

**Company No: 3203859**

**The Companies Acts**

**Private Company Limited by Guarantee**

**ARTICLES OF ASSOCIATION**

**of**

**NOMINET UK**

(adopted by special resolution passed on 16 March 2006)

CMS Cameron McKenna LLP  
Mitre House  
160 Aldersgate Street  
London EC1A 4DD

T +44(0)20 7367 3000  
F +44(0)20 7367 2000

## Table of Contents

	DEFINITIONS AND INTERPRETATION .....	1
1.	Definitions .....	1
2.	Table A.....	2
3.	Members.....	2
	PROCEEDINGS AT GENERAL MEETINGS .....	3
4.	Notice of General Meetings.....	3
5.	Quorum .....	3
6.	Directors entitled to attend.....	4
7.	Procedure if a quorum is not present.....	4
8.	Remote Attendance at Meetings .....	4
9.	Procedure if a single member company .....	4
10.	Execution by or on behalf of members .....	4
11.	Right to demand a poll.....	5
12.	Resolution in writing .....	5
13.	Voting .....	5
14.	Proxies .....	5
	NUMBER OF DIRECTORS.....	7
15.	Number of directors.....	7
	ALTERNATE DIRECTORS .....	7
16.	Appointment, removal and cessation.....	7
17.	Alternate acting for more than one director .....	8
	DELEGATION OF POWERS .....	8
18.	Committees.....	8
19.	Policy and Consultation.....	8
20.	Rules.....	8
	APPOINTMENT AND RETIREMENT OF DIRECTORS.....	8
21.	Retirement by rotation .....	8
22.	Members' rights to appoint and remove directors.....	9
23.	Death of a sole member .....	9
24.	No age limit for directors.....	10
	DISQUALIFICATION AND REMOVAL OF DIRECTORS .....	10
25.	Disqualification.....	10
	REMUNERATION OF DIRECTORS.....	10
26.	Ordinary remuneration and extra remuneration .....	10
27.	Directors' expenses.....	10
	PROCEEDINGS OF DIRECTORS .....	10
28.	Notice to directors outside the United Kingdom .....	10

29.	Sole director .....	11
30.	Resolution in writing .....	11
31.	Participation at meetings by telephone .....	11
32.	Minutes .....	11
33.	Directors' interests .....	11
34.	Secretary .....	12
	<b>THE SEAL</b> .....	12
35.	Sealing.....	12
36.	Official seal.....	12
	<b>NOTICES</b> .....	12
37.	Form of notice.....	12
38.	Service of notice .....	12
39.	When notice deemed served.....	13
	<b>INDEMNITY</b> .....	13
40.	Indemnity, provision of funds and insurance.....	13

**The Companies Acts**  
**Private Company Limited by Guarantee**

**ARTICLES OF ASSOCIATION**  
**of**  
**NOMINET UK**

**DEFINITIONS AND INTERPRETATION**

**1. Definitions**

1.1 In these articles:

“**address**” includes (but only in relation to electronic communications) any number or address used for the purposes of such communications;

“**board**” means the board of directors for the time being of the company or those directors present at a duly convened meeting of the directors at which a quorum is present;

“**committee**” means a committee of the board duly appointed pursuant to these articles;

“**communication**” is as defined in the Electronic Communications Act 2000;

“**director**” means a director for the time being of the company;

“**electronic communication**” is as defined in the Electronic Communications Act 2000;

“**LCIA Rules**” means the rules of the London Court of International Arbitration in force at the time proceedings are commenced.

“**Statutes**” means every statute (including any statutory instrument, order, regulation or subordinate legislation made under it) for the time being in force concerning companies and affecting the company;

“**Steering Committee**” means the members of the company for the time being;

“**Table A**” means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985;

“**these articles**” means these articles of association (including such regulations in Table A as apply to the company) as originally adopted or as altered from time to

time and reference to any numbered article is to the corresponding article in these articles;

**“writing”** includes any method of reproducing or representing words in a legible and non-transitory form.

- 1.2 References in regulation 1 of Table A to “these regulations” shall include a reference to these articles and the definition of “the holder” shall be omitted. Headings to these articles are inserted for convenience only and shall not affect their construction.
- 1.3 References to the execution or the signing of an electronic communication include references to its being executed by such means as the board may from time to time approve (including for the purpose of establishing the authenticity or integrity of the communication). Except insofar as these articles expressly require a communication to be in writing, any electronic communication purporting to contain a copy of a document need not be in writing provided that it faithfully and intelligibly reproduces all the relevant information given in writing in the document. References to anything given, sent or received by, or contained in, an electronic communication include references to its being published on a web site and such publication being notified (by electronic communication or otherwise) to the relevant person in such manner that, where relevant, that person would be deemed to have notice of it, and access on that web site to it, for at least the duration of any relevant period of notice or availability prescribed by these articles or by the Statutes.

## **2. Table A**

- 2.1 The regulations contained in Table A (as modified by these articles) shall apply to the company except in so far as they are excluded by or are inconsistent with these articles. Regulations 2 to 35 (inclusive), 40, 41, 53 to 55 (inclusive), 57, 59, 60 to 62 (inclusive), 64, 65, 67, 73 to 80 (inclusive), 82, 83, 94 to 98 (inclusive), 102 to 108 (inclusive), 110 to 112 (inclusive) and 114 to 118 (inclusive) of Table A shall not apply to the company.

## **3. Members**

- 3.1 The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the directors require by him and such application fee for membership and annual membership fees as specified by the directors. Directors shall be entitled to refuse admission to any applicant without ascribing any reason thereto.
- 3.2 Membership of the company shall cease:
  - 3.2.1 on death, dissolution, winding up, appointment of a liquidator, striking off or any process where distinct legal personality ends or the collaboration of partnership breaks up of any member; or
  - 3.2.2 if any member fails to pay any or all membership fees due to the company within the time limit set by the directors; or

- 3.2.3 on the unanimous vote of the directors acting in the best interests of the company where, in the directors' reasonable opinion, the actions or omissions of the member are likely to bring the company into disrepute, or other exceptional circumstances justify termination of membership; or
- 3.2.4 if any member gives at least seven clear days notice to the company of its withdrawal from the company.
- 3.3 No challenge may be made to the termination of membership other than in the case of termination under article 3.2.3 above. A challenge to a termination under article 3.2.3 above may only be made in arbitration under the LCIA Rules. Any such challenge must be commenced within 30 days of the termination. It is a condition of commencement of any challenge, that the challenging party shall provide the company with a copy of the request for arbitration (as provided in Article 1 of the LCIA Rules). The number of arbitrators shall be one. The place and seat of the arbitration shall be London, England and the language of the arbitration shall be English. The decision of the arbitrator shall be final. The cost of the arbitration (including the legal and other costs of the parties) shall be borne as determined by the arbitrator.
- 3.4 The parties to any arbitration under article 3.3 agree to keep confidential to themselves and their legal and other professional advisers the existence and details of any proceedings pursuant to article 3.3, including their submissions and evidence except to the extent that such documents or information are in the public domain or required by a legal duty to be disclosed or disclosure is reasonably necessary to protect or pursue a legal right or remedy, provided that the final decision of the arbitrator shall not be subject to this article 3.4.
- 3.5 Membership shall not be transferable.

## **PROCEEDINGS AT GENERAL MEETINGS**

### **4. Notice of General Meetings**

#### 4.1 In regulation 38 of Table A:

4.1.1 In paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right"; and

4.1.2 The words "The notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence.

### **5. Quorum**

5.1 No business shall be transacted at any general meeting unless a quorum is present. Six persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum, provided that if and for so long as the company has less than 6 members, those members present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.

## **6. Directors entitled to attend**

6.1 The words “and at any separate meeting of the holders of any class of shares in the company” shall be omitted from regulation 44 of Table A.

## **7. Procedure if a quorum is not present**

7.1 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time and place as the board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

## **8. Remote Attendance at Meetings**

8.1 A person entitled to attend a meeting may participate by means of a telephone conference, video-link or other facility whereby all people participating in the meeting can hear each other and participation in this manner shall be deemed to be presence in person at such meeting (and that person may therefore exercise whatever vote they would be entitled to were they physically present).

## **9. Procedure if a single member company**

9.1 If the membership of the company falls to one member or, having been one member, increases to more than one member, an appropriate statement of such event shall together with the date of that event be entered in the register of members in accordance with section 352A of the Act.

9.2 If and for so long as the company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the company in general meeting save that this article shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act. Any decision taken by a member pursuant to this article shall be recorded in writing and delivered (including by electronic communication) by that member to the company for entry in the company's minute book.

9.3 If and for so long as the company has only one member and that member is a director, the company shall, except as to contracts in the ordinary course of the company's business, comply with the obligation in section 322B of the Act to ensure that any contract between the company and that member is in writing or set out in a memorandum in writing or is recorded in the minutes of the first meeting of the directors following the making of that contract.

## **10. Execution by or on behalf of members**

10.1 For all purposes, including the execution or signature of any appointment of proxy, resolution in writing, notice or other document (including electronic communications) executed, signed or approved pursuant to any provision of these articles, in the case of a member which is a corporation, signing by any director or the secretary of that corporation or any other person who appears to any officer of the company (acting reasonably and in good faith) to have been duly authorised to sign shall be deemed to be and shall be accepted as signing by that corporation.

## **11. Right to demand a poll**

- 11.1 A poll may be demanded at any general meeting by any 2 members (or their proxy or, in the case of a corporation, their duly authorised representative) entitled to vote at the meeting.
- 11.2 The Chairman may declare either when convening a general meeting or during a general meeting that a vote on a resolution to be held at that general meeting shall be conducted as a poll.
- 11.3 Regulation 46 of Table A shall be modified accordingly.

## **12. Resolution in writing**

- 12.1 A resolution in writing of all the members who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held if it consists of either:
  - 12.1.1 an instrument (including one contained in an electronic communication) in writing signed by or on behalf of each such member; or
  - 12.1.2 several instruments (including any contained in electronic communications) in writing in substantially similar form each signed by or on behalf of one or more of such members.
- 12.2 Any such instrument in writing may be accepted notwithstanding that the original is not available at the office provided that a copy of it has been sent (including by electronic communication) by or on behalf of one or more of such members and deposited or received at the office or received by any director or by the secretary.

## **13. Voting**

- 13.1 The company will establish a voting rights bylaw of the company from time to time which will provide a mechanism for allocating weighted votes to reflect members' relative commercial involvement in the company's business. The voting rights bylaw may only be amended by ordinary resolution of the company.
- 13.2 On a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by its duly authorised representative, not being himself a member entitled to vote, shall have one vote.
- 13.3 On a poll demanded under article 11 above, or as otherwise specified by the voting rights bylaw, the members shall be allocated weighted votes in accordance with such voting rights bylaw.
- 13.4 Paragraph (d) of regulation 46 of Table A shall be omitted.

## **14. Proxies**

- 14.1 If the appointment of a proxy is:
  - 14.1.1 an instrument not contained in an electronic communication, it shall be executed under the hand of the appointor or of his attorney authorised in

writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign it;

- 14.1.2 contained in an electronic communication, it shall be executed by or on behalf of the appointor.
- 14.2 The board may (but need not) allow proxies to be appointed by means of electronic communication, and if it does it may make such appointments subject to such stipulations, conditions or restrictions, and require such evidence of valid execution, as the board thinks fit.
- 14.3 The appointment of a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority certified notarially or in some other way approved by the board, shall:
- 14.3.1 in the case of an instrument not contained in an electronic communication, be deposited at the office (or at such other place within the United Kingdom as is specified for the purpose in the notice convening the meeting or in the instrument) not less than 48 hours before the time of the holding of the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
- 14.3.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
- (a) in the notice convening the meeting, or
  - (b) in any instrument of proxy sent out by the company in relation to the meeting, or
  - (c) in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting,
- be received at such address (or, where the thing in question is not contained in an electronic communication, at the office or at such other place as may be specified for the purpose) not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- 14.3.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- 14.3.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of the meeting or to any director,

but notwithstanding this an appointment of a proxy may be accepted by the directors at any time prior to the meeting at which the person named in the appointment proposes to vote (or, where a poll is demanded at the meeting, but not taken forthwith, at any time prior to the taking of the poll). Otherwise, an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

- 14.4 The appointment of a proxy shall be in any usual form or any other form which the board may approve and may relate to more than one meeting. The board may, if it thinks fit but subject to the Statutes, include with the notice of any meeting forms of appointment of proxy for use at the meeting. The appointment of proxy shall be deemed to include the right to demand or join in demanding a poll and (except to the extent that the appointment comprises instructions to vote in a particular way) to vote or abstain as the proxy thinks fit on any business properly dealt with at the meeting, including a vote on any amendment of a resolution put to the meeting or on any motion to adjourn. The appointment shall, unless the contrary is stated in it, be as valid for any adjournment of the meeting as for the meeting to which it relates. A proxy may not speak at any meeting except with the permission of the chairman of the meeting.
- 14.5 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid, notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice of such determination was received by the company at the office (or at such other place at which the appointment of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which the appointment was duly received) not later than the last time at which an appointment of proxy should have been deposited, delivered or received in order to be valid for use at the meeting or on the holding of the poll at which the vote was given or the poll demanded.

## NUMBER OF DIRECTORS

### 15. Number of directors

- 15.1 Unless otherwise determined by ordinary resolution there shall be a maximum number of nine directors, six of which shall be non-executive directors and up to three of which shall be executive directors.
- 15.2 Such directors shall be appointed as follows:
- 15.2.1 up to three non-executive directors (including the chairman) shall be appointed by the board (“**Appointed NEDs**”) subject to such appointments being ratified by members in general meeting at the next following annual general meeting of the company;
  - 15.2.2 up to three non-executive directors shall be elected by the members (“**Elected NEDs**”); and
  - 15.2.3 up to three executive directors (including the Chief Executive) shall be appointed by the board (the “**Executive Directors**”).

## ALTERNATE DIRECTORS

### 16. Appointment, removal and cessation

- 16.1 Any director other than an alternate director may by notice in writing appoint any person to be an alternate director and may remove from office an alternate director so appointed by him. An alternate director shall cease to be an alternate director if his appointor ceases to be a director.

## **17. Alternate acting for more than one director**

- 17.1 When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him who is not present (in addition to his own vote if he is himself a director) and shall be counted in the quorum as a corresponding number of directors provided that at least one other director (or alternate director) is participating.

## **DELEGATION OF POWERS**

### **18. Committees**

- 18.1 The following sentences shall be inserted in place of the first sentence of regulation 72 of Table A:

“The directors may delegate any of their powers to any committee consisting of one or more persons. Any committee shall have the power (unless the directors direct otherwise) to co-opt as a member or as members of the committee for any specific purpose any person or persons not being a director or directors of the company”.

- 18.2 The power to delegate contained in this article shall be effective in relation to the powers, authorities and discretions of the board generally (none of which shall be deemed incapable of delegation to a committee) and shall not be limited by the fact that in certain articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the board or by a committee authorised by the board.

### **19. Policy and Consultation**

- 19.1 The directors may consult with relevant stakeholders on policy matters. The directors may establish processes and/or committees for such consultation. The directors shall set the rules for such processes and/or the appointment, constitution, proceedings, dissolution and powers of such committee in consultation with that committee.

### **20. Rules**

- 20.1 The board may make and amend rules for any purpose required from time to time (the “**Rules**”) for the effective operation of the company or the furtherance of the objects contained within the company’s memorandum of association, including the levying of annual subscriptions or membership fees; but if there is a conflict between the terms of these articles or the memorandum of association of the company and any Rules made or amended under this article, the terms of the memorandum of association and these articles will prevail.

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

### **21. Retirement by rotation**

- 21.1 The term of Appointed NEDs shall usually be 3 years, or such other term as the directors determine. At every annual general meeting of the company, one-third of the Appointed NEDs then in office must retire. If the number of Appointed NEDs is not divisible by three, then the number nearest to one-third must retire. An

Appointed NED who retires by rotation is eligible for re-appointment if he is willing and eligible to continue to act as non-executive director.

- 21.2 The Appointed NEDs to retire by rotation are those who have been longest in office since their last appointment or re-appointment; but as between Appointed NEDs who were last appointed or re-appointed on the same day, the board must draw lots to determine who is to retire, unless the directors in question agree the order of retirement among themselves.
- 21.3 If the members of the company do not fill the vacancy left by an Appointed NED who retires by rotation, the retiring Appointed NED will, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Appointed NED is put to the meeting and lost.
- 21.4 No person other than an Appointed NED retiring by rotation pursuant to this article 21 may be appointed or re-appointed as a director at any general meeting unless he is recommended by the directors.
- 21.5 A notice of a general meeting of the company must include the name of any person who is recommended by the board for appointment or re-appointment as an Appointed NED at the meeting.
- 21.6 Subject always to article 15.1 above, the board may co-opt as a director a person who is willing to act, either to fill a vacancy or as an additional director. A non-executive director co-opted by the board under this article will hold office only until the next following annual general meeting, and will not be taken into account in determining the directors who are to retire by rotation at that meeting. If a co-opted non-executive director is not re-appointed at that annual general meeting, he will automatically vacate office at the end of the meeting.

## **22. Members' rights to appoint and remove directors**

- 22.1 The company may by ordinary resolution remove from office any director howsoever appointed. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the company.
- 22.2 The company will select the Elected NEDs in a separate election process as determined by the directors from time to time, but subject always to article 13.3. The term of service shall be 3 years. At the end of their term of service, such Elected NEDs must retire and such Elected NEDs shall be eligible for re-appointment (if eligible and willing to continue to act).
- 22.3 A director's eligibility referred to in this article 22 and the above article 21 shall be determined by the board with reference to current principles of corporate governance best practice.

## **23. Death of a sole member**

- 23.1 In any case where as the result of the death of a sole member of the company the company has no members and no directors, the personal representatives of such deceased member shall have the right by notice in writing signed by them and delivered to the office or to the secretary, or received by electronic communication at the company's address for electronic communications, to appoint a person to be

a director of the company and such appointment shall be as effective as if made by the company in general meeting.

**24. No age limit for directors**

24.1 There shall be no age limit for directors of the company.

## **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

**25. Disqualification**

25.1 Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e):

“(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or”; and

“(e) he is otherwise duly removed from office.”

## **REMUNERATION OF DIRECTORS**

**26. Ordinary remuneration and extra remuneration**

26.1 Each director shall be entitled to such remuneration as the board (acting on a majority basis) resolves for the time being. Any director who, at the request of the board, performs special services or goes or resides abroad for any purpose of the company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the board may determine.

**27. Directors' expenses**

27.1 The directors (including alternate directors) may be paid all travelling, hotel, and other expenses properly and reasonably incurred by them in connection with their attendance at meetings of directors or committees or general meetings or separate meetings of the holders of any debentures of the company or otherwise in connection with the discharge of their duties.

## **PROCEEDINGS OF DIRECTORS**

**28. Notice to directors outside the United Kingdom**

28.1 Regulation 88 of Table A shall be amended by substituting for the sentence:

“It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.”

the following sentence:

“Notice of every meeting of directors shall be given to each director or his alternate director, including any director or alternate director who may for the time being be absent from the United Kingdom and has given the company his address (which may be or include his address for electronic communications) outside the United Kingdom.”

The final sentence of regulation 66 of Table A shall accordingly not apply to the company.

- 28.2 References in this article to a director shall include references to an alternate director who at the relevant time is entitled to receive notice of and to attend a meeting of the board or, as the case may be, the relevant committee.

## **29. Sole director**

- 29.1 If and or so long as there is only one director that director shall, notwithstanding anything to the contrary in these articles, have authority to exercise all the powers, authorities and discretions vested in the board or the directors generally, these articles shall be read and construed accordingly, and the quorum for the purposes of regulation 89 of Table A shall be one.

- 29.2 Regulation 90 of Table A shall be amended by deleting the words “or a sole continuing director” and “or director”.

## **30. Resolution in writing**

- 30.1 A resolution in writing such as is referred to in regulation 93 of Table A signed by any relevant director, alternate director or member of a committee may be evidenced by letter, electronic communication in writing or by any other means which the directors may approve from time to time.

## **31. Participation at meetings by telephone**

- 31.1 Any director (including an alternate director) or other person may participate in a meeting of the directors or a committee of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Resolutions and decisions of the kind normally made or taken at a physical meeting of the directors or a committee in accordance with these articles can accordingly be so made or taken even if no persons so participating are physically present with each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is.
- 31.2 In determining whether the quorum requirements fixed by or in accordance with these articles are fulfilled, all directors participating in the meeting in accordance with this article shall be counted in the quorum.

## **32. Minutes**

- 32.1 The words “of the holders of any class of shares in the company” shall be omitted from regulation 100 of Table A.

## **33. Directors’ interests**

- 33.1 Without prejudice to such disclosure as is required by section 317 of the Act, a director (including an alternate director) shall be counted for the purposes of calculating whether there is a quorum and shall be entitled to vote at a meeting of directors or of a committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company.

## **34. Secretary**

- 34.1 Subject to the provisions of the Act, the secretary shall be appointed by the board for such term, at such remuneration and upon such conditions as the board may think fit; and any secretary so appointed may be removed by the board. If thought fit, two or more persons may be appointed as joint secretaries. The board may also appoint from time to time on such terms as it thinks fit one or more assistant or deputy secretaries.

## **THE SEAL**

## **35. Sealing**

- 35.1 If the company has a seal it shall only be used with the authority of the board or of a committee. The board 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 a second director.
- 35.2 Without limiting the board's or any committee's powers pursuant to regulation 101 of Table A, the board or a committee authorised to do so by the board may by electronic communication (whether or not in writing) authorise any person to use the seal and the transmission of such authority shall constitute a determination in such a case that that person may sign any instrument to which the seal is to be affixed pursuant to that authority.

## **36. Official seal**

- 36.1 In accordance with section 39 of the Act the company may have an official seal for use in any territory, district or place outside the United Kingdom.

## **NOTICES**

## **37. Form of notice**

- 37.1 Any notice, document or other communication (including copies of accounts or summary financial statements) to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of directors) shall be in writing except that, if it is given using electronic communications, it need not be in writing unless these articles specifically require it to be.

## **38. Service of notice**

- 38.1 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 in accordance with this article. A member whose registered address is not within the United Kingdom and who notifies the company of an address within the United Kingdom at which notices, documents or other communications may be served on or delivered to him shall be entitled to have notices or other communications served on or delivered to him at that address (in the manner referred to above), but otherwise no such member shall be entitled to receive any notice, document or other communications from the company. Such address may, at the board's discretion, be an address for the purposes of electronic communications but the board may at any time without prior notice (and whether or not the company has previously sent

electronic communications to that address) refuse to send electronic communications to that address.

- 38.2 Any notice, document or other communication sent by electronic communication shall be sent to an address for the time being notified (by the person wishing to receive the electronic communication) for that purpose to the person sending the communication. Except insofar as the Statutes require otherwise, for electronic communications given by the company to any member (but not vice versa) the company may treat an address notified for the purpose of any electronic communication as that member's address for all electronic communications, whatever their content, until the member notifies the company otherwise.

### **39. When notice deemed served**

39.1 Any notice, document or other communication:

39.1.1 if sent by the company by post or other delivery service shall be deemed to have been served or delivered on the day following that on which it was put in the post or given to the delivery agent and, in proving service or delivery, it shall be sufficient to prove that the notice, document or communication was properly addressed, prepaid and put in the post or duly given to the delivery agent;

39.1.2 if sent by the company by way of an electronic communication shall be deemed to have been served or delivered at the expiration of 24 hours after the time it was sent, and proof that the notice or communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that it was served or delivered;

39.1.3 not sent by post or other delivery service but served or delivered personally or left by the company at the address for that member on the register shall be deemed to have been served or delivered on the day and at the time it was so left.

## **INDEMNITY**

### **40. Indemnity, provision of funds and insurance**

40.1 Subject to, and to the extent not avoided by, the provisions of the Act but without prejudice to any indemnity to which he may otherwise be entitled:

40.1.1 every director, secretary or other officer of the company other than an auditor may be indemnified out of the assets of the company to whatever extent the board may determine against any costs, charges, expenses, losses and liabilities sustained or incurred by him in the actual or purported execution of his duties or in the exercise or purported exercise of his powers or otherwise in connection with his office, whether or not such liability attaches to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company;

40.1.2 the board shall have power to provide funds to meet any expenditure incurred or to be incurred by any director, secretary or other officer of the company other than an auditor in defending any criminal or civil proceeding

in which he is involved by reason of his office, or in connection with any application under the Act, or in order to enable him to avoid incurring such expenditure; and

- 40.1.3 every auditor of the company may be indemnified out of the assets of the company to whatever extent the board may determine 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 from liability for negligence, default, breach of duty or breach of trust in relation to the company.
- 40.2 The board shall have power to purchase and maintain for any director, secretary, auditor or other officer of the company or of an associated company (as defined in section 309A(6) of the Act) of the company insurance against any such liability as is referred to in section 309A(1) of the Act.

Dated this 16th day of March 2006.