

The Companies Act 1985
PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

Film London

(Adopted by special resolution passed on 3 July 2020)

1. NAME

The company's name is "Film London" (the "Charity").

2. INTERPRETATION

2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity;

"Articles" means the Charity's Articles of Association;

"Chair" means the chairperson appointed by the Trustees in accordance with Article 15;

"Charities Acts" means the Charities Acts 1992 to 2011 including any statutory modification or re-enactment thereof for the time being;

"charity trustee" has the meaning given in section 177 of the Charities Act 2011;

"clear days" (in relation to notice given under these Articles) means a period excluding:

(a) the day on which the notice is given or deemed to be given; and

(b) the day for which it is given or on which it is to take effect;

"Commission" means the Charity Commission for England and Wales or any body which replaces it;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;

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"connected person"	means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustee's family or household or a person or body who is a business associate of the Trustee. A company with which the Trustee's only connection is an interest of no more than 1% of the voting rights and no more than 1% of the dividend rights is not to be regarded as a connected person;
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"electronic form"	means a document sent or supplied by electronic means (for example, by e-mail or fax), or by any other means while in an electronic form (for example, sending a disk by post);
"electronic means"	has the meaning given in section 1168 of the Companies Act 2006;
"executed"	includes any mode of execution;
"Members"	means those persons listed in the Charity's Register of Members;
"ordinary resolution"	means a resolution agreed by a simple majority of the Members present and voting at a general meeting or in the case of a written resolution, by Members who together hold a simple majority of the voting rights in the Charity;
"registered office"	means the registered office of the Charity;
"Retirement Meeting"	has the meaning given in Article 13.2;
"the seal"	means the common seal of the Charity (if any);
"secretary"	means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;
"special resolution"	means a resolution agreed by at least 75% of the Members present and voting at a general meeting or in the case of a written resolution, by Members who together hold at least 75% of the voting rights in the Charity;
"Trustees"	means the directors of the Charity from time to time;
the "United Kingdom"	means Great Britain and Northern Ireland;
"year"	means calendar year; and
"writing" or "written"	means printing, typewriting, lithography, photography and any other mode or modes (including electronic modes) of

representing or reproducing words in a legible and non-transitory form.

- 2.2 The Articles are to be interpreted without reference to the regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 or the model articles under the Companies Act 2006, which shall not apply to the Charity and these Articles alone shall constitute the regulations of the Charity.
- 2.3 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 2.4 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Acts but excluding any statutory modification thereof not in force when these Articles become binding on the Charity.
- 2.5 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3. REGISTERED OFFICE

The Charity's registered office is to be situated in England.

4. OBJECTS

4.1 The Charity's objects are for the public benefit to:

4.1.1 promote and advance the visual arts, most particularly the arts of film, television and the moving image, including through

- (a) the promotion of artistic and cultural excellence in the film, television and moving image industries;
- (b) the establishment and preservation of collections reflecting the film, television and moving image history and heritage of London and Great Britain; and
- (c) facilitating the creation of audio-visual content of artistic merit in film, television and moving image content by reference to the culture, history and heritage of London and Great Britain;

4.1.2 provide education and training in the art and production of film, television and the moving image, including through:

- (a) the cultivation and improvement of public taste in film, television and the moving image;
- (b) the encouragement of innovative and creative production work in film, television and the moving image; and
- (c) the promotion of a high standard of artistry, creativity and technique in persons involved in the production of film, television and the moving image.

5. POWERS

The Charity has power to do anything within the law which promotes or helps to promote its Objects or is conducive or incidental to doing so.

6. MEMBERS

6.1 The Charity must maintain a register of Members (the “**Register of Members**”).

6.2 The Members of the Charity shall be its Trustees for the time being. The only persons eligible to be Members of the Charity are its Trustees.

6.3 Unless the Trustees otherwise determine by ordinary resolution, a person is deemed to have applied for membership of the Charity, and that application is deemed to have been accepted by the Trustees, upon the appointment of that person as a Trustee without any further formality (including, without limitation, signing the Register of Members or applying or consenting in writing to become a Member).

6.4 A Member may not transfer his membership to any other person.

6.5 Unless the Trustees resolve otherwise, membership is terminated if the Member concerned:

6.5.1 gives 7 clear days’ written notice of resignation of membership to the Charity unless, after the resignation, there would be less than two Members;

6.5.2 dies;

6.5.3 is removed from membership by resolution of the Trustees that it is in the best interests of the Charity that the relevant person’s membership is terminated, provided that the Trustees must give the Member not less than 21 clear days’ notice of their intention to consider the resolution and the reasons why the resolution has been proposed and invite the Member (or at the Member’s option, a representative of the Member) to submit written representations before a decision is made; or

6.5.4 ceases to be a Trustee.

6.6 Members must annually:

6.6.1 receive the accounts of the Charity for the previous financial year;

6.6.2 receive a written report on the Charity’s activities; and

6.6.3 appoint reporting accountants or auditors for the Charity.

7. GENERAL MEETINGS

7.1 The Charity may (but need not) 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 notice calling it. Any annual general meeting shall be held at such time and place as the Trustees shall appoint.

7.2 The Trustees may call general meetings.

7.3 If at any time there are not within the United Kingdom sufficient Trustees capable of acting to form a quorum, any Trustee or any two Members may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Trustees.

7.4 Members are entitled to attend general meetings in person or by proxy in accordance with the Articles.

8. NOTICE OF GENERAL MEETINGS

8.1 All general meetings and annual general meetings shall be called by at least fourteen (14) clear days' notice.

8.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice should also contain a statement setting out the rights of the Members to appoint a proxy under section 324 Companies Act 2006 and Article 11.

8.3 Notwithstanding the foregoing provisions of these Articles, a general meeting may be called by shorter notice if so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.

8.4 Subject to the provisions of these Articles notice of general meetings shall be given to all Members, to all Trustees and to the auditors.

8.5 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.

9. PROCEEDINGS AT GENERAL MEETINGS

9.1 No business shall be transacted at any general meeting unless a quorum of members is present.

9.2 Three persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member, shall be a quorum save that if and for so long as the Charity has only one person as a Member, one Member present in person or by proxy shall be quorum.

9.3 If within half an hour from the time appointed for the general meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the general meeting 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 Trustees may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the Member or Members present in person or by proxy and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

9.4 The Chair shall preside as chairperson at every general meeting or if there is no such Chair, 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 Trustees present shall elect one of their number to be chairperson of the meeting.

9.5 If at any meeting no Trustee is willing to act as chairperson or if no Trustee is present within fifteen minutes after the time appointed for holding the general meeting, the Members present shall choose one of their number to be chairperson of the meeting.

9.6 A Trustee shall be entitled to attend and speak at any general meeting.

- 9.7 The chairperson 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 and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken 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 adjournment or of the business to be transacted at an adjourned meeting.
- 9.8 A resolution in writing or in electronic form agreed by Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be valid and effective as if the same had been passed at a general meeting of the Charity duly convened provided that:
- 9.8.1 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and
- 9.8.2 it is contained in an authenticated document which has been received at the Charity's registered office or such other address (whether in electronic form or not) as shall be specified when the resolution is circulated within the period of 28 days beginning with the circulation date.
- 9.9 A resolution in writing or in electronic form may comprise several copies to which one or more Members have signified their agreement.
10. **VOTES OF MEMBERS**
- 10.1 Every Member shall have one vote on each issue at general meetings.
- 10.2 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded by the chairperson of the meeting or by any person present at the meeting and entitled to vote (whether as a Member or a proxy for a Member).
- 10.3 If a poll is demanded in accordance with Article 10.2 it shall be conducted in such manner as the chairperson of the meeting may direct and the result of the poll shall be declared at the meeting at which the poll was demanded.
- 10.4 In case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall not be entitled to a casting vote.
- 10.5 Except where otherwise provided by the Articles or the Companies Acts, every issue is to be decided by ordinary resolution.
11. **PROXIES**
- 11.1 A Member shall not be entitled to appoint more than one proxy to attend on the same occasion. Any such proxy shall be entitled to cast the votes to which he is entitled in different ways.
- 11.2 A Member who wishes to appoint a proxy to vote on his behalf at any meeting (or adjourned meeting) shall lodge with the Charity, at the registered office, not less than 48 hours before the time for holding the meeting (or, as the case may be, the adjourned meeting) a written instrument of proxy (in such form as the Trustees may from time to time require) signed by him. An instrument of proxy which does not conform with the preceding provisions or which is not lodged in accordance with such provisions shall be invalid.

- 11.3 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.
- 11.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 11.4.1 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
 - 11.4.2 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.
- 11.5 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll vote.
- 11.6 A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office or at such other place at which the instrument of proxy was duly deposited before commencement of the meeting or adjourned meeting at which the vote is given or the ballot demanded.
- 11.7 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.

12. LIMITED LIABILITY

- 12.1 The liability of the Members is limited.
- 12.2 Every Member of the Charity undertakes to contribute such amount as may be required (not exceeding £1.00) to the Charity's assets if it should be wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the Charity's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

13. BOARD OF TRUSTEES

- 13.1 Any individual who has signed a written declaration of willingness to act as a Trustee shall be entitled to serve as a Trustee.
- 13.2 One Trustees' meeting in each year shall be designated as the meeting at which Trustees shall retire from office in accordance with Articles 13.3 or 13.4 ("**Retirement Meeting**"). Any Trustees' meeting in the calendar year may be designated as the Retirement Meeting and if a Trustee is required to retire at a Retirement Meeting the retirement shall take effect upon the conclusion of the meeting.
- 13.3 Each Trustee for the time being shall retire from office at the first Retirement Meeting held after the completion of his third year in office. Such Trustees will be entitled to submit themselves for re-election and, if the total number of those putting themselves forward is fewer than any limit on the available places under Article 14, shall be deemed to be re-elected unless opposed.
- 13.4 Each Trustee for the time being shall retire from office at the first Retirement Meeting held after the completion of his sixth year in office and any Trustee so retiring shall not be capable of re-election unless otherwise determined by a resolution of the Trustees to be in the best interests of the Charity due to special circumstances existing at that particular point in time that any such Trustee shall be capable of re-election for one or more additional years in office. Any resolution

of the Trustees passed under this Article 13.4 shall specify the Retirement Meeting at which such Trustee shall be required to retire and such Trustee shall not be capable of re-election at the Retirement Meeting so specified.

13.5 No person other than a retiring Trustee may be appointed a Trustee at any meeting unless:

13.5.1 he or she is recommended for election by the Trustees; or

13.5.2 not less than fourteen (14) nor more than thirty five (35) clear days before the date of the meeting, the Charity is given a notice that:

- (a) is signed by a Member entitled to vote at the meeting;
- (b) states the Member's intention to propose the appointment of a person as a Trustee;
- (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
- (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

14. NUMBER OF TRUSTEES

Unless otherwise determined by the Trustees for the time being, there shall be no maximum number of Trustees. The minimum number of Trustees shall be five unless otherwise determined by the Trustees for the time being.

15. APPOINTMENT OF CHAIR

The Trustees may from time to time resolve that a chairperson should be appointed in which case they shall make a recommendation to the Members and the appointment shall be made if a majority in number of the Members approve the recommendation either in writing or by way of an ordinary resolution passed at a general meeting, and on such terms as the Members may approve.

16. POWERS OF TRUSTEES

16.1 Subject to the provisions of the Companies Acts, the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Trustees who may exercise all powers of the Charity. No alteration of the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article 16.1 shall not be limited by any special power given to the Trustees by these Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

16.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Charity, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Trustees shall from time to time by resolution determine.

17. DELEGATION OF TRUSTEES' POWERS

17.1 The Trustees may establish one or more committees as they think fit.

17.2 The Trustees may appoint to such committees any person as they may determine provided that at least one Trustee must be appointed to each such committee.

17.3 The Trustees may delegate any of their powers to any such committee. Any such delegation may be made subject to any conditions the Trustees may impose and may be collateral to their own powers and may be revoked or altered. Subject to any such conditions the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Trustees so far as they are capable of applying.

18. DISQUALIFICATION AND REMOVAL OF TRUSTEES

18.1 The office of a Trustee shall be vacated if:

18.1.1 he ceases to be a Trustee by virtue of any provision of the Companies Acts or these Articles or he becomes prohibited by law from being a company director; or

18.1.2 he is disqualified under the Charities Act from acting as a charity trustee; or

18.1.3 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

18.1.4 he is, or may be, suffering from mental disorder and either:

(a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

(b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

18.1.5 he resigns his office by notice to the Charity; or

18.1.6 he is removed from office by ordinary resolution (of which special notice has been given) pursuant to section 312 of the Companies Act 2006 (including any statutory modification or re-enactment thereof for the time being in force); or

18.1.7 he fails to attend three or more meetings of the Trustees in any twelve month period and the Trustees resolve that his office be vacated.

19. PROCEEDINGS OF THE TRUSTEES

19.1 Subject to the provisions of these Articles, the Trustees may regulate their meetings, as they think fit.

19.2 All Trustees hereby waive any right they may have for compensation for loss of office as a Trustee or as a result of removal as a Trustee for any reason, including, without limitation, because they have ceased to be a Member.

19.3 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting of Trustees.

19.4 A Trustee, may, and the secretary at the request of a Trustee shall, call a meeting of the Trustees.

- 19.5 Notice of every meeting of the Trustees shall be given to each Trustee, including Trustees who may for the time being be absent from the United Kingdom and have given the Charity an address within the United Kingdom or an electronic mail address for service.
- 19.6 Any Trustee may participate in a meeting of the Trustees or a committee constituted pursuant to Article 17 of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Companies Acts, 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 chairperson of the meeting then is.
- 19.7 The quorum for the transaction of the business of the Trustees shall be three Trustees or such other number as the majority of the Trustees in number shall from time to time by resolution determine.
- 19.8 The Trustees or a sole Trustee may act notwithstanding any vacancies in their number but, if the number of Trustees is less than the number fixed as the quorum, they may act only for the purpose of filling vacancies, or of calling a general meeting.
- 19.9 The Chair shall act as chairperson of the board of Trustees provided that if there is no Trustee holding the office of Chair or the Chair is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairperson of the meeting.
- 19.10 Questions arising at a meeting of the Trustees shall be decided by a majority of votes.
- 19.11 In the case of an equality of votes at a meeting of the Trustees the chairperson of the meeting shall be entitled to a casting vote.
- 19.12 All acts done by any meeting of the Trustees or of a committee constituted pursuant to Article 17, or by any person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Trustee or person acting as aforesaid, or that they or any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- 19.13 A resolution in writing or in electronic form agreed by a simple majority of all the Trustees entitled to receive notice of a meeting of Trustees or of a committee constituted pursuant to Article 17 and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee constituted pursuant to Article 17 duly convened and held provided that:
- 19.13.1 a copy of the resolution is sent or submitted to all the Trustees (or members of the committee) eligible to vote; and
- 19.13.2 a simple majority of Trustees (or members of the committee) has signified its agreement to the resolution in an authenticated document or documents (whether in electronic form or not) which are received at the registered office or such other address as shall be specified when the resolution is circulated.
- 19.14 A resolution in writing or in electronic form may comprise several documents containing the same text of the resolution to each of which one or more Trustees (or members of a committee constituted pursuant to Article 17) has signified their agreement.

19.15 The Trustees shall be entitled to allow any person to attend and speak (but not vote) at any meeting of the Trustees.

19.16 Any person attending a meeting of the Trustees in accordance with Article 19.15 shall not be entitled to exercise any of the powers of a Trustee and shall not be deemed to constitute a Trustee for the purposes of the Companies Acts or any provision of these Articles.

20. VALIDITY OF TRUSTEES' DECISIONS

20.1 Subject to Article 20.2, all acts done by a meeting of Trustees, or committee constituted pursuant to Article 17, shall be valid notwithstanding the participation in any vote of a Trustee:

20.1.1 who was disqualified from holding office;

20.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
or

20.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if without:

(a) the vote of that Trustee; and

(b) that Trustee being counted in the quorum;

the decision has been made by a majority of the Trustees at a quorate meeting.

20.2 Article 20.1 does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee constituted pursuant to Article 17 if, but for Article 20.1, the resolution would have been void, or if the Trustee has not complied with Article 20.2.

21. BENEFITS AND CONFLICTS

21.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects, provided that nothing herein shall prevent any payment or provision of any financial benefit in good faith by the Charity:

21.1.1 where the payment or benefit is reasonable and proper remuneration to any Member, officer or servant of the Charity (not being a Trustee of the Charity) for any services rendered to the Charity; or

21.1.2 to a Trustee if the transaction, payment or benefit is permitted by this Article 20.2.

21.2 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Charity.

21.3 A Trustee or connected person may:

21.3.1 receive a benefit from the Charity in the capacity of a beneficiary of the Charity on the same terms as any other beneficiaries;

21.3.2 receive interest on money lent to the Charity at a reasonable and proper rate;

- 21.3.3 receive rent for premises let by the Trustee or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper;
 - 21.3.4 take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public;
 - 21.3.5 enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011 (including any statutory modification or re-enactment thereof for the time being in force) and any other relevant statutory requirements;
 - 21.3.6 be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity; or
 - 21.3.7 receive other payments or benefits subject to the prior written consent of the Charity Commission or any other equivalent regulatory body as may be required.
- 21.4 A Trustee may benefit from indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011 (including any statutory modification or re-enactment thereof for the time being in force) and any other relevant statutory requirements.
- 21.5 Subject to the requirements of section 177 of the Companies Act 2006 (including any statutory modification or re-enactment thereof for the time being in force) and any other relevant statutory requirements, a Trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Trustee or connected person provided that:
- 21.5.1 the Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier;
 - 21.5.2 the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question and it is set out in an agreement in writing; and
 - 21.5.3 a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by this Article 21.5.
- 21.6 No Trustee or connected person may be employed by, receive any remuneration from or receive any other financial benefit from the Charity except where permitted by this Article 21.6 or in accordance with any other relevant statutory requirements.
- 21.7 If a Trustee is in any way directly or indirectly interested in a subsisting or proposed transaction or arrangement with the Charity then he must declare the nature and extent of that interest to the other directors and the provisions of sections 177 and 182 of the 2006 Act shall apply (or any statutory re-enactment or modification of those provisions).
- 21.8 A Trustee must not vote on any decision where that Trustee has, or could have, a direct or indirect interest that conflicts, or may conflict, with the interests of the Charity. In the event that a Trustee does vote on such a matter, that vote shall not be counted. The chairman may require any Trustee with such a conflict either to leave the meeting during the item of business to which the conflict relates or not to participate in all or part of the discussion of the matter concerned.

- 21.9 In the event that a Trustee has, or could have, a direct or indirect interest that conflicts, or may conflict, with the interests of the Charity the Trustees not so conflicted shall have the power to authorise such conflict, provided that the conflicted Trustee does not vote on such matter and is not counted when considering whether a quorum of Trustees is present at the meeting at which such matter is considered.
- 21.10 Where any authorisation under Article 21.9 is being given by written resolution, any approval of the resolution by a conflicted trustee shall be disregarded in determining whether the resolution has been passed.
- 21.11 In this Article 20.2 “**Charity**” shall include any company in which the Charity:
- 21.11.1 holds more than 50% of the shares; or
 - 21.11.2 controls more than 50% of the voting rights attached to the shares; or
 - 21.11.3 has the right to appoint one or more Trustees to the board of the company.
- 21.12 This Article 20.2 may be amended by special resolution; but where the result would be to permit any material benefit to a Trustee or connected person, only with the prior written consent of the Commission.

22. RULES OR BYE-LAWS

- 22.1 The Trustees may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper management of the Charity and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye-laws regulate:
- 22.1.1 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - 22.1.2 the procedure at meetings of the Trustees and committees constituted pursuant to Article 17 in so far as such procedure is not regulated by these Articles;
 - 22.1.3 and, generally, all such matters as are commonly the subject matter of such rules,
- provided, nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in these Articles.
- 22.2 The Charity shall have the power to alter or repeat the rules or bye-laws referred to in Article 22.1 and to make additions thereto. The Trustees shall adopt such means as they deem sufficient to bring to the notice of Members all such rules or bye-laws made pursuant to this Article 22 which, so long as they shall be in force, shall be binding on all Members.

23. SECRETARY

- 23.1 Subject to the provisions of the Companies Acts, a secretary may be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
- provided always that no Trustee may hold office as secretary where such office is remunerated.
- 23.2 A provision of the Companies Acts or these Articles requiring or authorising a thing to be done by or to a Trustee and the secretary shall not be satisfied by its being done or by or to the same person acting both as Trustee and as, or in place of, the secretary.

24. MINUTES

24.1 The Trustees shall cause minutes to be made in books kept for the purposes:

24.1.1 of recording the names and addresses of all Members; and

24.1.2 of all appointments of officers made by the Trustees; and

24.1.3 of all proceedings at meetings of the Charity and of the Trustees and of committees constituted pursuant to Article 17 which is comprised entirely of Trustees and Members (as appropriate) present at each such meeting.

25. THE SEAL

If the Charity has a seal it shall only be used with the authority of the Trustees or of a committee constituted pursuant to Article 17 which is comprised entirely of Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one Trustee and by the secretary or another Trustee.

26. ACCOUNTS

26.1 The Trustees must comply with the requirements of the Companies Acts and of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including:

26.1.1 annual returns;

26.1.2 annual reports; and

26.1.3 annual statements of account.

26.2 The Trustees must also keep records of:

26.2.1 all proceedings at meetings of the Trustees;

26.2.2 all resolutions in writing;

26.2.3 all reports of committees; and

26.2.4 all professional advice obtained.

27. Accounting records relating to the Charity shall be kept at the registered office of the Charity or, subject to the Companies Acts, such other place or places as the Trustees think fit, and shall be made available for inspection by any Trustee at any time during normal office hours.

28. A copy of the Charity's constitution and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Charity's reasonable costs.

29. NOTICES

- 29.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
- 29.2 The Charity may give notice to a Member either personally or by sending it by facsimile, electronic mail or first class post in a pre-paid envelope addressed to the Member at his registered address or by leaving it at that address, or (if he has no registered address within the United Kingdom) to or at the address, if any, within the United Kingdom supplied by him to the Charity for the giving of notices to him, but otherwise, no such Member shall be entitled to receive any notice from the Charity.
- 29.3 Where a notice is sent by first class post, proof of the notice having being posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted. Where a notice is sent by facsimile or electronic mail, a docket reporting successful transmission shall be conclusive evidence that the notice was given and the notice shall be deemed to have been given at the time of transmission.
- 29.4 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Charity is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all Members entitled thereto at noon on the day when the advertisement appears, In any such case the Charity shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.
- 29.5 A document or information including notices of general meetings may only be sent by the Charity by electronic form in accordance with the provisions of the Companies Acts to a Member who has agreed that the document or information may be sent by those means and who has provided an address for that purpose.

30. INDEMNITY

- 30.1 The Charity may indemnify a Relevant Trustee against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 30.2 The Charity may indemnify an auditor against any liability incurred by him or her or it:
- (c) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or
 - (d) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.
- 30.3 In this Article a “**Relevant Trustee**” means any Trustee or former Trustee of the Charity.

31. DISSOLUTION

If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other charitable institution or

institutions having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charity under or by virtue of these Articles, such institution or institutions to be determined by the Members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

Our Ref: 548/322312/1
Your Ref:

Harbottle & Lewis

Harbottle & Lewis LLP
7 Savoy Court
London
WC2R 0EX

The Registrar
Companies House
Crown Way
Cardiff
CF14 3UZ

T +44 (0)20 7667 5000
www.harbottle.com

10 July 2020

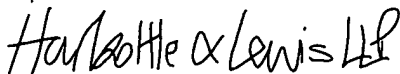
Dear Registrar

Metis Labs Limited (Company No. 10774987)

Please find enclosed the written resolution pursuant to section 551 of the Companies Act 2006 for filing in respect of the above named company.

Should you have any questions, please do not hesitate to contact Katerina Capras at katerina.capras@harbottle.com or on 020 7667 5000.

Yours sincerely



Harbottle & Lewis LLP

15713246-1

Harbottle & Lewis LLP is a limited liability partnership registered in England (registered number OC304954) and is authorised and regulated by the Solicitors Regulation Authority. A list of members' names and their professional qualifications may be inspected at our registered office, 7 Savoy Court, London WC2R 0EX, England. Any reference to a Partner in relation to Harbottle & Lewis LLP means a member, consultant or employee with equivalent standing or qualifications.

NOTES

- (a) If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by either sending it by post to the Company's registered office or by hand delivering the signed copy to any one of the Company's directors or by emailing the signed copy to [REDACTED]. 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.
- (b) Once you have indicated your agreement to the Resolution and returned it to us, you may not revoke your agreement.
- (c) Unless, by 28 days from the date of circulation given on page 1 of this document, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before close of business on this date.
- (d) If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Company Number: 10774987

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

METIS LABS LIMITED
(the Company)

PURSUANT TO PART 13, CHAPTER 2 OF THE COMPANIES ACT 2006

Date of circulation: 6/5/2020 2020

WRITTEN RESOLUTION

We, the undersigned, being members of the Company holding over 50% of the total voting rights of the Company who, at the date of this resolution (**Resolution**) would be entitled to attend and vote at a general meeting of the Company HEREBY PASS the Resolution as an ordinary resolution and agree that the Resolution shall, for all purposes, be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held:

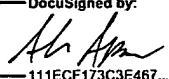
ORDINARY RESOLUTION

THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares of any class in the Company or grant rights to subscribe for or to convert any security into shares of any class in the Company up to an aggregate nominal amount of £1,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date that is five years from the date of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require such shares to be allotted or rights to be granted and the Directors may allot such shares or grant such rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

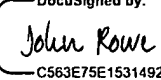
The authority conferred by this Resolution shall be in addition to (and not in place of) any existing authorities to allot shares conferred on the Directors which shall remain in full force and effect.

AGREEMENT

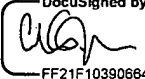
Please read the notes at the end of this document before signifying your agreement to the above Resolution.

DocuSigned by:

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Alexander Appelbe

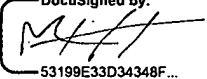
6/5/2020
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Date

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Authorised signatories
for and on behalf of
**AI Seed (acting by both AI Seed Nominees
Limited as AI Seed nominee holder and SFC
Capital Partners Ltd as AI Seed Principal)**

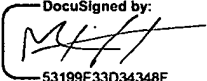
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Charles Jolley
as trustee of the
Charles Jolley 2017 Living Trust

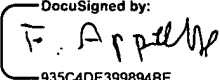
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Date

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Authorised signatory
for and on behalf of
Entrepreneur First L.P.

6/5/2020
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Date

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Authorised signatory
for and on behalf of
Entrepreneur First Next Stage L.P.

6/5/2020
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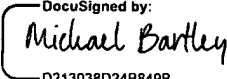
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Felix Appelbe

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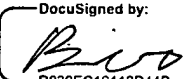
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Mark Hardy


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Michael Bartley

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Mohammad Bashir Beikzadeh

6/4/2020
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Date

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6/5/2020

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Stephen Churchhouse

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Date

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6/5/2020

.....
Authorised signatory
for and on behalf of
Speed Invest II EuVECA
GmbH & Co KG

.....
Date

NOTES

- (a) If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by either sending it by post to the Company's registered office or by hand delivering the signed copy to any one of the Company's directors or by emailing the signed copy to [REDACTED]. 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.
- (b) Once you have indicated your agreement to the Resolution and returned it to us, you may not revoke your agreement.
- (c) Unless, by 28 days from the date of circulation given on page 1 of this document, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before close of business on this date.
- (d) If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.