FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **9012603**

The Registrar of Companies for England and Wales, hereby certifies that

THE OPENFOAM FOUNDATION LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House on **25th April 2014**

N090126038

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

000145/100

In accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company

SAME DAY

000145/100

Companies House

A fee is payable with this form
Please see 'How to pay' on the last page.

✓ **What this form is for**
You may use this form to register a private or public company.

✗ **What this form is NO**
You cannot use this fo
a limited liability partn
this, please use form L

FRIDAY

L36KRLNM
LD1 25/04/2014 #5
COMPANIES HOUSE

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCHeck service and select the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company name in full ❶: THE OPENFOAM FOUNDATION LIMITED

For official use: 9012408

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

❶ **Duplicate names**
Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information on this is available in our guidance booklet GP1 at www.companieshouse.gov.uk

A2 Company name restrictions ❷

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response

❷ **Company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in our guidance booklet GP1 at www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ❸

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative

❸ **Name ending exemption**
Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this. For more details, please go to our website www.companieshouse.gov.uk

A4 Company type ❹

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)*

☐ Public limited by shares
☐ Private limited by shares
☑ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

❹ **Company type**
If you are unsure of your company's type, please go to our website. www.companieshouse.gov.uk

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A5 Situation of registered office ●

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- [x] England and Wales
- [ ] Wales
- [ ] Scotland
- [ ] Northern Ireland

● Registered office
Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6 Registered office address ●

Please give the registered office address of your company

Building name/number	C/O OPENCFD LIMITED
Street	THE ATRIUM
	100 THE RING
Post town	BRACKNELL
County/Region	BERKSHIRE
Postcode	RG12 1BW

● Registered office address
You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7 Articles of association ●

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only one box.

- [ ] Private limited by shares
- [ ] Private limited by guarantee
- [ ] Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box.

- [ ] Private limited by shares
- [ ] Private limited by guarantee
- [ ] Public company

Option 3

- [x] I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application

● For details of which company type can adopt which model articles, please go to our website: www.companieshouse.gov.uk

A8 Restricted company articles ●

Please tick the box below if the company's articles are restricted.

- [ ]

● Restricted company articles
Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.companieshouse.gov.uk

IN01
Application to register a company

Part 2 Proposed of□cers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1. For a corporate secretary, go to Section C1. For a director who is an individual, go to Section D1. For a corporate director, go to Section E1.

Secretary

B1 Secretary appointments ❶

Please use this section to list all the secretary appointments taken on formation. For a corporate secretary, complete Sections C1-C5

Title*	
Full forename(s)	
Surname	
Former name(s) ❷	

❶ Corporate appointments
For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

❷ Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2 Secretary's service address ❸

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❸ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Of□ce' if your service address will be recorded in the proposed company's register of secretaries as the company's registered of□ce.

If you provide your residential address here it will appear on the public record.

B3 Signature ❹

I consent to act as secretary of the proposed company named in Section A1.

Signature

Signature
X X

❹ Signature
The person named above consents to act as secretary of the proposed company.

IN01
Application to register a company

Corporate secretary

C1 Corporate secretary appointments ❶

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ Additional appointments
If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.

Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete Section C3 only
→ No Complete Section C4 only

C3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ❸

Registration number

❷ EEA
A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

C4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❹

Registration number

❹ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5 Signature ❺

I consent to act as secretary of the proposed company named in Section A1

Signature

Signature
X X

❺ Signature
The person named above consents to act as corporate secretary of the proposed company

IN01
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.

Title*	MR
Full forename(s)	CHRISTOPHER JOHN
Surname	GREENSHIELDS
Former name(s) ❷	
Country/State of residence ❸	UK
Nationality	BRITISH
Date of birth	d1 d1 m0 m1 y1 y9 y7 y0
Business occupation (if any) ❹	SOFTWARE ENGINEER

❶ Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

❷ Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

❸ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

❹ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the Director appointments' continuation page.

D2 Director's service address ❺

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	C/O OPENCFD LTD
Street	THE ATRIUM
	100 THE RING
Post town	BRACKNELL
County/Region	BERKSHIRE
Postcode	RG12 1BW
Country	UK

❺ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature ❻

I consent to act as director of the proposed company named in Section A1.

Signature

Signature
X [signature] X

❻ Signature
The person named above consents to act as director of the proposed company.

IN01
Application to register a company

Director

D1 Director appointments ●

Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5

Title*	MR
Full forename(s)	HENRY GEORGE
Surname	WELLER
Former name(s)●	
Country/State of residence●	UK
Nationality	BRITISH
Date of birth	d3 d0 m0 m4 y1 y9 y6 y5
Business occupation (if any)●	CHIEF SCIENTIST

● Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

● Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

● Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

● Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ●

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	C/O OPENCFD LTD
Street	THE ATRIUM
	100 THE RING
Post town	BRACKNELL
County/Region	BERKSHIRE
Postcode	R G 1 2 1 B W
Country	UK

● Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature ●

I consent to act as director of the proposed company named in Section A1

Signature	Signature X H.C.Weller X

● Signature
The person named above consents to act as director of the proposed company.

IN01
Application to register a company

Corporate director

E1 Corporate director appointments ❶

Please use this section to list all the corporate directors taken on formation.

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ Additional appointments
If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.

Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ Yes Complete Section E3 only
→ No Complete Section E4 only

E3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ❸

Registration number

❷ EEA
A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❹

If applicable, the registration number

❹ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5 Signature ❺

I consent to act as director of the proposed company named in Section A1

Signature

Signature
X X

❺ Signature
The person named above consents to act as corporate director of the proposed company

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Application to register a company

Part 3 Statement of capital

Does your company have share capital?
→ Yes Complete the sections below
→ No Go to Part 4 (Statement of guarantee)

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (Eg Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
		Totals		£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency

Currency

Class of shares (Eg. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

Currency

Class of shares (Eg Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	
Total aggregate nominal value ❹	

❹ Total aggregate nominal value
Please list total aggregate values in different currencies separately For example: £100 + £100 + $10 etc

❶ Including both the nominal value and any share premium.

❷ Total number of issued shares in this class.

❸ Number of shares issued multiplied by nominal value of each share.

Continuation Pages
Please use a Statement of Capital continuation page if necessary

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F4 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share	
Prescribed particulars ❶	

❶ Prescribed particulars of rights attached to shares

The particulars are:

a. particulars of any voting rights, including rights that arise only in certain circumstances;
b. particulars of any rights, as respects dividends, to participate in a distribution,
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation pages
Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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Class of share		❶ Prescribed particulars of rights attached to shares The particulars are: a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution, c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. A separate table must be used for each class of share. Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary
Prescribed particulars ❶		

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings
Please list the company's subscribers in alphabetical order

Please use an Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01
Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to Part 5 (Statement of compliance)

G1 Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I con□rm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the speci□ed amount below

● Name
Please use capital letters

● Address
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

● Amount guaranteed
Any valid currency is permitted.

Continuation pages
Please use a Subscribers' continuation page if necessary

Subscriber's details	
Forename(s) ●	HENRY GEORGE
Surname ●	WELLER
Address ●	C/O OPENCFD LTD, THE ATRIUM, 100 THE RING, BRACKNELL
Postcode	R G 1 2 1 B W
Amount guaranteed ●	ONE POUND STERLING

Subscriber's details	
Forename(s) ●	CRISTEL ANNE LORIOT
Surname ●	DE ROUVRAY
Address ●	C/O OPENCFD LTD, THE ATRIUM, 100 THE RING, BRACKNELL
Postcode	R G 1 2 1 B W
Amount guaranteed ●	ONE POUND STERLING

Subscriber's details	
Forename(s) ●	CHRISTOPHER JOHN
Surname ●	GREENSHIELDS
Address ●	C/O OPEN CFD LTD, THE ATRIUM, 100 THE RING, BRACKNELL
Postcode	R G 1 2 1 B W
Amount guaranteed ●	ONE POUND STERLING

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Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

❶ Name
Please use capital letters

❷ Address
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

❸ Amount guaranteed
Any valid currency is permitted.

Continuation pages
Please use a Subscribers' continuation page if necessary

Part 5 Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

→ No Go to Section H1 (Statement of compliance delivered by the subscribers)
→ Yes Go to Section H2 (Statement of compliance delivered by an agent)

H1 Statement of compliance delivered by the subscribers ●

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

● Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

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Application to register a company

Subscriber's signature	Signature X X	**Continuation pages** Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X X	
Subscriber's signature	Signature X X	
Subscriber's signature	Signature X X	

H2 Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	KEYSTONE LAW
Building name/number	53
Street	DAVIES ST
Post town	LONDON
County/Region	
Postcode	W1K 5JH
Country	UK

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

Agent's signature	Signature X Caroline Graham X FOR AND ON BEHALF OF KEYSTONE LAW

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Application to register a company

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name: C GRAHAM

Company name: KEY STONE LAW

Address: 53 DAVIES ST

Post town: LONDON

County/Region:

Postcode: W1K 5JH

Country: UK

DX: 2307 - VICTORIA

Telephone: 020 7162 6550

Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☑ At the registered office address (Given in Section A6)
- ☐ At the agents address (Given in Section H2)

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

How to pay

A fee is payable on this form
Make cheques or postal orders payable to 'Companies House' For information on fees, go to www.companieshouse.gov.uk

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales.
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth Floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N.R. Belfast 1

Section 243 exemption
If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk
or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

In accordance with Section 9 of the Companies Act 2006.

IN01 – continuation page

Application to register a company

Avoid rejection of this application by viewing useful guidance on completing form IN01 at: www companieshouse gov uk/incorporationCheckList

Director

D1 Director appointments ❶

Please use this section to list all the directors of the company
For a corporate director, complete Sections E1-E5

Title*	MS
Full forename(s)	CRISTEL ANNE LORIOT
Surname	DE ROUVRAY
Former name(s) ❷	
Country/State of residence ❸	USA
Nationality	FRENCH AND AMERICAN
Date of birth	d1 d5 m1 m0 y1 y9 y7 y6
Business occupation (if any) ❹	EXECUTIVE AND CONSULTANT

❶ **Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

❷ **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in Section D4

❹ **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 Director's service address ❺

Please complete the service address below You must also fill in the director's usual residential address in **Section D4**

Building name/number	C/O OPENCFD LTD
Street	THE ATRIUM
	100 THE RING
Post town	BRACKNELL
County/Region	BERKSHIRE
Postcode	R G 1 2 1 8 W
Country	UK

❺ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature ❻

I consent to act as director of the proposed company named in **Section A1**.

Signature	Signature X Cristel Anne de Rouvray X

❻ **Signature**
The person named above consents to act as director of the proposed company

Memorandum of Association
of
The OpenFOAM Foundation Limited

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

Name of each subscriber	Authentication by each subscriber
Henry George Weller	*Signature* H G Weller
Cristel Anne Loriot de Rouvray	*Signature* Cristel Loriot de Rouvray
Christopher John Greenshields	*Signature* Chris Greenshields

Date 24 April 2014

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE OPENFOAM FOUNDATION LIMITED (the "Company")

INTRODUCTION

1. INTERPRETATION

1 1 In these Articles, unless the context otherwise requires

Act: means the Companies Act 2006,

Articles: means the Company's articles of association for the time being in force,

Business Day: means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business,

Conflict: means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company,

Eligible Director: means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 14, any director whose vote is not to be counted in respect of the particular matter),

Member: means a member of the Company, and

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles and reference to a numbered "**Model Article**" is a reference to that article of the Model Articles

1 2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles

1 3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles

1 4 A reference in these Articles to an "**Article**" is a reference to the relevant article of these Articles unless expressly provided otherwise

1 5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of

(a) any subordinate legislation from time to time made under it, and

(b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts

1 6 Any phrase introduced by the terms **"including"**, **"include"**, **"in particular"** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms

1 7 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles

1 8 Model Articles 2, 8, 9(1) and (3), 11(2) and (3), 13, 14(1), (2), (3) and (4), 17(2), 18(e), 22(2), (3), 30(2), 35, 38 and 39 shall not apply to the Company

1 9 Model Article 7 shall be amended by

(a) the insertion of the words "for the time being" at the end of article 7(2)(a); and

(b) the insertion in article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may"

1 10 Model Article 20 shall be amended by the insertion of the words "and the secretary" before the words "properly incur"

2. OBJECT

The object for which the Company is established is to manage, develop and make available the source code for the software known as "OpenFOAM" for the benefit of the members of the Company and the wider public

3. POWERS

In pursuance of the object set out in Article 2, the Company has the power to

(a) buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company,

(b) borrow and raise money in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets,

(c) invest and deal with the funds of the Company not immediately required for its operations in or upon such investments, securities or property as may be thought fit,

(d) subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world,

(e) lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary,

(f) lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal object in any way,

(g) pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and to contract with any person, firm or company to pay the same,

(h) enter into contracts to provide services to or on behalf of other bodies,

(i) enter into contracts with any person, firm or body for the provision by them to the Company of any goods or services including without limitation the engagement of employees,

(j) provide and assist in the provision of money, materials or other help,

(k) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments,

(l) incorporate subsidiary companies to carry on any trade, and

(m) do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of the object set out in Article 2

4. ASSETS NOT FOR DISTRIBUTION

4 1 The income and property of the Company shall be applied solely in promoting the object of the Company as set out in Article 2.

4 2 No dividends or bonus may be paid or capital otherwise returned to the Members, provided that nothing in these Articles shall prevent any payment in good faith by the Company of

(a) reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company,

(b) any interest on money lent by any Member or any director at a reasonable and proper rate,

(c) reasonable and proper rent for premises demised or let by any Member or director, or

(d) reasonable out-of-pocket expenses properly incurred by any director

5. WINDING UP

On the winding-up or dissolution of the Company, any assets or property that remains available to be distributed or paid to the Members shall not be paid or distributed to such Members but shall be transferred to another body (charitable or otherwise)

(a) with objects similar to those of the Company, and

(b) which shall prohibit the distribution of its or their income to its or their members,

such body to be determined by the Members at the time of winding-up or dissolution

6. GUARANTEE

The liability of each Member is limited Each Member undertakes to contribute to the assets of the Company, in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, the sum of £1, for

(a) payment of the Company's debts and liabilities contracted before he ceases to be a Member,

(b) payment of the costs, charges and expenses of the winding up, and

(c) adjustment of the rights of the contributories among themselves

DIRECTORS

7. NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution, the number of directors shall not be greater than six nor less than three

8. APPOINTMENT OF DIRECTORS

8 1 The Ex Officio Member shall be entitled to appoint one director (the "**Ex Officio Member's Director**") and to remove or replace such director once appointed at any time by giving notice to the Company For the avoidance of doubt the Ex Officio Member's Director may be the Ex Officio Director himself

8 2 The Founder Member shall be entitled to appoint himself or herself as a director and shall be known when acting in such capacity as the "**Founder Director**"

8 3 The Contributing Members, acting together as a class, shall be entitled to appoint up to two directors (the "**Contributing Members' Directors**") and to remove or replace such directors or either of them once appointed at any time by giving notice to the Company For the avoidance of doubt a Contributing Members' Director may be a Contributing Member himself

8 4 The Financial Members, acting together as a class, shall be entitled to appoint up to two directors (the "**Financial Members' Directors**") and to

remove or replace such directors or either of them once appointed at any time by giving notice to the Company All Financial Members' Directors must have such qualifications and attributes as may be specified from time to time in the Rules

9. CALLING A DIRECTORS' MEETING

9 1 Any director may call a directors' meeting by giving not less than 10 Business Days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors or by authorising the company secretary (if any) to give such notice

9 2 Notice of a directors' meeting shall be given to each director in writing

9 3 If after 30 minutes of the time appointed for the start of any meeting, a quorum is not present, the meeting shall stand adjourned until the same time and place exactly one week after the time originally appointed If after 30 minutes of the time appointed for such adjourned meeting, no quorum is present, the meeting shall proceed anyway and shall be deemed to be quorate notwithstanding the fact that no quorum is present in accordance with Article 10

10. QUORUM FOR DIRECTORS' MEETINGS

10 1 Subject to Article 9 3 and Article 10 2, the quorum for the transaction of business at a meeting of directors is the Ex Officio Member's Director together with an equal number (being greater than zero) of Contributing Members' Directors and Financial Members' Directors

10 2 For the purposes of any meeting, if there are no Financial Members of the Company at the time of such meeting and accordingly no Financial Members' Directors have been appointed, the quorum for the transaction of business at such meeting is the Ex Officio Member's Director together with at least one Contributing Members' Director

10 3 For the purposes of any meeting (or part of a meeting) held pursuant to Article 14 to authorise a Conflict, if there are insufficient Directors in office other than the Interested Director(s) (defined in Article 14 1) to constitute a quorum, the quorum for such meeting (or part of a meeting) shall be equal to the number of Directors (other than the Interested Director(s)) in office at such time

10 4 If there are insufficient directors in office for the time being to constitute a quorum, the directors must not take any decision other than a decision to call

a meeting of the Contributing Members and/or of the Financial Members so as to enable such Members to appoint further directors

11. CASTING VOTE

If the numbers of votes for and against a proposal at a meeting of directors are equal, the Ex Officio Member's Director shall have the casting vote

12. UNANIMOUS DECISIONS

12 1 A decision of the directors is taken in accordance with this Article when all Eligible Directors indicate to each other by any means that they share a common view on a matter

12 2 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing

12 3 A decision may not be taken in accordance with this Article if the Eligible Directors would not have formed a quorum at such a meeting

13. DECISIONS RESERVED TO THE MEMBERS

13 1 No decision may be taken by a meeting of the directors in relation to any of the matters listed in Article 29 3 or 29.5, and any such matter must be referred to a meeting of the Members for determination in accordance with Articles 26 to 29

14. DIRECTORS' CONFLICTS OF INTEREST

14 1 The directors may, in accordance with the requirements set out in this Article, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his duty under section 175 of the Act to avoid conflicts of interest

14 2 Any authorisation under this Article 14 shall be effective only if

(a) to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine,

(b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director, and

(c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted

14 3 Any authorisation of a Conflict under this Article 14 may (whether at the time of giving the authorisation or subsequently)

(a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised,

(b) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict,

(c) provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict,

(d) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit,

(e) provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence, and

(f) permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters

14 4 Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict

14 5 The directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation

14 6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been

authorised by the directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds

14 7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,

(b) shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested,

(c) shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested,

(d) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director,

(e) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested, and

(f) shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act

15. RECORDS OF DECISIONS TO BE KEPT

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye

16. APPOINTMENT OF THE MANAGING DIRECTOR

The Company may have a Managing Director who shall be appointed by the Members in accordance with Article 29

17. SECRETARY

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors

18. TECHNICAL COMMITTEE

18 1 In addition to the Board the Company shall maintain in place a committee (the "**Technical Committee**").

18 2 The Technical Committee shall meet not less frequently than once in every SIX month period and shall at each meeting consider, and prepare advice and recommendations to be provided to the Board regarding, the priorities of the Company in relation to the Company's activities in furtherance of its Object as set out in Article 2

18 3 For the avoidance of doubt, the role of the Technical Committee shall be confined to the making of recommendations and the giving of advice to the Board

18 4 Each Member of the Company who is an individual shall be entitled to sit on the Technical Committee and each Member of the Company which is a body corporate shall be entitled to appoint one suitably qualified person from amongst its employees to sit on the Technical Committee and to remove or replace such person at any time upon giving notice to the Company

18 5 At the discretion of the Board, other persons not being Members but who shall have made a financial contribution to the Company for the furtherance of its objects shall be entitled to sit on, or to appoint a suitably qualified individual from amongst their employees to sit on, the Technical Committee

19. CATEGORIES OF MEMBERSHIP

19 1 There shall be four classes of Member of the Company, as follows

(a) Ex Officio Member,

(b) Founder Member,

(c) Financial Members; and

(d) Contributing Members

19 2 Every Member of the Company shall be a member of one, but no more than one, of the classes listed in Article 19 1, save that the Ex Officio Member and/or the Founder Member may also be a Financial Member or a Contributing Member (but not both)

20. BECOMING AN EX OFFICIO MEMBER

20 1 There shall be only one Ex Officio Member at any time

20 2 Henry Weller shall be the first Ex Officio Member of the Company with effect from the date of adoption of these Articles

20 3 The Ex Officio Member shall at all times maintain a written instruction to the Company nominating his successor as Ex Officio Member, which nominated successor shall automatically become the Ex Officio Member in the event of his death, mental or physical incapacity or ceasing to be a Member of the Company for any reason

20 4 In the event that, upon the occurrence of event to which Article 20 3 refers, such nominated successor is himself, dead, incapacitated or otherwise unable or unwilling to become the Ex Officio Member, the Board shall, as soon as reasonably practicable, meet to determine who should be the Ex Officio Member and that person shall as soon as possible thereafter become the Ex Officio Member

20 5 The details of the Ex Officio Member shall be entered into the Register of Members by the Company Secretary

21. BECOMING A FOUNDER MEMBER

21 1 There shall be only one Founder Member at any time

21 2 Cristel de Rouvray shall be the first Founder Member of the Company with effect from the date of adoption of these Articles

21 3 In the event that the Founder Member ceases to be a member of the Company by reason of having resigned, died, become incapacitated or otherwise having become unable or unwilling to serve as the Founder Member, the Board shall, as soon as reasonably practicable, meet to determine by unanimous decision of the Board who should replace him/her as the Founder Member and that person shall as soon as possible thereafter become the Founder Member

21 4 The details of the Founder Member shall be entered into the Register of Members by the Company Secretary

22. BECOMING A FINANCIAL MEMBER

22 1 There shall be no more than 8 Financial Members at any time

22 2 No person shall become a Financial Member unless he has completed an application for Financial Membership in a form approved by the directors from time to time and setting out the terms of such Membership A letter shall be sent to each successful applicant confirming their Financial Membership of the Company on such terms, and the details of each successful applicant shall be entered into the Register of Members by the Company Secretary

22.3 Such applicant must be approved by a majority of the directors which majority must include the Ex Officio Member's Director and the Founder Director

22 4 In the absence of a resolution approved in accordance with Article 22 3, the directors shall decline to accept an application for Financial Membership and need not give reasons for doing so

22.5 The directors may prescribe criteria for Financial Membership of the Company but shall not be obliged to accept persons fulfilling those criteria as Financial Members

22 6 All Financial Members must pay to the Company an annual subscription fee payable in each year on such date and in such amount as shall be decided by the directors from time to time

23. BECOMING A CONTRIBUTING MEMBER

23 1 There shall be no more than 8 Contributing Members at any time

23 2 No person shall become a Contributing Member unless he has completed an application for Contributing Membership in a form approved by the directors

from time to time and setting out the terms of such Membership A letter shall be sent to each successful applicant confirming their Contributing Membership of the Company on such terms and the details of each successful applicant shall be entered into the Register of Members by the Company Secretary

23 3 Such applicant must be approved by a majority of the directors which majority must include the Ex Officio Member's Director and the Founder Director

23 4 In the absence of a resolution approved in accordance with Article 23.3, the directors shall decline to accept an application for Contributing Membership and need not give reasons for doing so

23 5 The directors may prescribe criteria for Contributing Membership of the Company but shall not be obliged to accept persons fulfilling those criteria as Contributing Members

24. NO TRANSFER OF MEMBERSHIP

24 1 No Member may transfer his membership to another person

24 2 When a Member (other than the Ex Officio Member) dies or becomes bankrupt (if an individual) or goes into receivership, administrative receivership, administration, liquidation or other arrangement for the winding up of a company (if a company), the membership shall automatically terminate

25. TERMINATION OF MEMBERSHIP

25 1 Any Member may resign his membership by giving not less than three calendar months written notice to the Company

25 2 The directors may terminate the membership of any Member (other than the Ex Officio Member or the Founder Member) without his consent by giving him written notice (a "**Membership Termination Notice**") if, in the reasonable opinion of the directors

(a) he has failed to pay to the Company any sums due to from him either pursuant to these Articles or otherwise, or

(b) he is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Members and directors into disrepute, or

(c) he has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole, or

(d) he has failed to observe the terms of these Articles and the Rules

Following such termination, and subject always to the provisions of Article 25 3, the Member shall be removed from the Register of Members by the Company Secretary

25 3 Any Membership Termination Notice given pursuant to Article 25 2 must give the relevant Member the opportunity, upon service of notice in writing on the Company by such Member within 14 days of receipt of the Membership Termination Notice, to be heard in writing or in person within a reasonable time as to why his membership should not be terminated The directors must give reasonable consideration to any representations made by the Member and inform the Member of their decision following such consideration within a reasonable time after receipt of the Member's representations There shall be no further right to appeal from a decision of the directors to terminate the membership of a Member

25 4 Any Member who is an individual shall automatically cease to be a Member on his death, on his becoming physically or mentally incapacitated

25 5 Any Member which is a corporate body shall automatically cease to be a Member on its winding up or other dissolution, or on the occurrence of any event having a substantially similar effect under the laws of any relevant jurisdiction

25 6 A Member whose membership terminates under this Article shall not be entitled to a refund of any subscription or membership fee and shall remain liable to pay to the Company any subscription or other sum owed by him

DECISION MAKING BY MEMBERS

26. VOTES OF MEMBERS

26 1 Subject to Article 8 (Appointment of Directors), each Member shall be entitled to one vote at any general meeting of the Company regardless of the class of Member to which he belongs Where any person belongs to more than one class of Member, he shall nevertheless have only one vote at a general meeting

27. POLL VOTES

All votes of Members shall be conducted by way of a Poll

28. PROXIES

28 1 Article 31(1)(b) of the Model Articles shall be deleted and replaced with the words "identifies the person appointed to be that Member's proxy (who must be a director of the Company) and the general meeting in respect of which that person is appointed, and specifies for each resolution to be proposed at that general meeting how the proxy is directed to vote on behalf of that Member"

28 2 Article 31(1)(d) of the Model Articles shall be deleted and replaced with the words "is delivered to the company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate"

28 3 Article 31(1) of the Model Articles shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid" as a new paragraph at the end of that article

29. SPECIAL MAJORITIES

29 1 Subject to Articles 8, 29 2 and 29 4, all decisions of the Members shall be determined by a simple majority of votes cast

29 2 All decisions of the Members in relation to any matter listed in Article 29 3 shall be taken only if not less than 80% of the total votes cast are cast in favour

29 3 The matters to which Article 29 2 relates are as follows

(a) the incurring of any capital expenditure on any one item, or series of related items, in excess of £60,000,

(b) the engaging of any employee or consultant, or the varying of the terms of any person so engaged with the Company so that

(i) more than three months' notice is required to terminate the contract, or

(ii) the emoluments and/or commissions or bonuses are or are likely to be more than £80,000 per annum,

(c) the making by the Company of any change to

(i) its auditors,

(ii) its bankers or the terms of the mandate given to such bankers in relation to its account(s),

(iii) its accounting reference date, or

(iv) its accounting policies, bases or methods (other than as recommended by the auditors of the Company),

(d) the incurring by the Company of any indebtedness or borrowings in excess of £50,000 (other than in relation to the hire purchase of vending machines and other equipment and otherwise in the usual course of business, and

(e) the entering by the Company into any contract or arrangement that is not on an arm's length basis

29 4 All decisions of the Members in relation to any matter listed in Article 29 5 shall be taken only if 100% of the votes cast are cast in favour

29 5 The matters to which Article 29 4 relates are as follows

(a) the making of any amendment to the licences under which the OpenFOAM software or any documentation relating thereto is licensed to any person,

(b) the disposal of the OpenFOAM software or any intellectual property rights relating thereto (other than by way of non-exclusive, open source licence in accordance with the Company's usual business practices),

(c) the changing of the Company's name,

(d) the amendment of the Company's Articles,

(e) the acquisition of the whole (or a material part) of the undertaking of any other person,

(f) the disposal of the whole (or a material part) of the Company's undertaking,

(g) the merger of the Company (or any material part of its business) with any other person,

(h) the permitting of the Company to cease to carry on its business,

(i) the taking of any step to wind up the Company (except where it is insolvent (within the meaning of section 123 of the Insolvency Act 1986)),

(j) the taking any step to place the Company into administration,

(k) the proposing or entering by the Company into any arrangement, scheme, moratorium, compromise or composition with its creditors (whether under Part I of the Insolvency Act 1986 or otherwise),

(l) the applying for an interim order under Part 1 of the Insolvency Act 1986 or the inviting of the appointment of a receiver or administrative receiver over all or any part of the Company's assets or undertaking.

(m) the varying of the rights of any class of Members, and

(n) the approval of any merger, liquidation, dissolution or acquisition of the Company

ADMINISTRATIVE ARRANGEMENTS

30. MEANS OF COMMUNICATION TO BE USED

30 1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

(a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider),

(b) if properly addressed and delivered by hand, when it was given or left at the appropriate address,

(c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied, and

(d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

For the purposes of this Article, no account shall be taken of any part of a day that is not a Business Day

30 2 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act

31. RULES

The directors, by majority vote to include the vote of the Ex Officio Director, may establish rules (the "**Rules**") governing matters relating to Company

administration that are required from time to time for the effective operation of the Company (for example, the provisions relating to classes of members, membership fees and subscriptions and the admission criteria for members, as well as the qualifications and attributes required of any person who is to be appointed as a Financial Members' Director), and may (also by majority vote to include the vote of the Ex Officio Director) amend and/or replace such Rules from time to time If there is a conflict between the terms of these Articles and any rules established under this Article, the terms of these Articles shall prevail

32. INDEMNITY AND INSURANCE

32 1 Subject to Article 32 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled

(a) each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them, including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs, and

(b) the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 32(1)(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure

32 2 This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law and any such indemnity is limited accordingly

32 3 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

32 4 In this Article

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and

(c) a "relevant officer" means any director or other officer or former director or other officer of the Company, but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor)