

Company number: 01786053

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

of

MOTABILITY ENTERPRISES LIMITED

(the **Company**)

MONDAY



A13 *A82Z6F6E* #147
08/04/2019
COMPANIES HOUSE

Circulated on 3 APRIL 2019 (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the shareholder of the Company proposes that the following resolution (the **Resolution**) is passed as a special resolution:

Special Resolution

That the draft articles of association attached to this Resolution are adopted by the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

Approval

Please read the notes at the end of this document before you signify your agreement to the Resolution.

The undersigned, being a person entitled to vote on the Resolution, hereby irrevocably agrees to the Resolution.

Signed for and on behalf of Motability, the Company's sole shareholder:

GL - J. Farley (signed)
LORD STERLING OF PLAISTOW - CHAIRMAN.

3 APRIL 2019 (date)

Notes

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it using one of the following methods:
 - a. delivering a signed copy to the Company at Warwick House, Stadium Way, Roydon Road, Harlow, Essex, CM19 5PX, marked for the attention of Anil Gadhia; or
 - b. attaching a signed copy to an email and sending it to the email address provided by the Company for such communications.
2. If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Your agreement once signified, cannot be revoked.
4. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to be passed, it will lapse.

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
MOTABILITY ENTERPRISES LIMITED

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MOTABILITY ENTERPRISES LIMITED

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

1.1 In these Articles, unless the context requires otherwise:

Articles	means the company's Articles of Association;
Authenticated Document	means a Document sent: <ul style="list-style-type: none">(a) by hard copy that is signed by the person sending it; or(b) electronically in which the identity of the sender is confirmed in a manner specified by the company (or where no such manner has been specified, which contains or is accompanied by a statement of the identity of the sender the truth of which the company has no reason to doubt);
Authorised Representative	means a person authorised by the Shareholder to represent it at general meetings of the company;
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;
Chairperson	has the meaning given in article 12;
Charity	means Motability, the royal charter corporation with registered charity number 299745;
Charity Trustee	means a trustee (or governor) of the Charity ;

Clear Days	means the period excluding the day on which notice is given (or deemed to be given) and the day for which it is given or deemed to take effect;
Companies Acts	means: <ul style="list-style-type: none"> (a) the company law provisions of the Companies Act 2006; (b) part 2 of the Companies (Audit, Investigations and Community Enterprise) Act 2004; and (c) the provisions of the Companies Act 1985 and the Companies Consolidation (Consequential Provisions) Act 1985 that remain in force, in so far as they may 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	means by electronic means (for example by email), or by any other means while in an electronic form (for example, sending a disc by post);
Fully Paid	in relation to a share, means that the nominal value and any premium to be Paid to the company in respect of that share, have been Paid to the company;
Holder	in relation to Shares means the person whose name is entered in the register of members as the Holder of the Shares;
Ordinary Resolution	means a resolution that is passed by a simple majority;
Paid	means paid or credited as paid;
Participate	in relation to a Directors' meeting has the meaning given in article 10;
Shareholder	means the Charity, being the sole Holder of Shares in the company;
Shares	means shares in the company;
Special Resolution	<i>means a resolution passed by a majority of not less than 75% and that is intended to be passed as a special resolution in accordance with the Companies Acts;</i>
Subsidiary	means a company: <ul style="list-style-type: none"> (a) in which another company or corporation holds a

majority of its voting rights; or

- (b) of which another company or corporation is a member which has the right to appoint or remove a majority of its board of Directors; or
- (c) of which another company or corporation is a member which controls alone, pursuant to an agreement with other members, a majority of its voting rights;

Written 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;

Written Resolution means a resolution of the Shareholder passed in accordance with article 31.

- 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 Words or expressions that are defined in article 1 are shown in bold type when they first appear in these Articles and capitalised thereafter.

2. Liability of Shareholder

The liability of the Shareholder is limited to the amount, if any, unpaid on the Shares held by it.

DIRECTORS' POWERS AND RESPONSIBILITIES

3. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the company's business, for which purposes they may exercise all the powers of the company.

4. Shareholder's reserve power

- 4.1 The Shareholder 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:

5.1.1 to such person or committee;

5.1.2 by such means (including by power of attorney);

- 5.1.3 to such an extent;
 - 5.1.4 in relation to such matters or territories; and
 - 5.1.5 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.
- 6. Committees**
- 6.1 Committees to which 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

Decisions by 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 References in this article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.
- 8.4 A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at such a Directors' meeting.

9. Calling a Directors' meeting

- 9.1 Any Director may call a Directors' meeting by giving reasonable 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:
 - 9.2.1 its proposed date and time;

- 9.2.2 where it is to take place; and
 - 9.2.3 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 Notice of a Directors' meeting must be given to each Director, but need not be in Writing.
- 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 seven 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:
- 10.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 10.1.2 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.
- 10.3 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 present, 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 **Ordinary Resolution**, but it must never be less than two, and unless otherwise fixed it is two.
- 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:
- 11.3.1 to appoint further Directors; or
 - 11.3.2 to call a general meeting so as to enable the Shareholder to appoint further Directors.
- 12. Chairing of Directors' meetings**
- 12.1 The Directors may appoint a Director to chair their meetings.
- 12.2 The person so appointed for the time being is known as the **Chairperson**.
- 12.3 The Directors may terminate the Chairperson's appointment at any time.

- 12.4 If the Chairperson is not Participating in a Directors' meeting within ten minutes of the time at which it was to start, the Participating Directors must appoint one of themselves to chair it.

13. Casting vote

If the numbers of votes for and against a proposal are equal, the Chairperson or other Director chairing the meeting has a casting vote, save that this does not apply if, in accordance with the Articles, the Chairperson or other Director is not to be counted as Participating in the decision-making for quorum or voting purposes.

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 the 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 sub-article 14.3 applies, a Director who is in an actual or proposed transaction or arrangement with the company is to be counted as Participating in the decision-making process for quorum purposes.

- 14.3 This sub-article applies when:

14.3.1 the company by Ordinary Resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as Participating in the decision-making process;

14.3.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

14.3.3 the Director's conflict of interest arises from a permitted cause.

- 14.4 For the purposes of this article, the following are permitted causes:

14.4.1 a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the company or any of its **Subsidiaries**; and

14.4.2 arrangements pursuant to which benefits are made available to employees and Directors or former Directors of the company or any of its Subsidiaries which do not provide special benefits for Directors or former Directors.

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

- 14.6 Subject to sub-article 14.7, 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 Chairperson whose ruling in relation to anyone other than the Chairperson shall be final and conclusive.

- 14.7 If any question as to the right to Participate in the meeting (or part of the meeting) should arise in respect of the Chairperson, the question is to be decided by a

decision of the Directors at that meeting, for which purpose the Chairperson is not to be counted as Participating in the meeting (or that part of the meeting) for voting and quorum purposes.

15. Records of decisions to be kept

The Directors must ensure that the company keeps a record, in Writing, for at least ten 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

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. Appointment of Directors

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 by notice in Writing from the Charity.

18. Termination of Director's appointment

18.1 A person ceases to be a Director as soon as:

18.1.1 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;

18.1.2 a **Bankruptcy** order is made against that person;

18.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

18.1.4 that person has been physically or mentally incapable of managing his or her affairs for a period of three months;

18.1.5 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;

18.1.6 the Director is removed by Ordinary Resolution, provided that:

(a) such resolution may only be passed at a general meeting and not by **Written Resolution**; and

(b) the Director who is the subject of the resolution shall be given the opportunity to make a statement either in person at the relevant meeting or in Writing.

18.2 If a Director is removed from office by the Charity pursuant to article 18.1.6 the removal shall be deemed to be an act of the company.

19. Directors' remuneration

- 19.1 Directors may undertake any services for the company that the company decides.
- 19.2 Directors who are not also **Charity Trustees** are entitled to such remuneration as the Directors determine:
- 19.2.1 for their services to the company as Directors; and
 - 19.2.2 for any other service which they undertake for the company.
- 19.3 Subject to the Articles, a Director's remuneration may:
- 19.3.1 take any form; and
 - 19.3.2 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.
- 19.4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.
- 19.5 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.

20. Directors' expenses

The company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

- 20.1 meetings of Directors or committees of Directors; or
 - 20.2 general meetings,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

SHARES

21. All Shares to be Fully Paid up

No share is to be issued for less than the aggregate of its nominal value and any premium to be Paid to the company in consideration for its issue.

22. Share certificates

- 22.1 The company must issue the Shareholder, free of charge, with one or more certificates in respect of the Shares which the Shareholder holds.
- 22.2 Every certificate must specify:
- 22.2.1 in respect of how many Shares, of what class, it is issued;
 - 22.2.2 the nominal value of those Shares;

- 22.2.3 that the Shares are **Fully Paid**; and
- 22.2.4 any distinguishing numbers assigned to them.

22.3 Certificates must:

- 22.3.1 have affixed to them the company's common seal; or
- 22.3.2 be otherwise executed in accordance with the **Companies Acts**.

23. Replacement share certificates

23.1 If a certificate issued in respect of the Shareholder's Shares is:

- 23.1.1 damaged or defaced; or
- 23.1.2 said to be lost, stolen or destroyed,

the Shareholder is entitled to be issued with a replacement certificate in respect of the same Shares.

DIVIDENDS AND OTHER DISTRIBUTIONS

24. Procedure for declaring dividends

- 24.1 The company may by Ordinary Resolution declare dividends, and the Directors may decide to pay interim dividends.
- 24.2 A dividend must not be declared unless the Directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the Directors.
- 24.3 Unless the Shareholder's resolution to declare or Directors' decision to pay a dividend, or the terms on which Shares are issued, specify otherwise, it must be Paid by reference to the Shareholder's holding of Shares on the date of the resolution or decision to declare or pay it.
- 24.4 The Directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

25. No interest on distributions

The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:

- 25.1 the terms on which the share was issued; or
- 25.2 the provisions of another agreement between the Holder of that share and the company.

26. Unclaimed distributions

- 26.1 All dividends or other sums which are:
 - 26.1.1 payable in respect of Shares; and

- 26.1.2 unclaimed after having been declared or become payable,
may be invested or otherwise made use of by the Directors for the benefit of the company until claimed.
- 26.2 The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it.

27. Non-cash distributions

- 27.1 Subject to the terms of issue of the share in question, the company may, by Ordinary Resolution on the recommendation of the Directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, Shares or other securities in any company).
- 27.2 For the purposes of paying a non-cash distribution, the Directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution:
- 27.2.1 fixing the value of any assets;
- 27.2.2 paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and
- 27.2.3 vesting any assets in trustees.

28. Waiver of distributions

Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in Writing to that effect.

CAPITALISATION OF PROFITS

29. Authority to capitalise and appropriation of capitalised sums

- 29.1 Subject to the Articles, the Directors may, if they are so authorised by an Ordinary Resolution:
- 29.1.1 decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve; and
- 29.1.2 appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.
- 29.2 Capitalised sums must be applied:
- 29.2.1 on behalf of the persons entitled; and
- 29.2.2 in the same proportions as a dividend would have been distributed to them.

GENERAL MEETINGS

30. Shareholder's business

- 30.1 The Shareholder is entitled to attend general meetings by an **Authorised Representative** but shall generally conduct its business by Written Resolution in accordance with article 31.
- 30.2 General meetings are called on at least 14 **Clear Days' Written** notice specifying the business to be discussed.
- 30.3 A general meeting shall be called on a Written request to the Directors from the Shareholder.

31. Written Resolutions

- 31.1 Subject to article 31.2, a Written Resolution passed by the Shareholder shall be effective provided that the Shareholder has signified its agreement to the resolution in an **Authenticated Document** that has been received at the registered office within the period of 28 days beginning with the circulation date.
- 31.2 The following may not be passed as a Written Resolution:
 - 31.2.1 a resolution to remove a Director before his or her period of office expires; and / or
 - 31.2.2 a resolution to remove an auditor before his or her period of office expires.

32. Irregularities regarding Shareholder decision making

The proceedings of any meeting or the taking of any poll or the passing of a Written Resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

ADMINISTRATIVE ARRANGEMENTS

33. Means of communication to be used

- 33.1 The company may validly send or supply any Document (including any notice) or information to the Shareholder:
 - 33.1.1 by delivering it by hand to the address recorded for the member in the register of Shareholders;
 - 33.1.2 by sending it by post or courier in an envelope (with postage or delivery Paid) to the address recorded for the member in the register of Shareholders; or
 - 33.1.3 by electronic mail to an email address notified by the Shareholder in Writing;

in accordance with this article 33.

- 33.2 The company may only send a Document or information to the Shareholder by electronic mail:
- 33.2.1 where the Shareholder has agreed (either generally or in relation to the specific Document or information) that it may be sent in that form; and
 - 33.2.2 to the address specified for that purpose by the Shareholder.
- 33.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 33.3.1 24 hours after being sent by email or delivered by hand to the relevant address;
 - 33.3.2 two Clear Days after being sent by first class post to the relevant address;
 - 33.3.3 three Clear Days after being sent by second class or overseas post to the relevant address; or if earlier
 - 33.3.4 as soon as the Shareholder acknowledges actual receipt.
- 33.4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.
- 33.5 The Shareholder may validly send any notice or Document to the company:
- 33.5.1 by post to:
 - (a) the company's registered office; or
 - (b) any other address specified by the company for such purposes; or
 - 33.5.2 to any email address provided by the company for such purposes.
- 33.6 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.
- 33.7 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.

34. Provisions for employees on cessation of business

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

35. Indemnity

35.1 Subject to sub-article 35.2, a relevant Director of the company or an associated company may be indemnified out of the company's assets against:

35.1.1 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;

35.1.2 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);

35.1.3 any other liability incurred by that Director as an officer of the company or an associated company.

35.2 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.

35.3 In this article:

35.3.1 companies are associated if one is a Subsidiary of the other or both are Subsidiaries of the same body corporate; and

35.3.2 a "relevant Director" means any Director or former Director of the company or an associated company.

36. Insurance

36.1 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.

36.2 In this article:

36.2.1 a "relevant Director" means any Director or former Director of the company or an associated company;

36.2.2 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

36.2.3 companies are associated if one is a Subsidiary of the other or if both are Subsidiaries of the same body corporate.

37. Exclusion of model articles

The model articles set out in Schedule 1 of the Companies (Model Articles) Regulations 2008 do not apply to the company.