

THE COMPANIES ACT 1985

THE COMPANIES ACT 1989

THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

CALL PLUS

(as amended by Special Resolution passed on 13th October 2011)

INTERPRETATIONS

1. In these Articles:

“the Act” means the Companies Act 1985 including any statutory modifications or re-enactments thereof for the time being in force

“the Auditors” shall mean the auditor to the Company for the time being

“the Seal” means the Common Seal of the Company

“the Secretary” means any person appointed to perform the duties of the Secretary of the Company

“the United Kingdom” means Great Britain and Northern Ireland

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a permanent visible form

Unless the context requires otherwise words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations became binding on the Company

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears

Words importing persons shall include bodies corporate if not inconsistent with the context

MEMBERS

2. The Company is established for the purposes expressed in the Memorandum of Association
3. The following persons shall be Members of the Company:-
 - (a) the subscribers to the Memorandum of Association
 - (b) the Members of the Management Committee
 - (c) all persons over the age of 18 interested in actively furthering the objects of the Company but no person shall be deemed a Member until his or her name has been duly placed by the Secretary on the list of Members maintained by the Secretary
4.
 - (a) The rights and privileges of a Member shall not be transferable
 - (b) No person shall be admitted to membership of the Company unless he or she is approved by the Management Committee
 - (c) Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Management Committee require executed by him or her
5. A Member shall cease to be a Member of the Company:
 - (a) upon his or her giving at least 7 clear days notice in writing to the Company that he or she resigns his or her membership; and
 - (b) upon the Management Committee by a resolution giving good and sufficient reason and passed by a majority consisting of not less than three-quarters of the Management Committee present at a special meeting of the Management Committee of and at which the Member in question has been given reasonable notice and a reasonable opportunity of being heard in his or her own defence giving him or her notice requiring him or her to resign his or her membership

REGISTERS

6. The Management Committee shall cause the following registers to be kept by the Registered Office of the Company:-
 - (a) a Register of Members;
 - (b) a Register of the interests of the Management Committee in debentures of the Company or its associated Companies
7. The Management Committee shall cause such Registers as are kept under the provisions of Article 6 hereof to be completed and made available for inspection in accordance with the provisions of the Act and in particular, but without prejudice to the foregoing, to Sections 325 and 352 of the Act

GENERAL MEETING

8. The Company shall in each year hold a General Meeting of its Members as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Management Committee shall appoint
9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings
10. The Management Committee may, whenever it thinks fit, convene an Extraordinary Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Management Committee Members capable of acting to form a quorum, any Management Committee Member or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Management Committee

NOTICES OF GENERAL MEETINGS

11. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and in the case of an Annual General Meeting shall specify the meeting as such. The Notice shall be given to all the Members and to the Management Committee Members and auditors and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notice from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members
12. 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 proceedings as that meeting

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Management Committee and Auditors, the election of Management Committee Members in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors
14. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; three or 1/10 whichever is the greater of Members present in person or by proxy shall be a quorum
15. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Management Committee may determine
16. The Chairman, if any, of the Management Committee shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he or she shall not be present within fifteen minutes after the time appointed for the holding of the Meeting or is unwilling to act the Management Committee Members present shall elect one of their number to be Chairman of the meeting
17. If at any meeting no Management Committee Member is willing to act as Chairman or if no Management Committee Member is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting
18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting
19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded (a) by the Chairman or (b) by at least two Members present in person or by proxy or (c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of

the votes recorded in favour or against such resolution. The demand for a poll may be withdrawn

20. Except as provided in Article 22 if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote
22. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll
23. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held and any such resolution in writing may consist of several documents in the like form each signed by one or more of such Members
24. If at any General Meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the Meeting, be of sufficient magnitude to vitiate the result of the voting

VOTES OF MEMBERS

25. On a show of hands every Member who is present shall have one vote
26. No Member shall be entitled to vote at any General Meeting if either:-
 - (a) all moneys presently payable by him or her to the Company have not been paid; or
 - (b) if such vote is upon a resolution whereby he or she is likely to receive a benefit under Clause 4 of the Memorandum of Association of the Company

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

27. On a poll votes may be given either personally or by proxy
28. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his or her attorney duly authorised in writing, or, if the

appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Company.

29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid
30. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“I/We

of _____, being a Member/Members of the above-named Company, hereby appoint

of

or failing him

of

as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary as the case may be) General Meeting of the Company to be held on the _____ day of _____, and at any adjournment thereof

Signed this _____ day of _____ “

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

32. Any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorise such persons 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 corporation which he represents as that corporation could exercise if it were an individual Member of the Company

NUMBER AND STATUS OF MANAGEMENT COMMITTEE MEMBERS

33. The number of Management Committee Members shall be four or such greater number as may be determined by the Company in General Meeting. The subscribers to the Memorandum of Association shall be the first Management Committee Members of the Company. The Management Committee Members shall be the Directors of the Company for the purposes of the Act

APPOINTMENT OF MANAGEMENT COMMITTEE MEMBERS

34. The Management Committee shall have the power at any time, and from time to time, to appoint any person to be a Management Committee Member, either to fill a casual vacancy or as an addition to the existing Management Committee, but so that the total number of Management Committee Members shall not at any time exceed the number fixed in accordance with these Articles. Any Management Committee Member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible of re-election, but shall not be taken into account in determining the Management Committee Members who are to retire by rotation at such meeting
35. No person who is not a Member of the Company shall be entitled to hold office as a Management Committee Member
36. The Management Committee shall be paid all reasonable travelling, hotel and other out-of-pocket expenses properly incurred by them in attending and returning from Meetings of the Management Committee or any Committee of the Management Committee or General Meetings of the Company or in connection with the business of the Company
37. No Management Committee Member shall vacate his or her office or be ineligible for re-appointment as a Management Committee Member nor shall any person be ineligible for appointment as a Management Committee Member by reason only of his or her having attained a particular age

BORROWING POWERS

38. The Management Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any charitable body where such action will directly further the Objects of the Company

POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE

39. The business of the Company shall be managed by the Management Committee, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Management Committee which would have been valid if that regulation had not been made.
40. The Management Committee may from time to time make such rules or bye-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and in particular but not exclusively it may by such rules or bye-laws regulate:-
 - (a) the admission of Members of the Company, the rights and privileges of such Members, the conditions of membership including any

payments to be made by Members, and the terms on which Members may resign or have their membership terminated;

- (b) the co-operation of Members of the Company with each other, and with the Company's paid and voluntary staff;
 - (c) the procedure at General Meetings and Meetings of the Management Committee and Committees of the Management Committee insofar as such procedures are not regulated by these Articles
 - (d) the management of any property that may be acquired by the Company;
 - (e) the establishment of the local branches as may be necessary and appropriate from time to time
- 41 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Management Committee shall from time to time by resolution determine
- 42 The Management Committee shall cause minutes to be made of all appointments of officers made by them, of the names of the Management Committee Members present at each meeting of the Management Committee and of any committee of the Management Committee, and of all resolutions and proceedings at all meetings of the Company, and of the Management Committee, and of committees of Management Committee and any such minutes if signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated
- 43 The continuing Management Committee Members may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number prescribed by these Articles as the necessary quorum of the Management Committee, the continuing Management Committee Members or Management Committee Member may only act as Management Committee Member to admit persons to membership of the Company, to appoint additional Management Committee Members or to summon a General Meeting

DISQUALIFICATION AND REMOVAL OF MANAGEMENT COMMITTEE MEMBERS

44. The office of Management Committee Member shall be vacated if the Management Committee Member:-
- (a) has a receiving order made against him or her or makes an arrangement or composition with his or her creditors generally; or
 - (b) becomes prohibited from being an Management Committee Member by reason of any Order made under the Company Management Committee Disqualification Act 1986; or
 - (c) becomes of unsound mind; or

- (d) resigns his or her office by notice in writing to the Company; or
- (e) is removed from office by a resolution duly passed pursuant to Sections 303 and 304 of the Act; or
- (f) ceases to be a Member of the Company; or
- (g) is in the circumstances permitted by Clause 4 of the Memorandum of Association directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act and the Board resolve that he shall vacate his office

ROTATION OF MANAGEMENT COMMITTEE MEMBERS

- 45
- (a) At the first Annual General Meeting of the Company all the Management Committee Members shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the Management Committee Members for the time being, or, if their number is not three or a multiple of three, then the number nearest one third shall retire from office.
 - (b) The Management Committee Members to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Management Committee Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
 - (c) A retiring Management Committee Member shall be eligible for re-election
 - (d) The Company at the meeting at which a Management Committee Member retires in manner aforesaid may fill the vacant office by electing a person thereto, and in default the retiring Management Committee Member, shall, in offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacant office or unless a resolution for the re-election of such Management Committee Member shall have been put to the meeting and lost
 - (e) No person other than a Management Committee Member retiring at the meeting shall unless recommended by the Management Committee be eligible for election to the office of Management Committee Member at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected
 - (f) Subject to the provisions of Article 33 hereof the Company may from time to time by Ordinary Resolution increase or reduce the number of

Management Committee Members, and may also determine in what rotation the increased or reduced number is to go out of office

46. Subject to Clause 44 the Company may by Ordinary Resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any Management Committee Member before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the Company and such Management Committee Member
47. The Company may by Ordinary Resolution appoint another person in place of a Management Committee Member removed from office under the immediately preceding Article. Without prejudice to the powers of the Management Committee under Article 34 the Company in General Meeting may appoint any person to be a Management Committee Member either to fill a casual vacancy or as an additional Management Committee Member. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he or she had become a Management Committee Member on the day on which the Management Committee Member in whose place he or she is appointed was last elected a Management Committee Member
48. The Continuing Members of the Management Committee may act notwithstanding any vacancy in their body but if their number is less than the number fixed as the quorum, the Continuing Member or Member of the Management Committee may act only for the purpose of filling vacancies or of calling a General Meeting

PROCEEDINGS OF THE MANAGEMENT COMMITTEE

49. (a) The Management Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Management Committee Member may, and the Secretary on the requisition of a Management Committee Member shall, at any time summon a meeting of the Management Committee. It shall not be necessary to give notice of a meeting of Management Committee to any Management Committee Member for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Management Committee shall be three or one third of their Members whichever is the greater
- (b) The Management Committee Member may elect a Chairman of their meetings and determine the period for which he is to hold office; but, if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Management Committee Members present may choose one of their number to be Chairman of the meeting

SUB-COMMITTEES

50. The Management Committee may delegate any of their powers to sub-committees consisting of such two or more Management Committee Members and such other persons as they think fit; any sub-committee so

formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee, act in accordance with a budget approved by the Management Committee and be subject to a full and prompt report to the Management Committee thereon

51. A sub-committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members of the sub-committee present may choose one of their number to be Chairman of the meeting
52. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members of the sub-committee present, and in the case of an equality of votes the Chairman shall have a second or casting vote
53. All acts done by any meeting of the Management Committee or of a sub-committee of Management Committee, or by any person acting as a Management Committee Member shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Management Committee Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Management Committee Member
54. A resolution in writing, signed by all the Management Committee Members for the time being entitled to receive notice of a meeting of the Management Committee, shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held and any such resolution in writing may consist of several documents in like form signed by one or more of such Management Committee Members

HONORARY OFFICERS

55. The Management Committee shall have power to appoint and remove such person or persons (whether or not a Member or Members of the Company) as it shall think fit to be the President or one or more Vice-Presidents of such person or persons (whether or not a Member or Members) as it shall think fit to be the Patron or Patrons of the Company
56. The Management Committee shall elect annually from its Members a Chairman, Vice-Chairman, Treasurer and such other honorary officers as the Company shall decide, each of whom shall hold office until commencement of the first Meeting of the Management Committee after the Annual General Meeting next following his or her appointment when he or she shall retire. An honorary officer so retiring shall (so long as he or she remains a Member of the Management Committee) be eligible for re-election. The honorary officers elected under this Article shall be ex-officio Members of all sub-committees formed pursuant to Article 50

THE SECRETARY

57. Subject to Sections 10 and 13(5) of the Act, the Secretary shall be appointed by the Management Committee for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be

removed by them provided that no Management Committee Member may occupy the salaried position of Secretary

58. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Management Committee Member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Management Committee Member and as, or in place of, the Secretary

THE SEAL

59. The Management Committee shall provide for the safe custody of the Seal, which shall only be used by the authority of the Management Committee or of a sub-committee of the Management Committee authorised by the Management Committee Members in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Management Committee Member and shall be countersigned by the Secretary or by a second Management Committee Member or by some other person appointed by the Management Committee for that purpose

ACCOUNTS AND MANAGEMENT COMMITTEE REPORT

60. The Management Committee shall cause accounting records to be kept in accordance with Sections 221 and 223 of the Act
61. The books of account or accounting records shall be kept at the office, or, subject to the provisions of the Act, at such other place or places as the Management Committee shall think fit, and shall always be open to the inspection of the officers of the Company
62. The Management Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being officers of the Company, and no Member (not being an officer) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Management Committee or by the Company in General Meeting
63. The Management Committee shall from time to time in accordance with the Act cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one (21) clear days before the date of the meeting, subject nevertheless to the provisions of Section 240(4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 241 of the Act

AUDIT

64. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act

The remuneration of the Auditors may be fixed by the Management Committee

NOTICES

65. A notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom), to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of the meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post
66. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them;
 - (b) the Auditor for the time being of the Company;

No other person shall be entitled to receive notices of General Meetings

67. Clause 7 of the Memorandum of Association shall have effect as if repeated herein

INDEMNITY

68. Subject to the provisions of the Act, every Member of the Management Committee or officer, employee or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court for liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

We, the several persons whose names, addresses, signatures and descriptions are below subscribed are desirous of being formed into a Company in pursuance to these Articles of Association

NAMES SIGNATURES ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS

Name Martin Simon Albu
Address 18 Wesetleigh
 36 Clifton Road
 Stockport
 Cheshire SK4 4BU
Signature Martin Albu
Occupation Government Service

Name Nigel G. S. Day
Address John Dalton House
 121 Deansgate
 Manchester M3 2AB
Signature N Day
Occupation Solicitor

Dated this 15th day of April 1992

WITNESS TO THE ABOVE SIGNATURES

Name David Stuart Lambert
Address 121 Deansgate
 Manchester M3 2AB
Signature D. S. Lambert
Occupation Solicitor