

Weird Gloop Limited Resolution Statement




2020.1 - Adoption of New Articles of Association Special Resolution

2020 January 10

Pursuant to section 292 of the Companies Act 2006, I, James Morse, being a member of the company holding not less than 5% of the voting rights of the company, require the company to circulate the special resolution *2020.1 - Adoption of New Articles of Association Special Resolution* to be moved as a written resolution of the company.

Pursuant to section 26 and 30 of the Companies Act 2006, upon enactment of this special resolution, copies of this special resolution and copies of the new articles of association must be forwarded to the registrar.


James Morse

2020 Jan 10
Date



Weird Gloop Limited Special Resolution

2020.1 - Adoption of New Articles of Association Special Resolution

Written Special Resolution of Weird Gloop Ltd

Circulated on 2020 January 19

Lapses on February 7

1. Effective on the date of passing of this resolution, the current articles of association shall be nullified and immediately replaced by the following new articles of association:

Weird Gloop Ltd Articles of Association

Part 1 Interpretation and limitation of liability

Defined terms

1. General defined terms

1. In the articles, unless the context requires otherwise—

“articles” means the company’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“chairperson” has the meaning given in article 28;



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

"director" means a director of the company, and includes any person occupying the position of director, by whatever name called;

"director's chairperson" has the meaning given in article 14;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"member" has the meaning given in section 112 of the Companies Act 2006;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"participate", in relation to a directors' meeting, has the meaning given in article 10;

"special notice" has the meaning given in section 312 of the Companies Act 2006;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006; and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

2. Wiki-related defined terms

2. In the articles, unless the context requires otherwise—

"Meta wiki" means the website at meta.weirdgloop.org;

"OSRS wiki" means the website at oldschool.runescape.wiki;

"RS wiki" means the website at runescape.wiki;

"wiki community" has the meaning given in article 36; and

“wikis” means the wiki websites owned by the company, including but not limited to the Meta wiki, the OSRS wiki, and the RS wiki.

Limitation of liability

3. Liability of members

3. The liability of each member is limited to £1, being the amount that 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, 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 winding up, and
- (c) adjustment of the rights of the contributories among themselves.

Part 2 Objects

Company objects

4. Company objects

4.—(1) The company’s objects are to promote knowledge and information related to videogames through—

- (a) the reliable hosting of the wikis;
- (b) advocacy for opportunities to develop with wikis by working with game developer companies or other parties; and
- (c) long-term planning for the future of the wikis.

(2) The company’s objects are also to act in the best interest of the wiki community through—

- (a) establishment of community policies; and
- (b) ensuring transparency whenever possible with the wiki community.

Part 3 Directors

Directors' powers and responsibilities

5. Directors' general authority

5. Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

6. Members' reserve power

6.—(1) The members may, by ordinary resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such resolution invalidates anything which the directors have done before the passing of the resolution.

7. Directors may delegate

7.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

8. Committees

8.—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

Decision-making by directors

9. Directors to take decisions collectively

9.—(1) The general rule about decision-making by directors is that any decision of the directors *must be either a majority decision at a meeting or a decision taken in accordance with article 10.*

(2) When making decisions on non-urgent and non-confidential topics, the directors are encouraged to seek the wiki community's feedback before voting.

10. Unanimous decisions

10.—(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.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(4) 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.

11. Calling a directors' meeting

11.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after

the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

12. Participation in directors' meetings

12.—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

13. Quorum for directors' meetings

13.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed, it is two.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision to call a general meeting so as to enable the members to appoint further directors.

14. Chairing of directors' meetings

14.—(1) The directors may appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the director's chairperson.

(3) The directors may terminate the director's chairperson's appointment at any time.

(4) If the director's chairperson is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

15. Conflicts of interest

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

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the director's chairperson whose ruling in relation to any director other than the director's chairperson is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the director's chairperson, the question is to be decided by a decision of the

directors at that meeting, for which purpose the director's chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

16. Records of decisions to be kept

16. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

17. Directors' discretion to make further rules

17. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

Appointments of directors

18. Methods of appointing directors

18.—(1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by ordinary resolution, unless—

(a) they are a Jagex staff member; or

(b) they are under 18 years of age, or are considered a minor in their home country or their country of residence.

(2) The number of directors shall be at least two.

(3) In the case where the number of directors is less than two, the members will resolve to appoint new directors in a delay no greater than one month.

19. Termination of director's appointment

19. A person ceases to be a director as soon as—

(a) an ordinary resolution at a general meeting terminates the appointment, if this resolution was preceded by a special notice at least 28 days in advance;

(b) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

(c) a bankruptcy order is made against that person;

(d) a composition is made with that person's creditors generally in satisfaction of that person's debts;

(e) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or

(f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

20. Directors' remuneration

20.—(1) Directors may undertake any services for the company that the directors decide.

(2) Directors are entitled to remuneration—

(a) for their services to the company as directors; and

(b) for any other service which they undertake for the company,

only if passed by regular resolution.

(3) Subject to the articles, a director's remuneration may—

(a) take any form, and

(b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

(4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.

(5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

Part 4 Members

Becoming and ceasing to be a member

21. Applications for membership

21.—(1) A person shall become a member of the company when and only when—

(a) that person has completed an application for membership that has been approved by the secretary or by two members; and either

(b) that person has been elected for membership in accordance with article 23; or

(c) that person has been granted membership by ordinary resolution.

(2) Notwithstanding section 21(1), membership applications approved prior to the passing of these articles of association remain valid.

22. Termination of membership

22.—(1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.

(2) A member's membership automatically terminates—

(a) 7 days following the end of their elected membership term, if not re-elected; or

(b) immediately following their termination from a director's appointment; or

(c) when that person dies or ceases to exist.

(3) Membership may be terminated by ordinary resolution.

(4) Membership is not transferable.

23. Elected membership

23.—(1) Membership elections shall be held on the Meta wiki.

(2) Elections shall be run and results announced by an election committee of at least 2 persons, selected by a vote of the members.

(3) No more than 13 months may pass between elections.

(4) There will be between 0 and 10 elected members per wiki to represent the wikis, excluding the Meta wiki

(5) The number of elected members must be fixed from time to time by a by regular resolution.

(6) Any person may nominate themselves for election or re-election, unless—

(a) the person is a paid employee or contractor of Weird Gloop Limited;

(b) the person is a Jagex staff member; or

(c) the person is under 18 years of age, or is considered a minor in their home country or their country of residence; or

(d) the person has a blocked wiki account on any of the wikis.

(7) Any person may vote in the election if—

(a) they have no blocked wiki accounts on any of the wikis; and

(b) they have made 100 edits total and 10 edits in the last 90 days on non-bot wiki accounts, or have legitimate shell access to the company's server(s).

(8) A person is not excluded from voting on the basis of—

(a) being a paid employee or contractor of Weird Gloop Limited;

(b) being a current member or director; or

(c) being a Jagex staff member.

(9) Voting is done using the Schulze method.

(10) Each eligible person may vote once for each wiki with eligible members. Votes are tallied separately for each wiki's nomination pool.

(11) The election committee may rule on ties or disputes, or make policies to handle ties or disputes.

(12) Elections may be held earlier by ordinary resolution if more than 2 members prematurely terminate their membership.

24. Death of directors and members

24.—(1) In the case where, as a result of death, the company has no members and no directors, the wiki community will hold elections in accordance with article 23 to appoint elected members. If there is no election committee, the wiki community members that hold a wiki account with Administrator privileges on the RS wiki and OSRS wiki will select two people to serve as the election committee. The elections must be concluded within three weeks at most.

(2) In the case where paragraph (1) is not applicable, in any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director and member.

(3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

Organisation of general meetings

25. Planning of general meetings

25.—(1) The members shall resolve to hold general meetings at least once per calendar year.

(2) The members shall undertake reasonable steps to ensure that at least 75% of members are able to attend the general meeting.

(3) Pursuant to section 307 of the Companies Act 2006, general meetings shall be announced publicly 14 days in advance, unless an earlier date is agreed to by at least 90% of members.

(4) The announcement of general meetings must specify the date, time and place of the meeting.

26. Attendance and speaking at general meetings

26.—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

27. Quorum for general meetings

27.—(1) No business other than the appointment of the chairperson of the meeting and the planning of the next general meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

(2) Quorum is defined as the greatest between—

(a) two persons; and

(b) half the total number of members.

28. Chairing general meetings

28.—(1) If the members have appointed a chairperson, the appointed chairperson shall chair general meetings if present and willing to do so.

(2) If the members have not appointed a chairperson, if the chairperson is unwilling to chair the meeting, or if the chairperson is not present within ten minutes of the time at which a meeting was due to start, the members present must appoint a member to act as the chairperson for this particular meeting. In this case, the appointment of the chairperson must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as the “chairperson”.

29. Attendance and speaking by directors and non-members

29.—(1) Directors may attend and speak at general meetings, whether or not they are members.

(2) The chairperson may permit other persons who are not members of the company to attend and speak at a general meeting.

30. Adjournment

30.—(1) If the persons attending a general meeting within an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairperson must adjourn it.

(2) The chairperson may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairperson must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairperson must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting at general meetings

31. Voting: general

31.A resolution put to the vote of a general meeting must be decided on a physical or virtual show of hands unless a poll is duly demanded in accordance with the articles.

32. Errors and disputes

32.—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chairperson whose decision is final.

33. Wiki community votes

33.—(1) A wiki community proposal may be demanded prior to voting on a resolution by—

(a) the chairperson; or

(b) two or more persons having the right to vote on the resolution.

(2) If a wiki community proposal is demanded, the wiki community must have the opportunity to exercise their reserve power by means of a proposal in accordance with article 38 prior to any vote on a resolution.

(3) If a wiki community proposal is demanded, a reasonable time limit during which the wiki community may exercise their reserve power is set by the chairperson.

(4) Following the closure of the wiki community proposal or expiry of the time limit, the resolution may proceed with a vote.

34. Poll votes

34.—(1) A poll on a resolution may be demanded at a general meeting, before a show of hands on that resolution—

(a) at a general meeting, either before a show of hands on that resolution; or

(b) immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

(a) the chairperson;

(b) two or more persons having the right to vote on the resolution; or

(c) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—

(a) the poll has not yet been taken, and

(b) the chairperson consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairperson directs.

35. Amendments to resolutions

35.—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairperson may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairperson, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairperson proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairperson, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson's error does not invalidate the vote on that resolution.

Part 5 Wiki community

36. Definitions

36. "wiki community" refers to the collective group of editors on each of the wikis operated by the company, excluding people with blocked wiki accounts.

37. Rights

37. Wiki community editorship confers no membership rights.

38. Wiki community's reserve power

38.—(1) The wiki community may, through a proposal on one of the wikis, direct the members—

(a) to take, or refrain from taking, specified action; or

(b) to pass, or refrain from passing, a resolution.

(2) In order to exercise this reserve power, the proposal must have community consensus.

(3) Community consensus is defined by the wiki community's internal consensus policies.

(4) In the case that there is a dispute on whether or not community consensus has been reached, the dispute shall be referred to the chairperson whose ruling about whether consensus has been reached, in relation to any proposal other than one about the chairperson themselves, is to be final and conclusive.

(5) No such proposal invalidates anything which the members have done before the passing of the proposal.

(6) The proposal is invalid if—

(a) it would, if passed, be ineffective (whether by reason of law or reason of inconsistency with any enactment or the company's constitution or otherwise),

(b) it is defamatory of any person, or

(c) it is frivolous or vexatious.

39. Representation at general meetings

39.—(1) The wiki community may direct members to discuss a topic at the next general meeting by means of proposal.

(2) The proposal need not have community consensus to require discussion at the next general meeting.

Part 6 Administrative arrangements

40. Means of communication to be used

40.—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

41. Company seals

41.—(1) Any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is—

(a) any director of the company;

(b) the company secretary (if any); or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

42. No right to inspect accounts and other records

42. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

43. Provision for employees on cessation of business

43. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

44. Severability

44. In case any article or paragraph in the articles shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining articles and paragraphs shall not in any way be affected or impaired thereby and such article or paragraph shall be ineffective only to the extent of such invalidity, illegality or unenforceability.

Directors' indemnity and insurance

45. Indemnity

45.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—

(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

(b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

(c) any other liability incurred by that director as an officer of the company or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) 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 director” means any director or former director of the company or an associated company.

46. Insurance

46.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

(a) a “relevant director” means any director or former director of the company or an associated company,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’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) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Weird Gloop Limited

Certification of

Resolution



2020.1 - Adoption of New Articles of Association

Special Resolution

Written Special Resolution of Weird Gloop Ltd

Circulated on 2020 January 10

Lapses on February 7

This page, when signed by a director or secretary, is evidence of the passing of the above named resolution by the company's members, pursuant to the Companies Act.

A handwritten signature in black ink, appearing to read 'G Lloyd', written over a horizontal line.

Signature of director or secretary

Gareth Lloyd

Name of director or secretary

15 January 2020

Date

Weird Gloop Limited

Articles of Association



Effective 2020 January 15

Part 1 Interpretation and limitation of liability

Defined terms

1. General defined terms

1. In the articles, unless the context requires otherwise—

“articles” means the company’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“chairperson” has the meaning given in article 28;

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

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

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“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

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

“member” has the meaning given in section 112 of the Companies Act 2006;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a directors’ meeting, has the meaning given in article 10;

"special notice" has the meaning given in section 312 of the Companies Act 2006;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006; and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

2. Wiki-related defined terms

2. In the articles, unless the context requires otherwise—

"Meta wiki" means the website at meta.weirdgloop.org;

"OSRS wiki" means the website at oldschool.runescape.wiki;

"RS wiki" means the website at runescape.wiki;

"wiki community" has the meaning given in article 36; and

"wikis" means the wiki websites owned by the company, including but not limited to the Meta wiki, the OSRS wiki, and the RS wiki.

Limitation of liability

3. Liability of members

3. The liability of each member is limited to £1, being the amount that 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, 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 winding up, and
- (c) adjustment of the rights of the contributories among themselves.

Part 2 Objects

Company objects

4. Company objects

4.—(1) The company's objects are to promote knowledge and information related to videogames through—

- (a) the reliable hosting of the wikis;
- (b) advocacy for opportunities to develop with wikis by working with game developer companies or other parties; and
- (c) long-term planning for the future of the wikis.

(2) The company's objects are also to act in the best interest of the wiki community through—

- (a) establishment of community policies; and
- (b) ensuring transparency whenever possible with the wiki community.

Part 3 Directors

Directors' powers and responsibilities

5. Directors' general authority

5. Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

6. Members' reserve power

6.—(1) The members may, by ordinary resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such resolution invalidates anything which the directors have done before the passing of the resolution.

7. Directors may delegate

7.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

8. Committees

8.—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

Decision-making by directors

9. Directors to take decisions collectively

9.—(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 10.

(2) When making decisions on non-urgent and non-confidential topics, the directors are encouraged to seek the wiki community's feedback before voting.

10. Unanimous decisions

10.—(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.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(4) 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.

11. Calling a directors' meeting

11.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

12. Participation in directors' meetings

12.—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

13. Quorum for directors' meetings

13.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed, it is two.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision to call a general meeting so as to enable the members to appoint further directors.

14. Chairing of directors' meetings

14.—(1) The directors may appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the director's chairperson.

(3) The directors may terminate the director's chairperson's appointment at any time.

(4) If the director's chairperson is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

15. Conflicts of interest

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

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the director's chairperson whose ruling in relation to any director other than the director's chairperson is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the director's chairperson, the question is to be decided by a decision of the directors at that meeting, for which purpose the director's chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

16. Records of decisions to be kept

16. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

17. Directors' discretion to make further rules

17. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

Appointments of directors

18. Methods of appointing directors

18.—(1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by ordinary resolution, unless—

- (a) they are a Jagex staff member; or
 - (b) they are under 18 years of age, or are considered a minor in their home country or their country of residence.
- (2) The number of directors shall be at least two.
- (3) In the case where the number of directors is less than two, the members will resolve to appoint new directors in a delay no greater than one month.

19. Termination of director's appointment

19. A person ceases to be a director as soon as—

- (a) an ordinary resolution at a general meeting terminates the appointment, if this resolution was preceded by a special notice at least 28 days in advance;
- (b) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (c) a bankruptcy order is made against that person;
- (d) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (e) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
- (f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

20. Directors' remuneration

20.—(1) Directors may undertake any services for the company that the directors decide.

(2) Directors are entitled to remuneration—

(a) for their services to the company as directors; and

(b) for any other service which they undertake for the company,

only if passed by regular resolution.

(3) Subject to the articles, a director's remuneration may—

(a) take any form, and

(b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

(4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.

(5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

Part 4 Members

Becoming and ceasing to be a member

21. Applications for membership

21.—(1) A person shall become a member of the company when and only when—

(a) that person has completed an application for membership that has been approved by the secretary or by two members; and either

(b) that person has been elected for membership in accordance with article 23; or

(c) that person has been granted membership by ordinary resolution.

(2) Notwithstanding section 21(1), membership applications approved prior to the passing of these articles of association remain valid.

22. Termination of membership

22.—(1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.

(2) A member's membership automatically terminates—

(a) 7 days following the end of their elected membership term, if not re-elected; or

(b) immediately following their termination from a director's appointment; or

(c) when that person dies or ceases to exist.

(3) Membership may be terminated by ordinary resolution.

(4) Membership is not transferable.

23. Elected membership

23.—(1) Membership elections shall be held on the Meta wiki.

(2) Elections shall be run and results announced by an election committee of at least 2 persons, selected by a vote of the members.

(3) No more than 13 months may pass between elections.

(4) There will be between 0 and 10 elected members per wiki to represent the wikis, excluding the Meta wiki

(5) The number of elected members must be fixed from time to time by a by regular resolution.

(6) Any person may nominate themselves for election or re-election, unless—

(a) the person is a paid employee or contractor of Weird Gloop Limited;

(b) the person is a Jagex staff member; or

(c) the person is under 18 years of age, or is considered a minor in their home country or their country of residence; or

(d) the person has a blocked wiki account on any of the wikis.

(7) Any person may vote in the election if—

(a) they have no blocked wiki accounts on any of the wikis; and

(b) they have made 100 edits total and 10 edits in the last 90 days on non-bot wiki accounts, or have legitimate shell access to the company's server(s).

(8) A person is not excluded from voting on the basis of—

- (a) being a paid employee or contractor of Weird Gloop Limited;
 - (b) being a current member or director; or
 - (c) being a Jagex staff member.
- (9) Voting is done using the Schulze method.
- (10) Each eligible person may vote once for each wiki with eligible members. Votes are tallied separately for each wiki's nomination pool.
- (11) The election committee may rule on ties or disputes, or make policies to handle ties or disputes.
- (12) Elections may be held earlier by ordinary resolution if more than 2 members prematurely terminate their membership.

24. Death of directors and members

24.—(1) In the case where, as a result of death, the company has no members and no directors, the wiki community will hold elections in accordance with article 23 to appoint elected members. If there is no election committee, the wiki community members that hold a wiki account with Administrator privileges on the RS wiki and OSRS wiki will select two people to serve as the election committee. The elections must be concluded within three weeks at most.

(2) In the case where paragraph (1) is not applicable, in any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director and member.

(3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

Organisation of general meetings

25. Planning of general meetings

25.—(1) The members shall resolve to hold general meetings at least once per calendar year.

(2) The members shall undertake reasonable steps to ensure that at least 75% of members are able to attend the general meeting.

(3) Pursuant to section 307 of the Companies Act 2006, general meetings shall be announced publicly 14 days in advance, unless an earlier date is agreed to by at least 90% of members.

(4) The announcement of general meetings must specify the date, time and place of the meeting.

26. Attendance and speaking at general meetings

26.—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

27. Quorum for general meetings

27.—(1) No business other than the appointment of the chairperson of the meeting and the planning of the next general meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

(2) Quorum is defined as the greatest between—

(a) two persons; and

(b) half the total number of members.

28. Chairing general meetings

28.—(1) If the members have appointed a chairperson, the appointed chairperson shall chair general meetings if present and willing to do so.

(2) If the members have not appointed a chairperson, if the chairperson is unwilling to chair the meeting, or if the chairperson is not present within ten minutes of the time at which a meeting was due to start, the members present must appoint a member to act as the chairperson for this particular meeting. In this case, the appointment of the chairperson must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as the “chairperson”.

29. Attendance and speaking by directors and non-members

29.—(1) Directors may attend and speak at general meetings, whether or not they are members.

(2) The chairperson may permit other persons who are not members of the company to attend *and speak at a general meeting*.

30. Adjournment

30.—(1) If the persons attending a general meeting within an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairperson must adjourn it.

(2) The chairperson may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairperson must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairperson must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting at general meetings

31. Voting: general

31. A resolution put to the vote of a general meeting must be decided on a physical or virtual show of hands unless a poll is duly demanded in accordance with the articles.

32. Errors and disputes

32.—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chairperson whose decision is final.

33. Wiki community votes

33.—(1) A wiki community proposal may be demanded prior to voting on a resolution by—

(a) the chairperson; or

(b) two or more persons having the right to vote on the resolution.

(2) If a wiki community proposal is demanded, the wiki community must have the opportunity to exercise their reserve power by means of a proposal in accordance with article 38 prior to any vote on a resolution.

(3) If a wiki community proposal is demanded, a reasonable time limit during which the wiki community may exercise their reserve power is set by the chairperson.

(4) Following the closure of the wiki community proposal or expiry of the time limit, the resolution may proceed with a vote.

34. Poll votes

34.—(1) A poll on a resolution may be demanded at a general meeting, before a show of hands on that resolution—

- (a) at a general meeting, either before a show of hands on that resolution; or
- (b) immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

- (a) the chairperson;
- (b) two or more persons having the right to vote on the resolution; or
- (c) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken, and
- (b) the chairperson consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairperson directs.

35. Amendments to resolutions

35.—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairperson may determine), and
- (b) the proposed amendment does not, in the reasonable opinion of the chairperson, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

- (a) the chairperson proposes the amendment at the general meeting at which the resolution is to be proposed, and
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairperson, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson's error does not invalidate the vote on that resolution.

Part 5 Wiki community

36. Definitions

36. "wiki community" refers to the collective group of editors on each of the wikis operated by the company, excluding people with blocked wiki accounts.

37. Rights

37. Wiki community editorship confers no membership rights.

38. Wiki community's reserve power

38.—(1) The wiki community may, through a proposal on one of the wikis, direct the members—

(a) to take, or refrain from taking, specified action; or

(b) to pass, or refrain from passing, a resolution.

(2) In order to exercise this reserve power, the proposal must have community consensus.

(3) Community consensus is defined by the wiki community's internal consensus policies.

(4) In the case that there is a dispute on whether or not community consensus has been reached, the dispute shall be referred to the chairperson whose ruling about whether consensus has been reached, in relation to any proposal other than one about the chairperson themselves, is to be final and conclusive.

(5) No such proposal invalidates anything which the members have done before the passing of the proposal.

(6) The proposal is invalid if—

(a) it would, if passed, be ineffective (whether by reason of law or reason of inconsistency with any enactment or the company's constitution or otherwise),

(b) it is defamatory of any person, or

(c) it is frivolous or vexatious.

39. Representation at general meetings

39.—(1) The wiki community may direct members to discuss a topic at the next general meeting by means of proposal.

(2) The proposal need not have community consensus to require discussion at the next general meeting.

Part 6 Administrative arrangements

40. Means of communication to be used

40.—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

41. Company seals

41.—(1) Any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is—

(a) any director of the company;

(b) the company secretary (if any); or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

42. No right to inspect accounts and other records

42. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

43. Provision for employees on cessation of business

43. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

44. Severability

44. In case any article or paragraph in the articles shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining articles and paragraphs shall not in any way be affected or impaired thereby and such article or paragraph shall be ineffective only to the extent of such invalidity, illegality or unenforceability.

Directors' indemnity and insurance

45. Indemnity

45.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—

(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

(b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

(c) any other liability incurred by that director as an officer of the company or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) 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 director” means any director or former director of the company or an associated company.

46. Insurance

46.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

(a) a “relevant director” means any director or former director of the company or an associated company,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director'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) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.