

**THE COMPANIES ACT 1985 TO 1989  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF  
BUSINESS IN FOCUS LIMITED\***

\*Adopted by Special Resolution dated 7 November 2007

WEDNESDAY



2553654

INTERPRETATION

1. In these Articles

- |                      |  |
|----------------------|--|
| "the Act"            | means the Companies Act 1985   |
| "the Seal"           | means the common seal of the Company   |
| "Secretary"          | means any person appointed to perform the duties of the secretary of the Company |
| "the United Kingdom" | means Great Britain and Northern Ireland   |

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

2. The number of members with which the Company proposes to be registered is 60 but the directors may from time to time register an increase of members. The subscribers to the Memorandum of Association and such other persons as the directors admit to membership shall be members of the Company.
- 3 Any corporation which is a Member of the Company may by resolution of its directors or other governing body:-
- (i) authorise such person as it thinks fit to act as its representative at any meeting of the Company provided that the corporation gives notice of such authorisation in writing to the Secretary of the Company, and
  - (ii) at any time by giving notice in writing to the Secretary of the Company revoke the authority of its representative and authorise another representative in his place.

The person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company

GENERAL MEETINGS

4. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next provided that so long as the Company held its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.

The annual general meeting shall be held at such time and place as the directors may appoint.

5. All general meetings other than annual general meetings shall be called extraordinary general meetings
6. The directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened by such requisitionists as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, general meetings may be convened in the same manner as nearly as possible as that in which meetings may be convened by the directors.

#### NOTICE OF GENERAL MEETING

7. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days notice in writing at the least and a meeting of the Company to consider an ordinary resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and in case of special business the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons as are under the articles of the company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat and
  - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting being a majority together representing not less than ninety five per cent of the total voting rights at the meeting of all members.
8. 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.
- 8A.1 Every notice convening a general meeting shall be given in accordance with Companies Act 2006 (as amended from time to time) that is, in hard copy form (having the meaning given in section 1168 of the Companies Act 2006), electronic form (having the meaning given in section 1168 of the Companies Act 2006) or by means of a website.
  - 8A.2 The Company may send a notice of meeting by making it available on a website or by sending it in electronic form (having the meaning given in section 1168 of the Companies Act 2006) and if notice is sent in either way it will be valid provided it complies with the relevant provision of the Companies Act 2006 (as amended from time to time).

## PROCEEDINGS AT GENERAL MEETINGS

9. All businesses shall be deemed special that is transacted at an extraordinary general meeting, and also that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the auditors.
10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and save as herein otherwise provided, three members present in person shall be a quorum.
11. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other 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 members present shall be a quorum
12. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of the number to be chairman of the meeting.
13. If at any meeting 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 members present shall choose one of their number to be chairman of the meeting.
14. The chairman, may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjourned meeting
15. An any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
  - (a) by the chairman, or
  - (b) by at lease three members present in person, or
  - (c) by any member or members present in person or by proxy and representing not less that one tenth of the total voting rights in all the members having the right to vote at the meeting

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost, shall be conclusive and an entry to that effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn

16. Except as provided in article 18 if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
18. A poll adjourned 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 at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
19. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representative) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

#### VOTE FOR MEMBERS

20. Every member shall have one vote.
21. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Company have been paid.
22. On a poll votes may be given either personally or by proxy.
23. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company
24. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the registered office of the company or as such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument purposes to vote, or in the case of poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
25. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"....."

I (We) ..... of .....  
in the County of ..... being  
a member (members) of the above named Company hereby appoint .....  
on my (our) behalf at the annual (extraordinary) general meeting or any adjournment  
thereof.

Signed this ... day .....

- 26 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereof as circumstances admit.

"... .."

I (We) . . . . . of  
... ..in the County of  
... ..being a member  
(members) of the above named Company hereby appoint .....on my (our) behalf  
at the annual (extraordinary) general meeting of the Company to be held on the  
..... day of . . . . .and at any adjournment thereof

Signed this . . . . . day of .. . . .

This form is to be used in favour of/against \* the resolution. Unless otherwise instructed the proxy will vote as he thinks fit

\* Strike out whichever is not desired.

27. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
- 28 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

29. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

- 30 Unless and until otherwise decided the number of directors shall not exceed 30.
- (a) at every annual general meeting one-third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.
- (b) subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (c) if the Company at the meeting at which a director retired by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been

reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the directed is put to the meeting and lost

- (d) No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless:-
  - (i) he is recommended by the directors, or
  - (ii) not less than fourteen not more than thirty-five clear day before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he was so appointed or reappointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.
- (e) Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall be given the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors.
- (f) The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an individual director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting he shall vacate office at the conclusion thereof
- (g) Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting

- 31. The Company may from time to time by special resolution increase the number of directors and in such event shall specify by whom such additional directors are to be appointed.

#### POWERS AND DUTIES OF DIRECTORS

- 32. The business of the Company shall be managed by the directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in general meeting subject nevertheless to the provisions of the Act or these Articles and to such regulations being not inconsistent with the aforesaid provisions as may be described by the Company in general meeting, but no regulations made to the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

33. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the company, shall be signed drawn accepted endorsed or otherwise executed as the case may be in such manner as the directors shall from time to time by resolution determine.
34. The directors shall cause minutes to be made in books provided for the purpose.
- (a) of all appointments of officers made by the directors
  - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors
  - (c) of all resolutions and proceedings at all meetings of the company and of the directors;

and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

#### DISQUALIFICATION OF DIRECTORS

35. The office of a director shall be vacated if the director
- (a) without the consent of the company in general meeting holds any other office of profit under the company, or
  - (b) becomes bankrupt or makes any arrangements or composition with creditors generally; or
  - (c) becomes prohibited from being a director by reason of any order being made under the Company Directors Disqualification Act 1986; or
  - (d) becomes of unsound mind; or
  - (e) resigns his office by notice in writing to the company; or
  - (f) ceases to be a director by virtue of Section 239 of the Act; or
  - (g) is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in the manner required by Section 317 of the act.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

#### PROCEEDINGS OF DIRECTORS

36. The directors may meet together for the despatch of business adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any 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 may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.
37. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be 4

38. Notwithstanding Article 37 should the number of directors fall below 4 the continuing directors may act until such time as replacement directors are appointed under provisions of Article 28 above.
39. The directors may elect a chairman of their meetings and determine the period for which he is to hold office, but if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same the directors present may choose one of their number to be chairman of the meeting.
40. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit, any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.
41. A committee may elect a chairman of its meeting if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting
42. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of any equality of votes the chairman shall have a second or casting vote.
43. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director notwithstanding that if it be afterwards discovered that there was some defect in the appointment of such director or persons acting as aforesaid or that they or any of them were disqualified shall be as valid as if every such person had been duly appointed and was qualified to be a director.
44. A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
45. All or any members of the board of directors or any committee of the board of directors may participate in a meeting thereof by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group where the chairman of the meeting then is.

#### SECRETARY

46. 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 by them be removed by them.
47. A provision of the Act or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place, of the secretary.

#### THE SEAL

48. The directors shall provide for the safe custody of the seal which shall only be used by the authority of the directors or a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by

a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose

#### ACCOUNTS

49. The directors shall cause proper books of account to be kept with respect to
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the company .
  - (c) the assets and liabilities of the company
- Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Company's affairs and explain its transactions.
50. The books of account shall be kept at the registered office of the Company or, subject to section 222 of the Act, at such other place or places as the directors think fit and shall always be open to the inspection of the directors.
51. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the directors or by the Company in general.
52. The directors shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts balance sheet group accounts (if any) and reports as are referred to in those sections.
53. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting together with a copy of the auditors report shall be not less than twenty-one days before the date of the meeting sent to every member of the company provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

#### AUDITS

54. Auditors shall be appointed and their duties regulated in accordance with the Acts.

#### NOTICES

55. The Company may give any notice to a member either personally or by sending it by first class post in a pre-paid envelope addressed to the member at his registered address or by leaving it at that address or by giving it in electronic form (having the meaning given in section 1168 of the Companies Act 2006) to an address for the time being notified to the Company by the member. A member who gives to the Company an address within or outside the United Kingdom at which notices may be given to him, or an address to which notices may be sent in electronic form (having the meaning given in section 1168 of the Companies Act 2006), shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from

the Company Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that a notice was given Proof that a notice in electronic form (having the meaning given in section 1168 of the Companies Act 2006) 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 24 hours after the envelope containing it was posted or, in the case of a notice contained in electronic form (having the meaning given in section 1168 of the Companies Act 2006), at the expiration of 24 hours after the time it was sent.

56. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of the notices to them,
- (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the auditor for the time being of the Company.

No other person shall be entitled to receive notice of general meetings.

57. Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given in electronic form (having the meaning given in section 1168 of the Companies Act 2006) to an address for the time being notified for that purpose to the person giving the notice

#### DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE

58.1 Where the Companies Acts as defined in section 2 of the Companies Act 2006 and every other statute, order, regulation, instrument or other subordinate legislation for the time being in force relating to companies and effecting the Company (in this Article 58 "the Statutes") permit the Company to send documents or notices to its members in electronic form (having the meaning given in section 1168 of the Companies Act 2006) or by means of a website, the documents will be validly sent provided the Company complies with the requirements of the Statutes.

58.2 subject to any requirement of the Statutes documents and notices may be sent to the Company in electronic form (having the meaning given in section 1168 of the Companies Act 2006) to the address specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed.