

# File Copy



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06985913

The Registrar of Companies for England and Wales hereby certifies that  
UK FOUNDATION FOR AIDS RESEARCH

is this day incorporated under the Companies Act 1985 as a  
private company and that the company is limited.

Given at Companies House on 10th August 2009



\*N06985913S\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

The above information was communicated in non-legible form and authenticated by the  
Registrar of Companies under section 710A of the Companies Act 1985



**Companies House**

— for the record —

Electronic statement of compliance  
with requirements on application  
for registration of a company  
pursuant to section 12(3A) of the  
Companies Act 1985

Company number

**6985913**

Company name

**UK FOUNDATION FOR AIDS RESEARCH**

I,

**MARK WATSON**

of

**33 LEBANON ROAD  
CROYDON  
UNITED KINGDOM  
CR0 6UT**

a

person named as a secretary of the company in the  
statement delivered to the registrar of companies  
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section  
12(3A) of the Companies Act 1985

Statement:

I hereby state that all the requirements of the  
Companies Act 1985 in respect of the registration of  
the above company and of matters precedent and  
incidental to it have been complied with.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies  
electronically and authenticated in accordance with the registrar's  
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to  
criminal prosecution



**Companies House**  
— for the record —

**10(ef)**

**First directors and secretary and  
intended situation  
of registered office**

*Received for filing in Electronic Format on the:* **07/08/2009**



X1HTMC7D

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*Company Name  
in full:* **UK FOUNDATION FOR AIDS RESEARCH**

*Proposed Registered  
Office:* **33 LEBANON ROAD  
CROYDON  
CR0 6UT**

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*memorandum delivered by an agent for the subscriber(s):* **No**

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*Company Secretary*

*Name* **MARK WATSON**

*Address:* **33 LEBANON ROAD  
CROYDON  
UNITED KINGDOM  
CR0 6UT**

*Consented to Act:* **Y** *Date authorised* **10/08/2009** *Authenticated:* **YES**

*Director 1:*

*Name*            **MR MARK WATSON**

*Address:*       **33 LEBANON ROAD  
CROYDON  
UNITED KINGDOM  
CR0 6UT**

*Nationality:*    **BRITISH**

*Business occupation:*   **DIRECTOR**

*Date of birth:*    **28/04/1966**

*Consented to Act:* **Y**            *Date Authorised:* **10/08/2009**   *Authenticated:* **YES**

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*Authorisation*

*Authoriser Designation:* **subscriber**

*Date Authorised:* **07/08/2009**

*Authenticated:* **Yes**

THE COMPANIES ACTS 1985 TO 2006  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
MEMORANDUM OF ASSOCIATION  
OF  
UK FOUNDATION FOR AIDS RESEARCH

1. The Company's name is UK FOUNDATION FOR AIDS RESEARCH
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects ("the Objects") are:-  
The promotion of commerce, art, science, education, religion and charity.
4. In furtherance of the Objects but not otherwise the Company may exercise the following powers:
  - (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company;
  - (b) to raise funds either by borrowing, subscriptions or otherwise, and to mortgage and charge the Company's property and assets, and to invite and receive contributions;
  - (c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
  - (d) subject to clause 5 below to employ such staff, who shall not be directors of the Company ("the Directors") as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
  - (e) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
  - (f) to co-operate with voluntary bodies and statutory authorities operating in furtherance of the Objects or similar purposes and to exchange information and advice with them;
  - (g) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
  - (h) to establish and maintain subsidiary companies to assist or act as agents for the Company.
  - (i) to do all such other lawful things as are necessary for the achievement of the Objects.
5. The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company: Provided that nothing in this document shall prevent any payment in good faith by the Company:
  - (1) of the usual professional charges for business done by any Director or member of the Company who is a solicitor, accountant or other person engaged in a profession when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration is under discussion;
  - (2) of reasonable remuneration to any person holding office as an event or fund raising organiser or manager for work undertaken whilst holding that office, notwithstanding that he/she is a Director or member of the Company: Provided that any Director withdraws from any meeting whilst his/her remuneration is being discussed;
  - (3) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a Director;
  - (4) of interest on money lent by any member of the Company or director at a reasonable and proper rate per annum not above the published base

- lending rate of a clearing bank to be selected by the Directors;
- (5) of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the issued capital of that company;
  - (6) of reasonable and proper rent for premises demised or let by any member of the Company or a Director;
  - (7) to any Director of reasonable out-of-pocket expenses. Provided that no payment to a member or Director shall be effective unless passed at a quorate meeting of the Directors.

6. The liability of the members is limited.

7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding GBP 1.00) to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Company's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

8. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other company or companies, society or societies (whether charitable or not) having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Clause 5 above, chosen by the members of the Company at or before the time of dissolution.

We, the subscriber(s) to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Name(s) and address(es) of Subscriber(s)

MR MARK WATSON

33 LEBANON ROAD  
CROYDON  
CR0 6UT  
UNITED KINGDOM

Dated : 7th August 2009

THE COMPANIES ACTS 1985 TO 2006  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
OF  
UK FOUNDATION FOR AIDS RESEARCH

Preliminary and Interpretation

1. (a) None of the regulations contained in Table A in the Schedule to the Companies Act 1985 or to any other Statute shall apply to the Company.
  - (b) In these articles:
    - "the Company" means UK FOUNDATION FOR AIDS RESEARCH;
    - "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
    - "the Articles" means these articles of association of the Company;
    - "Clear Days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
    - "Director" and "Directors" shall have the same meaning as defined in the Act;
    - "Executed" includes any mode of execution;
    - "the Memorandum" means the memorandum of association of the Company;
    - "Office" means the registered office of the Company;
    - "the Seal" means the common seal of the Company if it has one;
    - "Secretary" means the company secretary of the Company or any other person appointed to perform the duties of the company secretary of the Company, including a joint, assistant or deputy company secretary;
    - "the United Kingdom" means Great Britain and Northern Ireland; and words importing the masculine gender only shall include the feminine gender.
- Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

2. (a) The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under article 61 shall be members of the Company. No person shall be admitted a member of the Company unless his application for membership is approved by the directors.
- (b) Unless the directors or the Company in general meeting shall make other provision under article 61, the directors may in their absolute discretion permit any member of the Company to retire, provided that after such retirement the number of members is not less than two.

General Meetings

3. The Company shall hold, in each calendar year, a meeting to be known as the annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it.
4. The directors may call general meetings and, on the requisition of members pursuant to the provisions of sections 303 and 304 of the Companies Act 2006, shall forthwith proceed to convene a general meeting for a date not later than twenty eight days after the notice convening said meeting which shall be despatched not more than twenty one days from the date on which the directors become subject to the requirement. If, for any reason, the directors do not call a meeting in accordance with section 304 of the Companies Act 2006 after becoming required to do so under section 303 of that Act, the members who requested the meeting in accordance with the said section 303, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with the provisions of section 305 of the said Act.

Notice of general meetings

5. (a) General meetings shall be called by at least fourteen Clear Days'

notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote, being a majority together holding not less than 90 percent of the total voting rights at the meeting of all the members.

- (b) The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.
- (c) The notice shall be given to all the members and to the directors and, if appointed, the auditors of the Company.

6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### Proceedings at general meetings

7. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.

9. The chairman, if any, of the directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

10. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

11. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

12. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- (a) by the chairman; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to



that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be of the resolution of the meeting at which the poll is demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

#### Votes of members

20. Subject to article 17, every member shall have one vote.
21. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.
22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
23. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
24. Any organisation which is a member of the Company may by resolution of its council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Company.

#### Directors

25. The number of directors shall be not less than two but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

26. The first directors shall be those persons named in the statement delivered pursuant to the Act, who shall be deemed to have been appointed under the Articles. Future directors shall be appointed as provided subsequently in the Articles.

#### Powers of directors

27. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all the powers exercisable by the directors.
28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the directors shall have the following powers, namely:
- (a) to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Company;
  - (b) to enter into contracts on behalf of the Company.

#### Appointment and Retirement of directors

29. At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.
30. Subject to the provision of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
31. If the Company at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
32. No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless:
- (a) he is recommended by the directors; or
  - (b) not less than fourteen nor more than thirty-five Clear Days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors together with a notice executed by that person of his willingness to be appointed or reappointed.
33. No person may be appointed as a director in circumstances such that, had he already been a director, he would have been disqualified from acting under the provisions of article 38.

34. Not less than seven nor more than twenty-eight Clear Days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors.
35. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.
36. The directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
37. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed.

#### Disqualification and Removal of directors

38. A director shall cease to hold office if:
- a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
  - b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - c) he is, or may be, suffering from mental disorder and either-
    - i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under Mental Health (Scotland) Act 1960, or
    - ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - d) he resigns his office by notice to the company; or
  - e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

#### Proceedings of directors

39. The Board may meet to transact business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. Notices of meetings shall be given to all Directors and to any alternate Directors appointed by them.
40. A meeting of the Directors (or any committee of Directors) may consist of a conference between Directors (or that committee) some or all of whom are in different places provided that each person who participates is able:
- (a) to hear or hear and see each of the other participating Directors addressing the meeting; and
  - (b) if he so wishes, to address all the other participating Directors

simultaneously, whether directly, by conference telephone, video link, audio-visual link or by any other form of communications equipment (whether in use when this Article is adopted or developed subsequently) or by a combination of those methods.

41. A meeting held in this way is deemed to take place where the largest group of participating Directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
42. The views and decisions of the participating Directors as ascertained and evidenced by such conference and communicated to the chairman of the meeting shall be treated as votes in favour of or against a particular resolution. A resolution passed at any meeting held in this manner, and signed by the chairman, shall be conclusive evidence of the fact and shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
43. Unless there is a sole Director in office at any given time the quorum necessary for the transaction of the business of the Board may be fixed by the Board but shall in no case be less than two. Any two Directors shall be deemed to be present at a meeting for the purpose of a quorum if participating in the meeting by means of a conference telephone or by any other form of communications equipment or by a combination of those methods. The sole Director shall have authority, and a meeting of the Board at which a quorum is present shall be competent, to exercise all powers and discretions for the time being exercisable by the Board or by the Directors generally.
44. The Board may appoint a chairman of its meetings and determine the period for which he is to hold office, but if no such chairman be appointed, or if at any meeting the chairman is not present, the Directors present shall choose one of their number to be chairman of the meeting.
45. A resolution in writing, signed by all the Directors, shall be as valid and effective as a resolution passed at a meeting of the Board duly convened and held. Such a resolution need not be signed by an alternate Director if it is signed by the Director who appointed him. Such a resolution may consist of several documents in like form, each signed by one or more Directors.
46. The Board may delegate any of its powers to committees consisting of one or more Directors. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board. Subject to any such regulations, the proceedings of a committee with two or more members shall be governed by these Articles regulating the proceedings of Directors, so far as they are capable of applying.
47. All acts done by any meeting of the Board, or of a committee of Directors, or by any person acting as a Director, shall, even if it is subsequently discovered that there was some defect in the appointment of any such Director, or person acting as aforesaid, or that they or any of them were disqualified, or had vacated office, be as valid as if every person had been duly appointed, and was qualified and had continued to be, a Director.

#### Secretary

48. Subject to the provisions of the Act, the Secretary shall be appointed by the directors for such term, at such remuneration (if not a director) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

#### Minutes

49. The directors shall keep minutes in books kept for the purpose

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings at meetings of the Company and of the directors and of committees of directors including the names of the directors present at each such meeting.

#### The Seal

50. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or by a second director.

#### Accounts

51. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

#### Notices

52. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice or by means of a website or partly by one such means and partly by another. Notice of the meeting is not validly given by the Company by means of a website unless it is given in accordance with this Article.
53. In this Article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
54. When the Company notifies a member of the presence of the notice on the website the notification must-
- (a) state that it concerns a notice of a company meeting, and
  - (b) specify the place, date and time of the meeting.
55. The notice must be available on the website and must be available throughout the period beginning with the date of that notification and ending with the conclusion of the meeting.
56. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the member. A document or information may only be sent or supplied by the Company to a person by being made available on a website if the person-
- (a) has agreed (generally or specifically) that the document or information may be sent or supplied to him in that manner, or
  - (b) is taken to have so agreed under-
    - (i) a deemed agreement of members of a company to use of website, or
    - (ii) a deemed agreement of debenture holders to use of website,

and had not revoked that agreement. In the case of joint-members, all notices shall be given to the joint-member whose name stands first in the register of members in respect of the joint-membership and notice so given shall be sufficient notice to all the joint-members. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company. In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

57. A member present, either in person or by proxy, at any meeting of the

Company or of any class of member of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

58. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.
59. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent. Where the document or information is sent or supplied by means of a website, it is deemed to have been received by the intended recipient-
- (a) when the material was first made available on the website, or
  - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

#### Indemnity

60. (a) Every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under sections 144 of the 1985 Act or Sections 661 (as from the date that section is brought into force) or 1157 of the 2006 Act, in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This article shall only have effect in so far as its provisions are not avoided by Section 232 of the 2006 Act.
- (b) The directors shall have power to purchase and maintain an insurance policy for any director or officer of the Company effecting cover against any such liability as is referred to in Section 232 of the 2006 Act.

#### Rules

61. (a) The directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- (i) the admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (ii) the conduct of members of the Company in relation to one another, and to the Company's servants;
  - (iii) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes
  - (iv) the procedure at general meetings and meetings of the directors and committees of the directors in so far as such procedure is not regulated by the Articles;

- (v) generally, all such matters as are commonly the subject matter of company rules.
- (b) The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the directors shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or bye laws, which shall be binding on all members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

MR MARK WATSON

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Dated: 7th August 2009