

THE COMPANIES ACT 1985

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

- of -

ANDREW DAVID ASSOCIATES LTD

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1 **Preliminary**

1 1 The Regulations contained or incorporated in Table A of the 1985 Companies (Tables A to F) (Amendment) Regulations 2007 ("Table A"), other than Regulations 40 and 41, 76, 78, 79, 87, 94, 95 and 118 shall, subject to the modifications set out below, apply to the Company and together with the regulations set out below, shall constitute the Articles of Association of the Company

1 2 In these Articles unless the context otherwise requires

"Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006(a) for the time being in force,

"these Articles" means these Articles of Association in their present form or as amended from time to time in accordance with the Act,

"Member" means a member of the Company,

"Secretary" means any person qualified in accordance with the Act and appointed by the directors to perform any of the duties of the Company Secretary including a joint, temporary or assistant secretary,

"shares" means shares of any class in the capital of the Company, and

other words and expressions which are defined in the Act or Table A have the same meanings when used in these Articles and reference to "Regulations" means the regulations contained in Table A

1 3 In Regulation 1 of Table A

- (1) the words "and in the articles adopting them" shall be inserted after the word "regulations",
- (2) the sentence "Any reference to any statutory provision shall be deemed to include a reference to each statutory amendment, modification, re-enactment and extension of that provision in force at the relevant time" shall be added at the end of that Regulation, and
- (3) "execution" includes both signature under hand and execution under seal The Company may execute any documents required by the Regulations to be under seal in accordance with section 36A of the Act and the Regulations shall be modified accordingly



## ANDREW DAVID ASSOCIATES LTD

### **Private Company**

The Company is a private company

### **Share Capital**

The authorised share capital of the Company at the date of incorporation of the Company is £1,000 divided into the following

- 200 Ordinary shares of £1 each,
- 400 Ordinary A shares of £1 each,
- 400 Ordinary B shares of £1 each

The 'A' Ordinary, 'B' Ordinary and Ordinary Shares shall constitute separate classes of Shares and be subject to the provisions hereinafter

The 'A' Ordinary and 'B' Ordinary Shares shall rank *pari passu* in all respects save that dividends may be paid at different rates on each class of share and dividends may be paid on one or more classes of share but not on the others

The Ordinary Shares, which at the date hereof are all unissued, shall not carry any rights for the holders until the shares are issued and the Members resolve to amend the rights attached to the Ordinary Shares

### **Allotment of Shares**

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, all shares shall be issued to the persons, on the terms and conditions and with the rights, priorities, privileges or restrictions in each case as provided in the resolution creating or issuing the relevant shares and/or effecting the relevant increase in the authorised share capital of the Company. In the absence of any such provision, all shares whether forming part of the existing or any increased capital shall be at the disposal of the directors who may issue them, subject to section 80 of the Act, to such persons at such times and generally on such terms and conditions and with such rights, priorities, privileges or restrictions as they may think fit. Accordingly, and in accordance with section 91 of the Act, sections 89(1) and 90(1) - (6) inclusive of the Act shall not apply to the Company

No shares shall be issued to any infant, bankrupt or person suffering from mental disorder (as that expression is used in Regulation 81(c))

### **Lien**

The lien conferred by Regulation 8 shall extend also to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company, (whether solely or jointly with any other person and whether he shall be the sole registered holder of the relevant share or shall be one of several joint holders) and shall be a first and paramount lien for all monies and liabilities owed to the Company whether presently due and payable or not

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**Forfeiture**

The liability of any Member in default of payment of a call shall, if the directors so direct, also include any costs and expenses suffered or incurred by the Company in respect of that non payment Regulations 18 and 21 shall be amended accordingly

**Transfer of Shares**

The directors may, in their absolute discretion and without giving any reason, refuse to register any transfer of any share whether or not it is a fully paid share For the purposes of these Articles the expression "transfer" includes the renunciation of any allotment of shares or of any rights to subscribe for or receive an allotment of shares The first sentence of Regulation 24 shall be modified accordingly

**Transmission of Shares**

The directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder of that share to elect either to be registered himself in respect of the share or to transfer the share If that notice is not complied with within 30 days of the date of that notice the directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share until the requirements of that notice have been complied with Regulation 31 shall be modified accordingly

**General Meetings**

No business shall be transacted at any general meeting unless a quorum is present Subject to Article 9 2

- (a) Two persons entitled to vote on the business to be transacted each being a Member, or a proxy for a Member, or a duly authorised representative of a corporate Member, shall be a quorum, and
- (b) If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting if convened on the requisition of Members shall be dissolved In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved

The following provisions of this Article apply if and so long as the Company has only a single Member

- (a) That Member shall be entitled at any time to call a general meeting,
- (b) The quorum at any such meeting shall be one person being the Member, or a proxy for the Member, or a duly authorised representative of a sole corporate Member,
- (c) The provisions of Article 9 1 as to adjournment shall not apply and, if within half an hour from the time appointed for the meeting such a quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting shall be dissolved and shall not be adjourned, and
- (d) If the single Member takes any decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting, the single Member shall (unless the decision is taken by way of a written resolution) provide the Company with a written record of that decision (but failure to do so shall not affect the validity of the relevant decision)

Regulation 37 shall be modified by the deletion of its second sentence

At any general meeting of the Company, a poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting Sub paragraphs (b), (c) and (d) of Regulation 46 shall be modified accordingly

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10 **Appointment and Removal of Directors**

- 10 1 Unless otherwise determined by ordinary resolution the minimum number of directors shall be one and a sole director shall have and exercise all the powers, duties and discretions conferred on or vested in the directors by these Articles Regulations 64 and 89 shall be modified accordingly
- 10 2 Subject as otherwise provided by these Articles, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director
- 10 3 The directors may also appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these Articles as the maximum number of directors
- 10 4 In addition and without prejudice to the provisions of sections 168 and 169 of the Act, the Company may by ordinary resolution remove any director before the expiry of his period of office and may, if thought fit, by ordinary resolution appoint another person in his place Removal of a director in accordance with this Article shall be without prejudice to any claim that director may have for damages for breach of any contract between him and the Company

11 **Powers and Proceedings of Directors**

- 11 1 Any director or member of a committee of the directors may participate in a meeting of the directors or that committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other Participation in a meeting in this manner shall be deemed to constitute presence in person at that meeting
- 11 2 Subject to the Act, a director may vote at a meeting of directors or of a committee of directors (and may be counted in the quorum present at any such meeting) on any resolution concerning any matter in which he has, directly or indirectly, an interest which conflicts or may conflict with the interests of the Company provided that at or prior to that meeting he complies in respect of every such matter with the disclosure provisions of section 317 of the Act Compliance with section 317 of the Act shall be sufficient disclosure by a director for the purpose of Regulations 85 and 86
- 11 3 The directors may exercise all the powers of the Company conferred by the Memorandum to pay and/or provide pensions, annuities, gratuities, superannuation and other allowances, benefits, advantages, facilities and services both for persons who are or have been directors of, or who are or have been employed by, the Company or by any subsidiary or associated company of the Company and their dependants and relatives and the directors are entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers Regulation 87 shall not apply to the Company
- 11 4 The directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by resolution of the directors and the directors (including alternate directors) shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties Regulations 82, 83 and 84 shall be amended accordingly
- 11 5 Any director who, by request of the directors, performs special services for any purpose of the Company which in the opinion of the directors is outside the normal scope of that director's duties shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the directors may determine, which shall be charged as part of the Company's ordinary revenue expenses

12 **Alternate Directors**

- 12 1 The following provisions apply to the Company by way of variation of Regulations 65 to 69 inclusive

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- (a) The appointment of an alternate director shall automatically terminate on the happening of any event which, if he were a director, would cause him to vacate the office of director or if his appointment ceases for any reason to be a director otherwise than by retiring and being re appointed at the same Meeting,
- (b) The Company shall reimburse each alternate director for all expenses which would properly be repaid to him if he had been a director,
- (c) An alternate director shall be entitled to be indemnified by the Company to the same extent as if he were a director, and
- (d) A director or any other person may act as alternate director to represent more than one director. An alternate director shall be entitled at Meetings of the directors or any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director. Regulation 88 shall be modified accordingly

### 13 Rights of Majority Shareholder(s)

- 13 1 (a) The holder or holders of a majority in nominal value of that part of the issued share capital of the Company which confers the right for the time being to attend and vote at all general meetings of the Company (the "Majority Shareholder(s)") shall have power at any time from time to time (by notice in writing to the Company signed by or on behalf of the Majority Shareholder(s) and left at or sent by recorded delivery post, or by international recorded post if overseas, to the registered office of the Company) to appoint any person to be a director of the Company but so that the total number of directors shall not at any time exceed any maximum number which may be fixed in accordance with these Articles
- (b) In addition and without prejudice to the provisions of section 168 of the Act, the Majority Shareholder(s) shall have power at any time from time to time (by notice in writing to the Company and to the director concerned signed by or on behalf of the Majority Shareholder(s) and left at or sent by recorded delivery post, or by international recorded post if overseas, to the registered office of the Company) to remove any director before the expiry of his period of office. Such removal shall be without prejudice to any claim that director may have for damages for breach of any contract between him and the Company
- (c) The notices to be given under paragraphs (a) or (b) above may consist of several documents which together achieve the required majority

### 14 Notices

- 14 1 Any notice to be given to or by any person for the purposes of these Articles shall be in writing except that a notice to a director need not be in writing
- 14 2 In Regulation 112 the words "first class" shall be inserted before the words "post in a prepaid envelope". The provisions of Regulation 112 as so varied shall (with only the necessary changes) apply also to written notices to directors
- 14 3 Where a notice is sent by first class post, service of the notice shall be deemed to be effected by properly addressing, pre paying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting 24 hours after the letter containing the notice of meeting is posted. A notice sent by electronic communication shall be deemed to be given at the time it is transmitted to the person to whom it is addressed

### 15 Indemnity

- 15 1 To the fullest extent permitted by law

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- (a) every director, alternate director, secretary or other officer of the Company or of any other company which is a subsidiary of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, damages and liabilities incurred by him in the actual or purported execution or discharge of his duties or exercise of his powers or otherwise in relation thereto, including (without limitation) any liability incurred in defending any proceedings (whether civil or criminal) which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company or of any other company which is a subsidiary of the Company, but in each case without prejudice to any indemnity to which he may be otherwise entitled,
- (b) the Directors may authorise loans by the Company to any director, alternate director, secretary or other officer of the Company or of any other company which is a subsidiary of the Company for the purposes of meeting any liability incurred in defending any proceedings referred to in Article 15 1(a) above, and
- (c) the Directors may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a director or other officer or employee of the Company or of any other company which is a subsidiary of the Company indemnifying that person against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer or employee

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NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBERS

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Director

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Dated this 8th February 2008

Witness to the above signatures

Name  
Address