for any other service which they undertake for the company

20 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

20 4 Unless the directors decide otherwise, directors' remuneration accrues from day to day

20 5 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested

21. Directors' expenses

The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at

- (a) meetings of directors or committees of directors,
- (b) general meetings, or
- (c) separate meetings of the holders of debentures of the company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company

PART 3 MEMBERS BECOMING AND CEASING TO BE A MEMBER

22. Applications for membership

22 1 No person shall become a member of the company unless

- (a) that person is a director of the Company,
- (b) that person has completed an application for membership in a form approved by the directors, and
- (c) the directors have approved the application

23. Termination of membership

23 1 A member may withdraw from membership of the company by giving 7 days' notice to the company in writing

23 2 Membership is not transferable

23 3 A person's membership terminates when that person dies or ceases to exist or ceases to be a director

ORGANISATION OF GENERAL MEETINGS

24. Annual General Meeting

24 1 The Directors will convene an annual general meeting at least once every calendar year and no later than 15 months after the previous annual general meeting

24 2 The Annual General Meeting will consider the following business

- a) The appointment of a Chairman of the Board,

- b) Review and approval of the annual accounts,
- c) Election of the Directors,
- d) Such other business as the members may wish to discuss

25. Attendance and speaking at general meetings

25 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

25 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

25 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

25 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

25 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

26. Quorum for general meetings

26 1 The quorum for general meetings may be fixed by an ordinary resolution of a quorate general meeting. Save as otherwise determined as aforesaid, the quorum shall be four members of 50% of the members whichever is greater

26 2 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum

27. Chairing general meetings

27 1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so

27 2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start

(a) the directors present, or

(b) (if no directors are present), the meeting

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting

27 3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting"

28. Attendance and speaking by directors and non-members

28 1 Directors may attend and speak at general meetings, whether or not they are members

28 2 The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting

29. Adjournment

29 1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it

29 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

- (a) the meeting consents to an adjournment, or
- (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner

29 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting

29 4 When adjourning a general meeting, the chairman of the meeting must

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting

29 5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)

- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
- (b) containing the same information which such notice is required to contain

29 6 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

VOTING AT GENERAL MEETINGS

30. Voting: general

30 1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles

31. Errors and disputes

31 1 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 to is tendered, and every vote not disallowed at the meeting is valid

31 2 Any such objection must be referred to the chairman of the meeting whose decision is final

32. Poll votes

32 1 A poll on a resolution may be demanded

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

32 2 A poll may be demanded by

- (a) the chairman of the meeting,
- (b) the directors,
- (c) two or more persons having the right to vote on the resolution, or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution

32 3 A demand for a poll may be withdrawn if

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal

32 4 Polls must be taken immediately and in such manner as the chairman of the meeting directs

33. Content of proxy notices

33 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 in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate

33 2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

33 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

33 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, and
- (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

34. Delivery of proxy notices

34.1 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 on behalf of that person

34.2 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 by whom or on whose behalf the proxy notice was given

34.3 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

34.4 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 appointor's behalf.

35. Amendments to resolutions

35.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if

(a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution

35.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

35.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

PART 4 ADMINISTRATIVE ARRANGEMENTS

36. Means of communication to be used

36.1 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

36.2 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

36 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

37. Company seals

37 1 Any common seal may only be used by the authority of the directors

37 2 The directors may decide by what means and in what form any common seal is to be used

37 3 Unless otherwise decided by the directors, if the company has a common seal and it is 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

37 4 For the purposes of this article, an authorised person is—

- (a) any director of the company,
- (b) the company secretary (if any), or
- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

38. No right to inspect accounts and other records

38 1 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

39. Provision for employees on cessation of business

39 1 The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary

DIRECTORS' INDEMNITY AND INSURANCE

40. Indemnity

40 1 Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
- (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that director as an officer of the company or an associated company

40 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

40 3 In this article—

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(b) a “relevant director” means any director or former director of the company or an associated company

41. Insurance

41 1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss

41 2 In this article—

(a) a “relevant director” means any director or former director of the company or an associated company,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director'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

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate