

**Company No 01123581**

**THE COMPANIES ACTS 1985 TO 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**ACTION SECRETARIES LIMITED**

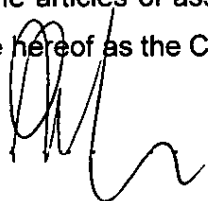
(Passed on 31 / 3 / 2008)

The following resolution was duly passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 31 / 3 / 2008 by members of the Company representing the required majority of total voting rights of eligible members as a special resolution

**SPECIAL RESOLUTION**

- 1 THAT the articles of association in the attached form be and they are adopted from the date hereof as the Company's articles of association

Director



Company No 01123581

**THE COMPANIES ACTS 1985 to 2006**

---

**PRIVATE COMPANY LIMITED BY SHARES**

---

**ARTICLES OF ASSOCIATION**

**OF**

**ACTION SECRETARIES LIMITED**

(Adopted by Written Resolution passed on

31 March 2008)

---

**1 Preliminary**

**1 1 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,

**"associated company"** means any subsidiary or holding company of the Company or any other subsidiary of the Company's holding company,

**"Table A"** means Table A in 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 (Table A to F) (Amendment) (No 2) Regulations 2007. References to regulations are to regulations in Table A, and

**"the Statutes"** means the Act and any statutory modification or re-enactment thereof for the time being in force and every other Act of Parliament for the time being in force concerning companies and affecting the Company

1 2 Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company

1 3 Regulations 24, 38, 65 to 68 inclusive, 69, 76 to 79 inclusive and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company

1 4 Any words or expressions defined in Table A shall (if not inconsistent with the subject or context) bear the same meanings in these Articles

## **2 Share capital**

2 1 Shares which are comprised in the authorised share capital of the Company shall be under the control of the directors, who may (subject to section 80 of the Act and Article 2 3) allot, grant options over or otherwise dispose of to such persons (including the directors themselves), on such terms and at such times and in such manner as they think fit

2 2 The authority conferred on the directors by Article 2 1 shall expire on the day preceding the fifth anniversary of incorporation of the Company

2 3 The provisions of section 89(1) of the Act shall not apply to the Company

## **3 General meetings**

3 1 All general meetings and annual general meetings shall be called by at least 14 days' notice but a general meeting may be called by shorter notice if it is so agreed

3 1 1 in the case of an annual general meeting by all the members entitled to attend and vote at that meeting, and

3 1 2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding not less than 90 per cent in nominal value of the shares giving that right

The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it

Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members, to all persons entitled to a share in

consequence of the death or bankruptcy of a member and to the directors and, if the Company has them, to the auditors

3 2 Regulation 37 shall be modified by

3 2 1 the deletion of the second sentence thereof and by the addition at the end of the regulation of the following sentence "If the Company has only a single member, such member shall be entitled at any time to call a general meeting "

3 3 The following provisions of this Article apply if the Company has only a single member

3 3 1 a single member of the Company (or the proxy or authorised representative of a single member representing that member at the relative general meeting) shall be the chairman of any general meeting of the Company and regulation 42 shall be modified accordingly,

3 3 2 if the single member takes any decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting, the single member shall (unless the decision is taken by way of a written resolution) provide the Company with a written record of that decision However, failure to do so shall not affect the validity of such decision,

3 3 3 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 member

3 4 Regulation 41 shall be modified by the addition at the end of that regulation of the following sentence "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 Provided that if the Company has only a single member, the preceding provisions of this regulation as to adjournment shall not apply and, if 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 be dissolved and shall not be adjourned "

3 5 A resolution in writing in accordance with regulation 53 shall be deemed to have been duly executed on behalf of the Company if signed by one of its directors, its

secretary, duly appointed attorney or duly authorised representative. In the case of a share held by joint holders the signature of any one of them on behalf of all such joint holders shall be sufficient for the purposes of that regulation. The directors shall cause a record of each resolution in writing, and of the signatures to it, to be entered in a book in the same way as minutes of proceedings of a general meeting of the Company and to be signed by a director or the secretary of the Company.

- 3.6 At or before the time a proposed written resolution is supplied to a member for signature, the directors and the secretary of the Company shall, if the Company has auditors, secure that a copy of the resolution is sent to them, or that they are otherwise notified of its contents.

#### **4 Proxies**

- 4.1 An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulation 62 shall not apply.

#### **5 Delegation of directors' powers**

- 5.1 The following sentence shall be inserted after the first sentence of regulation 72 "Any committee shall have power unless the directors direct otherwise to co-opt as a member or members of the committee any person or persons although not being a director of the Company."

#### **6 Number of directors**

- 6.1 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution of the Company. Subject to and in default of any such determination there shall be no maximum number of directors.

and the minimum number of directors shall be one Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and these Articles expressed to be vested in the directors generally, and regulation 89 shall be modified accordingly

## **7 Appointment, removal and disqualification of directors**

7 1 Without prejudice to the powers of the Company under section 303 of the Act to remove a director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors and to remove from office any director howsoever appointed Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or (in the case of a member being a corporation) signed on its behalf by one of its directors or its secretary and shall take effect upon lodgment at the registered office of the Company

7 2 The office of a director shall be vacated

7 2 1 in any of the events specified in regulation 81, or

7 2 2 if he is removed from office under Article 7 1, or

7 2 3 if he shall in writing offer to resign, or

7 2 4 if he shall have served upon him a notice in writing signed by all his co-directors (being at least two in number) removing him from office as director, but so that in the case of a managing director or a director appointed to any other executive office such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company

Regulation 81 shall be modified accordingly

## **8 Remuneration of directors**

8 1 Any director who serves on any committee, or who otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary, commission or

otherwise as the directors may determine Regulation 82 shall be extended accordingly

**9 Powers and duties of directors**

- 9 1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part of it, 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

**10 Proceedings of directors**

- 10 1 Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting
- 10 2 Regulation 88 shall be modified by the deletion of the third sentence thereof
- 10 3 For a signed resolution under regulation 93 to be effective it shall not be necessary for it to be signed by a director who is prohibited by the Articles or by law from voting thereon Regulation 93 shall be modified accordingly
- 10 4 Subject to the provisions of the Statutes, a director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him Regulations 94 to 98 shall be modified accordingly

## **11     Notices**

- 11 1   Every director of the Company shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes. The third sentence of regulation 112 shall be deleted.
- 11 2   Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 shall be modified accordingly.

## **12     Indemnity**

- 12 1   Subject to the provisions of, and so far as may be consistent with, the Statutes, but without prejudice to any indemnity to which a director or other officer may otherwise be entitled, the Company shall indemnify every director or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office, including (without prejudice to the generality of the foregoing) any liability incurred by him in relation to any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as a director or other officer of the Company PROVIDED that, in the case of any director of the Company, such indemnity shall not apply to any liability of that director

12 1 1     to the Company or to any of its associated companies,

12 1 2     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), or

12 1 3     incurred

- (i)       in defending any criminal proceedings in which he is convicted or any civil proceedings brought by the Company or any of its associated companies in which judgment is given against him, or



- (ii) in connection with any application under any statute for relief from liability in respect of any such act or omission in which the Court refuses to grant him relief,

in each case where the conviction, judgment or refusal by the Court is final within the meaning stated in section 309B of the Act

12 2 Every director shall be entitled to have funds provided to him by the Company to meet expenditure incurred or to be incurred in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a director, provided that he will be obliged to repay such amounts no later than

12 2 1 in the event he is convicted in proceedings, the date when the conviction becomes final,

12 2 2 in the event of judgment being given against him in proceedings, the date when the judgment becomes final, or

12 2 3 in the event of the court refusing to grant him relief on any application under any statute for relief from liability, the date when refusal becomes final,

in each case where the conviction, judgment or refusal by the Court is final within the meaning stated in section 309B of the Act

### 13 **Overriding provisions**

13 1 Whenever Jark Recruitment Limited (company number 03264498) ("**Parent Company**"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent of the issued ordinary shares of the Company, the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these articles

13 1 1 the Parent Company may at any time and from time to time appoint any person to be a director or remove from office any director howsoever appointed but so that in the case of a managing director or a director appointed to any other executive office his removal from office shall be deemed an act of the Company and shall have effect without prejudice to

any claim for damages for breach of any contract of service between him and the Company,

13 1 2 no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company, and

13 1 3 any or all powers of the directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe

13 2 Any appointment, removal, consent or notice made or given under Article 13 1 shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose No person dealing with the Company shall be concerned to see or enquire whether the powers of the directors have been in any way restricted hereunder or whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party has at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors