

THE COMPANIES ACTS 1985 and 1989

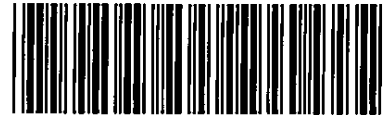
COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

WORKABILITY INTERNATIONAL

TUESDAY



A15 *AFCF1P5B* 233
16/11/2010
COMPANIES HOUSE

(adopted by written resolution passed on 26 March 2002, amended by written resolution on 1 October 2004, and by special resolutions passed on 23 September 2005, 8 September 2006 13 September 2007, 8 September 2009 and 29th September 2010)

- 1 The name of the Company is 'Workability International'
- 2 The registered office of the Company is in England and Wales
- 3
 - 3 1 The objects for which the Company is established are for the benefit of people with disabilities by
 - (a) facilitating international exchanges of information, experience and ideas on the need for and arrangement and development of jobs for people with disabilities,
 - (b) promoting specially organised employment for people with disabilities,
 - (c) promoting legal rights of people with disabilities to equal opportunities and non-discrimination, and
 - (d) seeking to change governments' policies or decisions in relation to effective employment and/or rehabilitation of persons with disabilities

(the 'Objects')
 - 3 2 The Objects of the Company do not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

- 4 The Company has power to do anything within the law that may promote or may help to promote the Objects or any of them and in exercising these powers, the Board will limit the annual expenditure to income in any given year unless agreed in advance by the Members. In particular (but without limitation) the Company has the following powers
- 4 1 to pay out of the Company's funds the costs incurred in forming the Company,
 - 4 2 to consult, advise and co-operate with, and to promote co-operation within and between, other bodies or persons worldwide (including departments of governments, local authorities, educational establishments, voluntary organisations and other public and private organisations) or any matter concerned, whether directly or indirectly, with the Objects,
 - 4 3 to co-ordinate and represent issues relating to jobs for people with disabilities worldwide,
 - 4 4 to promote, commission or carry out research, including investigation by site visit, personal interview or otherwise,
 - 4 5 to hold conferences, workshops, lecture classes and training courses on any matter touching upon the Objects,
 - 4 6 to promote or carry out the collection, analysis or publication of information of all types and in all forms, on such terms as shall be thought fit,
 - 4 7 to provide and maintain or to encourage the provision and maintenance of information and statistics relating directly or indirectly to the Objects including the use of information and communication technology,
 - 4 8 to promote, market and raise the profile of the Company generally,
 - 4 9 to acquire or hire property of any kind, and any interests in or rights over property of any kind,
 - 4 10 to acquire the whole or any part of the business or assets of any person, firm, or company carrying on any activity in support of the Objects and to give any form of consideration in return for the business or assets,
 - 4 11 subject to such consents as may be required, to borrow in any manner, and to secure and guarantee by any means the repayment of any money borrowed, raised or owing, and the performance by the Company of any obligation or liability, by mortgage, charge, standard security, lien or other

security upon the whole or any part of the Company's property or assets (whether present or future),

- 4 12 to raise funds (but not by means of carrying on a trade or business on a continuing basis which is for the principal purpose of raising funds rather than for the purpose of actually carrying out the Objects, unless the income of the Company from that trade or business is exempt from tax by reason of any legislation or concession from time to time in force),
- 4 13 to invest and deal with the moneys of the Company not immediately required in any manner and to hold or otherwise deal with any investments made subject to such consents and conditions as may be required,
- 4 14 to delegate the management of investments to an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000 ('**Financial Expert**'), on such terms as the Board thinks fit,
- 4 15 to arrange for investments or other property of the Company to be held in the name of a nominee under the control of the Board or of a Financial Expert acting under its instructions and to pay any reasonable fee required,
- 4 16 subject to such consents as may be required, to sell, dispose of, let, mortgage, or charge any property of the Company and to grant licences, options, rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company,
- 4 17 to make grants or loans of money and to give guarantees and indemnities on any terms, and to support and subscribe to any charitable or public object,
- 4 18 to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which (in the opinion of the Directors) is likely to assist or benefit the Company, and to subscribe for or otherwise acquire all or any part of the shares or securities of any such company,
- 4 19 to act as agent or broker or trustee for any person, firm or company, and to undertake and perform any form of contract,
- 4 20 to enter into contracts to provide services to or on behalf of the Company and other bodies or persons,

- 4 21 to reward any person, firm or company rendering services to the Company by cash payment or by any other means,
- 4 22 to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of the employees of the Company or of any subsidiary, holding company or fellow subsidiary of the Company and of their spouses, children and other relatives and dependants, and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained,
- 4 23 to establish subsidiary companies to further the Objects (or any of them) or to assist or act as agents for the Company,
- 4 24 to form local branches and committees in any part of the world,
- 4 25 to establish, support, subscribe or manage alone or jointly with any other persons or organisations, any charities or businesses,
- 4 26 to indemnify, out of the assets of the Company, every Director and officer of the Company, in respect of any liability incurred by him or her in defending any proceedings, whether civil or criminal, alleging liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and in which judgment is given in his or her favour, or in which he or she is acquitted, or in connection with any application in which relief is granted to him or her by the Court,
- 4 27 to insure, out of the assets of the Company, any Director or any officer of the Company, against any liability which may attach to him or her by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Company, and against all costs, charges, losses, expenses and liabilities incurred by him or her and for which he or she is entitled to be indemnified by the Company under clause 4 26,
- 4 28 to delegate to committees various functions of the Company,
- 4 29 to amalgamate with or support any other company or undertaking whose objects may (in the opinion of the Board) advantageously be combined with the Objects,
- 4 30 to sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, and to accept anything of value in return,

- 4 31 to protect the name "Workability International" and any other intellectual property belonging to the Company from unauthorised use, and
- 4 32 to do all or any of the things or matters permitted by this Memorandum of Association in any part of the world, and as principal, agent, contractor or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others
- 5 The income and capital of the Company must be applied solely towards the promotion of the Objects. No part of the income or capital may be paid or transferred, directly or indirectly, to the Members of the Company, whether by way of dividend or bonus or in any other way that amounts to a distribution of profit or surplus. This does not prevent the payment of
- 5 1 reasonable and proper remuneration to any employee or member of the Company in return for any services provided to the Company,
- 5 2 a reasonable rate of interest on money lent to the Company,
- 5 3 reasonable rent for property let to the Company,
- 5 5 expenses to any employee or member of the Company, or
- 5 6 premiums on the indemnity insurance referred to in clause 4 27
- 6 The liability of the Members is limited
- 7 If the Company is wound up while a person is a Member or within one year after that person ceases to be a Member, every Member of the Company will contribute such amount as may be required not exceeding £1 to the assets of the Company, for payment of the Company's debts and liabilities accrued before the Member ceases to be a Member, and of the costs and expenses of winding up, and for the adjustment of the rights of the contributories among themselves
- 8 This clause applies on the winding up or dissolution of the Company. If there is any property of the Company remaining after all the Company's debts and liabilities have been paid or satisfied, it must not be paid or transferred to any or all of the Members of the Company. Instead it must be paid or transferred to one or more companies, organisations or institutions that exist for purposes similar to the Objects, each of which has restrictions in its constitution or governing instrument on the distribution of profits and surpluses that are as least as restrictive as those in this Memorandum of Association. The companies, organisations or institutions will be nominated by the Directors of the Company and approved by the Members of the Company at or before the winding up or dissolution. If the Directors are unable to identify any similar

companies, organisations or institutions then they may pay or transfer the surplus to any charity or charities

- 9 Expressions defined in the Articles of Association have the same meanings in this Memorandum of Association

We, the persons whose names are written below, wish to be formed into a Company under this Memorandum of Association

NAMES AND ADDRESSES OF SUBSCRIBERS	SIGNATURES OF SUBSCRIBERS
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Temple Direct Limited

16 Old Bailey

London EC4M 7EG

Hugh Devlin

Director

Temple Direct Limited

Temple Secretarial Limited

16 Old Bailey

London EC4M 7EG

Craigie Pearson

Director

Temple Secretarial Limited

Witness to the above signatures

Name Christine Blackman

Address 16 Old Bailey

London

EC4M 7EG

Occupation Company Secretary

Signature Christine Blackman

Date 01/06/01

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

WORKABILITY INTERNATIONAL

(adopted by written resolution passed on 26 March 2002 as amended by written resolutions passed on 1 October 2004, 23 September 2005, 8 September 2006 and 13 September 2007, and by a special resolution passed on 23rd September 2005)

INTERPRETATION

1 In these Articles

“**AGM**” means an annual general meeting of the Company,

“**the Board**” means the board of Directors of the Company, acting collectively,

“**clear days**” in relation to a period of notice means that period excluding the day on which the notice is given or is deemed to have been given, and the day for which the notice is given or on which it is to take effect,

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

“**Director**” means a director of the Company acting individually and includes the President, the Vice-President and the Immediate Past President,

“**electronic form**” has the meaning given in section 1168 of the Companies Act 2006,

“**Eligible Organisation**” means any body corporate, unincorporated association or ministry (on a national level or with a broad view of the situation in providing jobs for disabled persons) worldwide with knowledge or experience of providing jobs for people with disabilities interested in furthering the Objects,

“**Immediate Past President**” means a President who has retired in accordance with Article 56,

“Member” or **“Full Member”** means a member of the Company for the purpose of the Act,

“Memorandum” means the memorandum of association of the Company,

“Objects” means the objects of the Company as set out in the Memorandum from time to time,

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

“President” means the person appointed to preside over meetings of the Directors,

“regional group” means a regional group determined under Article 44,

“Secretary” means any person appointed to perform the duties of the Secretary of the Company,

“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,

unless the context otherwise requires, words or expressions contained in these Articles bear the meanings given to them in the Companies Act 2006,

references in these Articles to persons include corporations, unincorporated bodies and groups of individuals

MEMBERSHIP

- 2 The Company must keep a register of Members as required by the Act The Full Members are

(a) the subscribers to the Memorandum and Articles of Association, and

(b) any body corporate, unincorporated association or ministry (on a national level) worldwide with knowledge or experience of providing jobs for people with disabilities interested in furthering the Objects, who complete an application form approved by the Board from time to time, are admitted as Members by the Board and pay an annual subscription fee as determined by the Board from time to time

- 3 Applicants for Membership may be from any country worldwide and there may be more than one Member from the same country

- 4 For the purpose of the Act, Full Membership shall be the only category of membership The Board may from time to time determine different categories of membership and may require members to complete an application form approved by

the Board and pay an annual subscription but persons admitted to those categories shall not be Members for the purposes of the Act and shall not be entered in the register of Members. The current classes of membership other than Full Members are

- (a) Associate Membership for Eligible Organisations which are not directly involved nor have knowledge in the provision of jobs for people with disabilities but whose activities influence, directly or indirectly, policies in that area,
 - (b) Special Membership for Eligible Organisations in developing countries
- 5 Membership is not transferable. No member or Members of the Company is entitled to any refund of subscription or membership fee on ceasing to be a member or Member.
- 6 A Member will cease to be a Member (and a member will cease to be a member as the case may be)
- 6.1 on giving notice to the Company,
 - 6.2 if it ceases to exist or, being a body corporate, enters into liquidation or a receiver or administrator is appointed over any of its assets,
 - 6.3 in any case, if any subscription or membership fee due to the Company remains outstanding for more than three months, or
 - 6.4 if it is removed from the Membership (or membership as applicable) by a unanimous resolution of the Board provided that 21 clear days written notice of the meeting of the Board specifying the intention to propose such resolution shall have been sent to the Member (or member as applicable) and to all Directors. The Member (or member as applicable) shall be entitled to be heard at the meeting of the Board by its authorised representative who may be accompanied by a colleague.
- 7 Each Member (and any member permitted under Article 4, being bodies corporate, unincorporated association or ministries, shall duly authorise a person to represent it at general meetings and shall notify the Secretary of the name from time to time of the duly authorised representative and contact person (if different)).

GENERAL MEETINGS

- 8 The Company must hold a general meeting in each year as its AGM, in addition to any other meetings held in that year. The interval between the date of one AGM and the date of the next must not be more than 15 months. The Board will choose the

time and place of the AGM. All general meetings of the Company other than AGMs are called Extraordinary General Meetings.

- 9 The Board may call a general meeting at any time, and must call a general meeting if it receives a requisition by the Members in accordance with the Act.
- 10 All general meetings must be called by at least 28 clear days' notice. A meeting of the Company may be called by shorter notice if it is so agreed.
 - 10.1 in the case of an AGM, by all the Members entitled to attend and vote at that meeting, and
 - 10.2 in the case of any other meeting, by Members holding at least 95% of the total voting rights at that meeting of all the Members.
- 11 The notice must specify the place, date and time of the meeting, and the general nature of all items of the business to be transacted, and must, in the case of an AGM, specify the meeting as an AGM. The text of all special, extraordinary and elective resolutions to be proposed at the meeting must be set out in the notice.
- 12 Notice must be given to the Members, to the Directors, to the auditors and to other members, but if anyone entitled to receive notice does not receive it, this does not invalidate the proceedings at the meeting if the failure to notify was accidental.

PROCEEDINGS AT GENERAL MEETINGS

- 13 A general meeting is not valid unless a quorum of Full Members is present throughout the meeting, the quorum is a quarter of the total number of Full Members currently entered in the Company's Register of Members or fifteen Full Members (whichever is greater) present.
- 14 If a quorum is not present within half an hour after the time set for the meeting, the meeting is automatically adjourned to the same day in the next week, at the same time and place, or to another day, time and place decided by the Board.
- 15 The President will preside at every general meeting of the Company. If there is no President, or if he or she is not present within fifteen minutes after the time appointed set for the meeting, or is unwilling to act, those Directors present at the meeting must elect one of themselves to preside over the meeting.
- 16 If at any general meeting no Director is willing to preside over the meeting, or if no Director is present within fifteen minutes after the time set for the meeting, the Members of the Company present must choose one of themselves to preside over the meeting.

- 17 The person presiding over the meeting may adjourn the meeting with the consent of any quorate meeting (and must if required by a simple majority of the Members present at the meeting), but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice is required of an adjourned meeting unless the meeting is adjourned for 30 days or more, in which case notice must be given as in the case of the original meeting.
- 18 At any general meeting, a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands). Subject to the Act, a poll may be demanded
- 18.1 by the person presiding over the meeting, or
- 18.2 by at least two Members present in person, or
- 18.3 by any Member present in person and representing not less than 10% of the total voting rights of all the Members having the right to vote at the meeting.

In the case of an equality of votes on any question, the person presiding over the meeting has a second or casting vote.

- 19 Unless a poll is demanded, a declaration by the person presiding over the meeting that a resolution has been carried or lost on a show of hands, whether unanimously or by a particular majority, and an entry to that effect in the minutes, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 20 The demand for a poll may be withdrawn by the person who made the demand before the poll is taken, but only with the consent of the person presiding over the meeting. The withdrawal of a demand for a poll does not invalidate the result of a show of hands declared before the demand for the poll is made.
- 21 Except as provided in Article 22, if a poll is demanded it may be taken in such manner as the person presiding over the meeting directs but the person presiding over the meeting has no authority in exercising this power to extend the poll to Members who are not present at the meeting in question. The result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.
- 22 A poll demanded on the election of a person to preside over a meeting, or on a question of adjournment of a meeting, must be taken immediately. A poll demanded on any other question may be taken at such time at the meeting as the person presiding over the meeting directs. If there is an interval before the time for closing

the poll, the meeting may deal with any business other than the business being determined by poll

VOTES OF MEMBERS

- 23 Every Full Member whose name is entered in the Company's register of Members has one vote at every general meeting. A resolution proposed at any general meeting will be approved if more than half of the votes cast at the meeting are in favour of the resolution, except where the Act or these Articles prescribes a different majority

DIRECTORS

- 24 Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company
- 25 The first Director of the Company is named in the statement submitted to the registrar of companies on incorporation of the Company. At the first AGM, all the Directors must retire from office unless the Members do not appoint or re-appoint at least three Directors at that meeting in which case they will all remain in office
- 26 Subject to Article 31 the term of appointment of a director shall be for 3 years. No director shall be eligible to serve for more than 3 terms, whether or not they are consecutive
- 27 No person may be appointed or re-appointed as a Director at any general meeting unless
- 27.1 he or she is recommended by the Directors, or
- 27.2 he or she has been nominated by a member in accordance with the procedure specified by the board from time to time

Provided that at no time shall the Board contain (apart from the Immediate Past President) more than one person nominated by or connected with the same member

- 28 No person may be appointed or re-appointed as a Director at any general meeting if
- 28.1 he or she is aged under 18, or
- 28.2 he or she would, if appointed, be disqualified under Article 33
- 29 The Company may by ordinary resolution appoint as a Director a person who is willing to act, either to fill a vacancy or as an additional Director, provided that, so far as is practicable and, subject to the provisions of these Articles other than the

President, the Vice-President, or the Immediate Past President, no more than two Directors shall be appointed from the same regional group

- 30 The Board may co-opt as a Director, either to fill a vacancy or as an additional Director, a person who is willing to act who is not necessarily connected with a particular regional group or with a developing country and who is not necessarily an employee of or otherwise connected with a Full Member and, in the case of an additional Director, who has particular expertise required by the Board
- 31 A Director co-opted by the Board under this Article will hold office only until the next following AGM. If a co-opted Director is not re-appointed at that AGM, he or she will automatically vacate office at the end of the meeting
- 32 A technical defect in the appointment of a Director does not invalidate a decision taken at a Board meeting if the Directors present were not aware of the defect at the time of the meeting
- 33 A Director will cease to be a Director if he or she
 - 33 1 resigns by giving notice to the Company (but only if at least three Directors would remain in office following the resignation),
 - 33 2 becomes bankrupt or makes any arrangement with his or her creditors, becomes incapable or of unsound mind, or is convicted of an indictable offence for which he or she is sentenced to a term of imprisonment,
 - 33 3 is removed by a simple majority of the Full Members following the procedure laid down in Section 303 of the Act,
 - 33 4 is disqualified from acting as a Director for statutory reasons,
 - 33 5 is absent without the permission of the Board from all Board meetings held within the period of one year and the Board resolve that his or her office be vacated, or
 - 33 6 not being the Vice-President, the Immediate Past President or a Director co-opted under Article 30, ceases to be employed by, or connected with, a full member
- 34 Any Director (other than an alternate Director, the President, the Vice-President or the Immediate Past President) may at any time appoint any other Director, or any other person approved by resolution of the Board and willing to act, to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him or her from office

- 35 An alternate Director shall (subject to his or her giving to the Company an address at which notices may be served upon him or her) be entitled to receive notices of all meetings of the Directors (and of all meetings of committees of which his or her appointor is a member) and to attend and vote as a Director at any such meeting at which the Director appointing him or her is not personally present, and generally to perform all the functions of his or her appointor as a Director in his or her absence
- 36 An alternate Director shall cease to be an alternate Director if his or her appointor ceases for any reason to be a Director
- 37 All appointments and removals of alternate Directors shall be effected by notice in writing signed by the Director making or revoking such appointment given to the Company at its registered office or in any other manner approved by the Board
- 38 An alternate Director may be repaid by the Company such expenses as might properly be repaid to him or her if he or she were a Director. An alternate Director shall be entitled to be indemnified by the Company to the same extent as hereinafter provided in respect of Directors
- 39 Any alternate Director shall be an officer of the Company, shall alone be responsible to the Company for his or her own acts or defaults and shall not be deemed to be the agent of or for the Directors appointing him or her
- 40 The Board has control over all the affairs and property of the Company, and may exercise all the powers of the Company, except as otherwise provided by the Memorandum of Association of the Company and these Articles, or by any Rules made pursuant to Article 76. Every Director has one vote at a Board meeting
- 41 The Board shall hold at least two ordinary meetings each year and the President or any two Directors may call a Board meeting at any other time on giving notice under Article 62 setting out the matters to be discussed. The Board may convene and regulate its meetings as it thinks fit. Questions arising at any Board meeting will be decided by a majority of votes
- 42 A Board meeting is not valid unless a quorum is present throughout the meeting. The quorum is one half of the Directors in office from time to time. Subject to the foregoing and unless otherwise determined by ordinary resolution, the number of Directors shall not be more than twenty and not less than three. In the event that there are less than three Directors in office, the quorum shall be all of the Directors then in office or one Director, whichever is the greater
- 43 The President will preside at every Board meeting. If at any Board meeting the President is not present within fifteen minutes after the time set for the start of the meeting, the Directors present must choose one of their number to be President of

the meeting. In the case of an equality of votes on any question the President has a second or casting vote.

- 44 The Board may delegate any of its powers to regional groups for geographical regions of the world determined by the Board, and to other committees consisting of such persons as the Board thinks fit. In the exercise of the delegated powers, any regional group or other committee must conform to any regulations which may be imposed by the Directors or by Rules made under Article 76 and must report fully and promptly all acts and proceedings to the Board.

INTERESTS OF DIRECTORS

- 45 A director must avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the company.

- 46 No Directors shall acquire any interest in property of the Company.

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

- 48 But if Article 49 applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

- 49 This Article applies when

49.1 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,

49.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or

49.3 the director's conflict of interest arises from a permitted cause.

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

50.1 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,

50.2 subscription, or an agreement to subscribe, for shares or other securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities, and

- 50 3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors
- 51 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting
- 52 Subject to paragraph 53, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive
- 53 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes
- 54 The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors
- 55 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

OFFICERS

- 56 The Company shall elect a President and a Vice-President at an annual general meeting for a period of three years both of whom shall be eligible for re-election for a second term, but none of whom shall serve for more than 2 terms, whether or not consecutive. The Vice-President shall be an ex officio director for the period of his time of office. On retirement notwithstanding Article 26, the Immediate Past President may remain as a member of the Board for a period of not more than 3 years or until the President retires and exercises his or her right to remain on the Board

The Company must have a Secretary who will be appointed by the Board on whatever terms the Board thinks fit. If there is no Secretary capable of acting, anything required or authorised to be done by or to the Secretary may be done by any Director authorised generally, or specially for that purpose, by the Board

ACCOUNTS

- 57 The Board shall ensure compliance with the statutory obligations of the Company in respect of the
- 57 1 keeping of accounting records of the Company,
 - 57 2 preparation of the statements of account and annual report and accounts,
 - 57 3 appointment of auditors
- 58 The annual report and accounts of the Company shall be sent to Members (and members permitted under Article 4) at the same time as the notice for the AGM and shall be presented at the AGM
- 59 At each AGM, the Board shall put forward any necessary authorisation requirements concerning the operation of the bank account of the Company

SEAL

- 60 The Company is not required to have a common seal. If the Company has a common seal, it may only be used by the authority of the Board. Every document bearing an impression of the common seal must be signed by a Director, and countersigned by the Secretary or by a second Director

NOTICES, MEETINGS AND RESOLUTIONS

- 61 The following Articles 62 to 75 apply to meetings and resolutions of, and notices given to, the Board, committees of the Board, and the Company in general meeting, and "member" means a Director, committee member, a Full Member or other member in general meeting as the context requires
- 62 Any notice to be given under these Articles must be in writing. The Company may give any notice to a member
- (a) by handing it to him or her personally,
 - (b) by sending it by post (airmail in the case of overseas members who have given no address for service within the United Kingdom) or by courier, in a prepaid envelope addressed to the member at the address shown in the Company's register of Members (deemed to have been received within seven days of posting),
 - (c) where the member has given to the Company a fax number or an electronic address to which notices may be sent, by faxing it or sending it to him or her in electronic form (such notice being deemed to have been received within five days of transmission)

- 63 A member present in person at any meeting is taken to have received notice of the meeting and, where necessary, of the purposes for which it was called
- 64 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given to a postal address Confirmation of receipt in electronic form shall be conclusive evidence that a notice was given to a facsimile number or an electronic address
- 65 Subject to the provisions of the Act (and in particular in the case of a resolution of the members to any requirement to submit the proposed resolution to the auditors), a resolution in writing signed by all the members entitled to attend and vote at a meeting is as valid and effective as if it had been passed at a meeting properly convened and held Any resolution in writing may consist of two or more documents in similar form, each signed by one or more members Digital signatures and faxed signatures will suffice for the purpose of this Article
- 66 A director entitled to attend and vote at a meeting of the Board may participate by means of a telephone conference or other facility enabling all people participating in the meeting to hear each other, and participation in a meeting in this manner is taken to be presence in person at the meeting The person presiding over a meeting where there is participation under this Article shall specify the method by which a participant in the case of a vote may indicate his or her approval or opposition to a proposed resolution
- 67 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
- (a) states the name and address of the member appointing the proxy,
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
- 68 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 69 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- 70 Unless a proxy notice indicates otherwise, it must be treated as

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself
- 71 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person
72. An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 73 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- 74 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf
- 75 The Secretary or a Director must take minutes of proceedings at all meetings, and the minutes must be authenticated and kept in accordance with the requirements of the Act

RULES

- 76 The Directors may establish Rules for any purposes required from time to time for the effective operation of the Company or the furtherance of the Objects, including the levying of annual subscriptions or membership fees, provided that if there is a conflict between the terms of these Articles or the Memorandum of Association of the Company and any Rules established under this Article, the terms of the Memorandum and Articles will prevail

INDEMNITY

- 77 Subject to the Act, but without affecting any indemnity to which he or she may otherwise be entitled, every Director and every officer of the Company, will be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, alleging liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and in which judgment is given in his or her favour, or in which he or she is

acquitted, or in connection with any application in which relief is granted to him or her by the Court

- 78 Subject to the Act, the Company may purchase and maintain for any Director or for any officer of the Company, insurance cover against any liability which may attach to him or her by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Company, and against all costs, charges, losses, expenses and liabilities incurred by him or her and for which he or she is entitled to be indemnified by the Company under Article 66

We, the persons whose names are written below, wish to be formed into a Company under these Articles of Association

NAMES AND ADDRESSES OF SUBSCRIBERS	SIGNATURES OF SUBSCRIBERS
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Temple Direct Limited

16 Old Bailey

London EC4M 7EG

Hugh Devlin

Director

Temple Direct Limited

Temple Secretarial Limited

16 Old Bailey

London EC4M 7EG

Craigie Pearson

Director

Temple Secretarial Limited

Witness to the above signatures

Name Christine Blackman

Address 16 Old Bailey

London

EC4M 7EG

Occupation Company Secretary

Signature Christine Blackman

Date 01/06/01

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

WORKABILITY INTERNATIONAL

(adopted by written resolution passed on 26 March 2002, amended by written resolution on 1 October 2004, and by special resolutions passed on 23 September 2005, 8 September 2006 13 September 2007, 8 September 2009 and 29th September 2010)