

**THE COMPANIES ACT 1985 AND THE COMPANIES ACT 2006**

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**A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION**

**OF**

**CAMBRIDGE WIRELESS LIMITED**

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**PRELIMINARY**

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, the Companies Act 1985 (Electronic Communications) Order 2000, the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 do not apply to the company.

2. In these articles —

“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.

“the Company” means Cambridge Wireless Limited.

“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.

“guarantor” means those individuals, companies or organisations that have agreed in writing to contribute £1 towards the liabilities of the company. “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 articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these articles become binding on the Company. Any references in these articles to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force. In these articles the masculine includes the feminine and, where appropriate, the singular includes the plural.

**MEMBERS**

3. "Founder Members" means those individuals, companies or organisations that are guarantors of the Company and who, in return for paying their annual founder membership fee, receive the benefits as set out on the Company website.

4. "Associate Members" means those individuals, companies or organisations who are not guarantors of the Company but who, in return for paying their annual associate membership fee, receive the benefits as set out on the Company website.
5. "Honorary Member" means those individuals, companies or organisations who are not guarantors of the Company, have had their annual membership fee waived and who are permitted to attend events of the Company.
6. Founder Members and Associate Members shall automatically lose their membership if they fail to pay their annual membership fee (as applicable) and following being sent a notice demanding the payment of such fees by the Company, fail to do so within six months.
7. An Honorary Member shall automatically cease to be an Honorary Member when notified in writing of such withdrawal of membership by the Company.
8. No individual, company or organisation shall be admitted as a Founder Member, Associate Member or Honorary Member of the Company unless they are approved by the Directors. A Founder Member, Associate Member or Honorary Member may at any time withdraw from the Company by giving notice to the Company. Membership shall not be transferable and if a Founder Member, Associate Member or Honorary Member is an individual, shall cease on death.

## **DIRECTORS**

9. "Founder Directors" means those individuals appointed in accordance with articles 51-52.
10. "Associate Directors" means those individuals appointed in accordance with articles 53-55.
11. "Additional Directors" means those individuals appointed in accordance with articles 56-57.
12. "Alternate Director" means those individuals appointed in accordance with article 42-46.
13. "Directors" means any Founder Director, Associate Director, Additional Director and Alternate Director.

## **GENERAL MEETINGS**

14. The Directors may call general meetings and, on the requisition of Founder 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 Founder Member of the Company may call a general meeting.

## **NOTICE OF GENERAL MEETINGS**

15. General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the Founder Members having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights at the meeting of all the Founder Members.
16. The notice of a general meeting 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

and to any restrictions imposed on any shares, the notice shall be given to all the Founder Members and to the Directors and auditors.

17. 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 MEETINGS**

18. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a Founder Member or a proxy for a Founder Member or a duly authorised representative of a corporation, shall be a quorum.
19. 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 and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.
20. 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 and, if there is only one Director present and willing to act, he shall be chairman.
21. If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Founder Members present and entitled to vote shall choose one of their number to be chairman.
22. A Director shall, notwithstanding that he is not a Founder Member, be entitled to attend and speak at any general meeting.
23. 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 days or more, at least seven 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.
24. 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 -
  - (a) by the chairman; or
  - (b) by at least two Founder Members having the right to vote at the meeting; or
  - (c) by a Founder Member or Founder Members representing not less than one tenth of the total voting rights of all the Founder Members having the right to vote at the meeting;

and a demand by a person as proxy for a Founder Member shall be the same as a demand by the Founder Member.

25. 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.
26. 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.
27. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Founder Members) and fix a time and place for declaring the result of the poll.
28. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
29. 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 days after the poll is demanded.
30. 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.
31. 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 clear days' notice shall be given specifying the time and place at which the poll is to be taken.

## **VOTES OF MEMBERS**

32. On a show of hands every Founder Member present in person or by proxy shall have one vote. On a poll, every Founder Member present in person or by proxy shall have one vote.
33. A Founder Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
34. 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.

35. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) —

“..... Limited  
I/We, , of, being a Founder Member/Founder Members of the above named company, hereby appoint, of, or failing him,, of , ,as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the company to be held on.....20 , and at any adjournment thereof.  
Signed on.....20 .”

36. Where it is desired to afford Founder Members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)

“ .....Limited  
I/We, , of, being a Founder Member/Founder Members of the above named company, hereby appoint, or failing him, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the company to be held on.....20 , and at any adjournment thereof.  
This form is to be used in respect of the resolutions mentioned below as follows:  
Resolution No 1 \*for \*against  
Resolution No 2 \*for \*against.  
\*Strike out whichever is not desired.  
Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.  
Signed this day of.....20 .”

37. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may —

- (a) in the case of an instrument in writing 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 not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications –
  - (i) in the notice convening the meeting, or
  - (ii) in any instrument of proxy sent out by the company in relation to the meeting, or
  - (iii) in any invitation contained in relation to the meeting to be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

- (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this article and in article 38 "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

38. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation 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 or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received, 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**

39. The minimum number of Directors shall be three. Unless otherwise determined by ordinary resolution, the number of Directors (other than Alternate Directors) shall not exceed twelve.
40. Founder Members may elect and appoint five Directors in accordance with Articles 51-52 and another two Directors representing Associate Members and shall be appointed in accordance with Articles 53-57.
41. Founder Directors may appoint Associate Directors and Additional Directors in accordance with Articles 53-57.

### **ALTERNATE DIRECTORS**

42. Any Director (other than an Alternate Director) may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an Alternate Director and may remove from office an Alternate Director so appointed by him.
43. An Alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the company for his services as an Alternate Director. But it shall not be necessary to give notice of such a meeting to an Alternate Director who is absent from the United Kingdom.
44. An Alternate Director shall cease to be an Alternate Director if his appointor ceases to be a Director; but, if a Director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an Alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
45. Any appointment or removal of an Alternate Director shall be by notice to the company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.

46. An Alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

## **POWERS OF DIRECTORS**

47. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, 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 article shall not be limited by any special power given to the Directors by the articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
48. Without prejudice to the generality of article 47, the Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.
49. 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**

50. The Directors may delegate any of their powers to any committee consisting of one or more Directors and (if thought fit) one or more other persons. 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 Founder Members shall be governed by the articles regulating the proceedings of Directors so far as they are capable of applying.

## **APPOINTMENT OF DIRECTORS**

### *Founder Directors*

51. The Founder Members shall appoint up to 5 Founder Directors through a ballot system as agreed by the board of directors. The first 2 Founder Directors appointed under this system with the highest number of votes shall be appointed for a period of 3 years, the following 2 Founder Directors with the next highest votes shall be appointed for a period of 2 years, and the final Founder Director with the next highest number of votes shall be appointed for a period of 1 year.
52. Further Founder Directors shall be appointed by Founder Members for 3 year periods through a ballot system as agreed by the board of directors.

### *Associate Directors*

53. Subject to Article 39, Founder Directors may appoint, as they see fit, up to 2 Associate Directors through a ballot system as agreed by the Founder Directors

54. The first Associate Director appointed by the Founder Directors, under this system, shall serve for a period of 3 years, and the second Associate Director appointed by the Founder Directors shall serve for a period of 2 years.
55. Further Associate Directors appointed by the Founder Directors shall serve as an Associate Director for a period of 3 years.

#### *Additional Directors*

56. Subject to article 39 Founder Directors may appoint, as they see fit, up to 5 persons who are willing to act as Additional Directors.
57. Any Additional Directors (subject to a maximum of 5 Additional Directors holding office at any time) appointed by the Founder Directors shall serve for a period of 3 years.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

58. The office of a Director shall be vacated if —
  - (a) the set period for service as a Director expires in accordance with articles 5157,
  - (b) 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
  - (c) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (d) he is, or may be, suffering from mental disorder and either—
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
    - (ii) 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
  - (e) he resigns his office by notice to the company; or
  - (f) he shall for more than six 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.
59. The office of an Associate Director or Additional Director may also be vacated upon a vote approved by 3 or more Founder Directors at a meeting board of the Directors.

#### **REMUNERATION OF DIRECTORS**

60. 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**

61. 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 or separate meetings of the holders of debentures of the company or otherwise in connection with the discharge of their duties.

## **DIRECTORS' APPOINTMENTS AND INTERESTS**

62. Subject to the provisions of the Act, the Directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the Directors determine and they may remunerate any such director for his services as they think fit.
63. Any appointment of a director to an executive office under article 62 shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the company.
64. 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 —
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
  - (b) 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
  - (c) 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.
65. For the purposes of article 64 —
- (a) 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
  - (b) 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**

66. 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**

67. 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.
68. It shall not be necessary to give notice of a meeting of the Directors 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 have a second or casting vote. A Director who is also an Alternate Director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
69. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be three (subject to the provisions of article 39). A person who holds office only as an Alternate Director shall, if his appointor is not present, be counted in the quorum.
70. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, (subject to the provisions of article 39) if the number of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting.
71. The Directors may appoint one of their number 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 Directors present may appoint one of their number to be chairman of the meeting.
72. 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 as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
73. 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, but 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.
74. Without prejudice to the first sentence of article 67, a meeting of the Directors or of a committee of the Directors may consist of a conference between Directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others simultaneously.
75. A Director taking part in a conference as described in article 74 shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of

those participating in the conference is assembled, or, if there is no such group, where the chairman of the meeting then is. The word "meeting" in these articles shall be construed accordingly.

76. A Director may vote as a Director on any resolution concerning any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.
77. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a Director from voting at a meeting of directors or of a committee of directors.
78. If a question arises at a meeting of directors or of a committee of directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

## **SECRETARY**

79. 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**

80. The Directors shall cause minutes to be made in books kept for the purpose —
  - (a) of all appointments of officers made by the Directors; and
  - (b) 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.

## **ACCOUNTS**

81. No Founder Member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the Directors or by ordinary resolution of the company.

## **NOTICES**

82. 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 article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
83. The company may give any notice to a Founder Member either personally or by sending it by post in a prepaid envelope addressed to the Founder 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 Founder Member. A Founder 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 Founder Member shall be entitled to receive any notice from the company.

84. A Founder 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.
85. 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. The provisions of section 1147(5) of the Companies Act 2006 (concerning any day that is not a working day) shall not be applicable to any documents or information supplied by the company to its Members.

## **INDEMNITY AND INSURANCE**

86. A relevant Director may be indemnified out of the company's assets against any liability (other than a liability to the company or an associated company) which that Director incurs in connection with —
  - (a) civil proceedings in relation to the company or an associated company (other than a liability incurred in defending proceedings brought by the company or an associated company in which final judgment is given against the Directors),
  - (b) criminal proceedings in relation to the company or an associated company (other than a fine imposed in such proceedings, or a liability incurred in defending proceedings in which the Director is convicted and the conviction is final),
  - (c) regulatory action taken by or a regulatory investigation by a regulatory authority in relation to the company or an associated company (unless a sum is payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising)),
  - (d) any application for relief —
    - (i) under section 144(3) or (4) of the Companies Act 1985 (power of court to grant relief in case of acquisition of shares by innocent nominee), or
    - (ii) section 727 of that Act (general power of court to grant relief in case of honest and reasonable conduct),
  - (e) unless the court refuses to grant the Director relief, and the refusal of relief is final, or
  - (f) civil proceedings in relation to an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006) of which the company is a trustee in respect of liability incurred in connection with the company's activities as a trustee of the scheme (other than a fine imposed in criminal proceedings, a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising) or a liability incurred in defending proceedings in which the Director is convicted and the conviction is final).

For the purposes of this article:

a judgment, conviction or refusal of relief becomes final —

- (i) if not appealed against, at the end of the period for bringing an appeal, or
- (ii) if appealed against, at the time when the appeal (or any further appeal) is disposed of;

an appeal is disposed of —

- (i) if it is determined and the period for bringing any further appeal has ended, or
- (ii) if it is abandoned or otherwise ceases to have effect;

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

a “relevant director” means any director or former director of the company.

87. The Directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss.

In this article —

- (a) a “relevant officer” means any director or former director of the company, any other officer or employee or former officer or employee of the company (but not its auditors) or any trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act) for the purposes of an employees’ share scheme of the company, and
- (b) 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 (within the meaning of article 86) or any pension fund or employees’ share scheme of the company.

### **SINGLE-MEMBER COMPANY**

88. If, and for so long as, the company has only one Member, the following provisions shall apply-

- (a) one person entitled to vote upon the business to be transacted, being the sole Founder Member of the Company or a proxy for that Founder Member or (if such Founder Member is a corporation) a duly authorised representative of such Founder Member, shall be a quorum and article 18 shall be modified accordingly and article 19 shall not have effect;
- (b) the sole Founder Member of the company (or the proxy or authorised representative of the sole Founder Member representing that Founder Member at the relative general meeting) shall be the chairman of any general meeting of the Company and article 20 shall be modified accordingly); and
- (c) all other provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one Founder Member.