

The Companies Acts 1985 and 1989

Company limited by guarantee and not having a share capital

ARTICLES OF ASSOCIATION of Kent MAN Limited

INTERPRETATION

1. (A) In these articles the words following shall bear the meaning set opposite to them respectively, if consistent with the subject or context:
 - “the Act” means the Companies Act 1985 as amended by the Companies Act 1989 and every statutory modification, amendment or re-enactment thereof for the time being in force;
 - “these Articles” means these Articles of Association as amended from time to time;
 - “the Board” means the Board of Directors for the time being of the Company;
 - “the By-laws” means the regulations adopted by the Company pursuant to Article 65 of these Articles;
 - “the Company” means Kent MAN Limited;
 - “Director” means a director appointed by a Member and ‘Directors’ shall be construed accordingly;
 - “the Office” means the registered office for the time being of the Company;
 - “Member” means a subscriber to the Memorandum or a Member admitted pursuant to Article 33, as the case may be, and ‘Members’ shall be construed accordingly;
 - “Memorandum” means the Memorandum of Association of the Company;
 - “the Register” means the Register of Members of the Company;
 - “the Seal” means the Common Seal of the Company;
 - “the United Kingdom” means Great Britain and Northern Ireland;
 - “Year” means Calendar Year;
 - “Month” means Calendar Month;
 - “In Writing” means written, printed, photographed, xerographed or lithographed or partly one and partly another and other modes of representing or reproducing works in a visible form.
- (B) Where the context so admits words importing the singular number only shall include the plural number, and vice-versa.
- (C) Where the context so admits words importing the masculine, feminine and neuter gender only shall include either or both of the others.
- (D) Words importing persons shall include corporations or other bodies whether incorporated or not incorporated.

- (E) Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.
2. The Members of the Company shall be the Members as defined in Article 1(A).
 3. (A) The Board shall in all cases have an absolute discretion in deciding whether any person shall or shall not be admitted to membership of the Company.
(B) Every person desirous of becoming a Member of the Company must sign and deliver to the Company an application for Membership in the form following namely:
“To
I/We
of
desire to become a Member of the Company and request you to enter my/our name in the Register of Members accordingly. We agree to comply with the terms of the Memorandum and Articles of Association and any By-laws of the Company”.
(C) Any application for Membership of the Company shall be referred to the meeting of the Board next held after the receipt of such application. That meeting shall determine, by a majority of the Directors present at the meeting, whether the applicant is to be admitted or rejected.
The Board shall notify in writing the applicant of its decision, but shall not be bound to give any reason for rejection.
(D) Any corporation or body which is a Member of the Company may by resolution of its directors, committee or other governing body, authorise such person as the Board may approve 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 or body which he represents as that corporation or body could exercise if it were an individual Member of the Company.
4. A Member’s membership shall cease forthwith in any of the following cases:
 - (A) Upon the expiry of 12 months after a notice of resignation in writing has been served on the Company by a Member.
 - (B) If at least 90% of the Members of the Company (excluding the Member in question) vote in favour of a resolution (proposed at a properly-convened General Meeting of the Company) terminating the Member’s membership;
 - (C) If he is disqualified from being a Director pursuant to Article 43; or
 - (D) If he fails to pay any subscription required by the By-laws by the due date;and if he is a Director, he shall forthwith tender his written resignation containing an acknowledgement to the Company by Deed that he has no claim against the Company for compensation for loss of office or otherwise howsoever arising in connection with such resignation from office. The Member in question shall also forthwith procure the resignation from the Board of any Director appointed by it pursuant to Article 33.
 5. Every Member shall further to the best of his ability the objects and interests of the Company and shall observe the By-laws.

GENERAL MEETINGS

6. General Meetings shall be held at such time and place as may be determined by the Board.
7. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
8. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by the Act.
9. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is given, served or deemed to be served and of the day on which the meeting is held) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these Articles or under the Act entitled to receive such notices from the Company, but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.
10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and the auditors, and the appointment of, and the fixing of the remuneration of, the auditors.
12. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided, a quorum shall consist of three Members.
13. If within half-an-hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be validly constituted and shall proceed and be deemed to be quorate.
14. The Chairman (if any) of the Board shall preside as Chairman at every General Meeting but if there be no such Chairman or if at any such meeting he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside the Vice-Chairman (if any) of the Board shall preside whilst the Chairman shall be absent or unwilling to preside, but if there shall be no such Chairman or Vice-Chairman or neither of them shall be present and willing to preside the Members present shall choose some Member of the Company or its representative who shall be present to preside.
15. The Chairman may, with the consent of any General 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 General Meeting other than business which might have been transacted at the meeting from which the

adjournment took place. Whenever a General Meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned General Meeting.

16. 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 upon the declaration of the result of the show of hands) demanded by (a) the Chairman, or (b) by any Member present in person or by proxy; and unless a poll be so demanded a declaration by the Chairman of the meeting 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 minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
17. Subject to the provisions of Article 18, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. No poll shall be demanded on the election of a Chairman of a meeting, or any question of adjournment.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall not be entitled to a second or casting vote.
20. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES AT GENERAL MEETINGS

21. Each Member shall have one vote.
22. Only a Member duly registered or a duly authorised representative of a corporation or body appointed pursuant to Article 3(D) shall be entitled to be present or to vote on any question either personally or by proxy at any General Meeting.
23. Votes may be given on a show of hands or on a poll either personally or by proxy.
24. A Member who is an individual or a duly authorised representative of a corporation or body appointed pursuant to Article 3 (D) shall be entitled to appoint a proxy to attend and vote on his behalf at any General Meeting of the Company or to take part in any poll. The instrument appointing a proxy shall be in writing under the hand of the appointee or his attorney duly authorised in writing. No person not being a Member or its representative shall be appointed a proxy.
25. The instrument appointing a proxy and the power of the attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed 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. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy

or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

27. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

“I a Member of []
hereby appoint
of
to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Company to be held
on the day of and at every adjournment thereof.
Signed this day of 200

Name:

This form is to be used * in favour of the resolution
against the resolution.

Unless instructed otherwise, the proxy will vote as he/she thinks fit

*Strike out whichever you do not want”.

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

28. Allowances may be paid to the Directors for duties carried out in connection with the business of the Company and approved for those purposes by the Company in general meeting.

POWERS OF THE BOARD

29. The business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by Statute or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, the provisions of the Act, the By-laws, and to such other regulations, being not inconsistent with the Act, the By-laws and these Articles, as may be prescribed by the Company in General Meeting; but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made.
30. Subject to Article 54, members for the time being of the Board may act notwithstanding any vacancy in their body, provided always that in case the Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of summoning a General Meeting, but not for any other purpose.

APPOINTMENT OF DIRECTORS

31. The number of Directors shall be not less than the number of Members.

32. The first Directors shall be appointed in writing by completion of the statement required to be delivered for registration by Section 10 of the Act (and shall be deemed to have been appointed under Article 33).
33. Each of the Members shall appoint and maintain in office one Director and shall have the right to remove (provided they then replace) any Director nominated by it. Any removal or replacement of a Director shall take effect on the lodgement of a notice in writing (signed on behalf of the relevant Member) to the secretary of the Company at the Office.
34. No Directors shall be appointed otherwise than as provided in Article 32 or Article 36.
35. The Directors shall not be subject to retirement by rotation.
36. The Board shall have the right to appoint and maintain in office one or more additional Directors to hold the office of Chief Executive and any other executive office of the Company and to remove or replace any such Director nominated by it.
37. Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by resolution of the Board and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him.
38. An alternate Director shall be entitled to receive notice of all meetings of the Board and of all meetings of sub-committees of which his or her appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his or her absence, but shall not be entitled to receive any remuneration from the Company for his services as an alternate Director. But it shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom.
39. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.
40. Any appointment or removal of an alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Board.
41. Save as otherwise provided in these Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

DISQUALIFICATION OF DIRECTORS

42. The office of a Director shall be vacated:
 - (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors generally.
 - (B) If he becomes of unsound mind.
 - (C) If by notice in writing to the Company he resigns his office.
 - (D) If he ceases to be a Director by virtue of any provision of the Act.
 - (E) If he becomes prohibited by law from being a Director.
 - (F) Upon receipt of notice that such person has been removed as a Member pursuant to Article 3(D).
 - (G) If he is removed from office pursuant to Articles 33 or 36.

43. A person may be appointed as a Director whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

PROCEEDINGS OF THE BOARD

44. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A quorum shall consist of two Directors, together with the Chairman. Questions arising at any meeting shall be decided by a majority of votes of all Directors. Each Director shall have one vote. In case of an equality of votes, the Chairman shall not have a second or casting vote. If within half-an-hour from the time appointed for the holding of such a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be validly constituted and shall proceed and be deemed to be quorate.
45. A Director may, and on the request of a Director, the secretary shall at any time summon a meeting of the Board on not less than five working days notice in writing served upon the several Directors specifying the major business to be transacted thereat and attaching copies of all papers and documents to be considered thereat. A Director who is absent from the United Kingdom shall not be entitled to a notice of a meeting but in such a case notice shall be given to the Member who appointed or nominated him.
46. The Chairman of the Company will be elected annually by the Board from among the Directors. The Board may from time to time elect a Director as a Vice-Chairman and may determine for which period he is to hold office or failing the period so fixed may at any time remove the Vice-Chairman. The Chairman shall be entitled to preside at all meetings of the Board at which and during the time for which he is present, but if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting or is unwilling to preside then the Vice-Chairman may preside whilst the Chairman shall be absent or unwilling to preside. If no Chairman or Vice-Chairman be elected or be present and willing to preside, the Directors present shall choose one of their number to be Chairman of the meeting whilst the Chairman and Vice-Chairman (if any) be absent or unwilling to preside.
47. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.
48. A Director shall not vote in respect of any contract or arrangement in which he is financially interested or any matter arising thereout; and if he does so vote his vote shall not be counted.
49. The Board may delegate any of their powers to a committee consisting of at least three Directors and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
50. If the Board shall appoint a Chief Executive or other executive officer pursuant to Article 36, they may enter into an agreement on such terms as they think fit for that person's employment by the Company or for the provision by that person of any services. Any

appointment as Chief Executive or other executive office shall cease if that person ceases to be a Director but without prejudice to any claim for damages for breach of contract.

51. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a Director, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director 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 or had duly continued in office and was qualified to be a Director.
52. The Board shall cause proper minutes to be made of all appointments of Directors and secretaries made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be 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.
53. A resolution in writing signed by all the Directors or members of any committee of the Board entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

SECRETARY

54. The secretary shall be appointed by the Board for such time and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The Board may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting.

THE SEAL

55. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of either one Director and the secretary or two Directors.

ACCOUNTS

56. The books of account shall be kept at the Office, or, subject to the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Directors.
57. The Company in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the Accounts and books of the Company, or any them, and subject to such conditions and regulations the Accounts and books of the Company shall be open to the inspection of Members at all reasonable times during business hours.
58. At the Annual General Meeting in every year the Directors shall lay before the Company a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date.

Every such balance sheet shall be accompanied by proper reports of the Directors and the auditors, and copies of such account, 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 clear days before the date of the meeting 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 the Act.

59. 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.
60. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

61. A notice may be given by the Company to any Member either personally or by sending it by post to him at the address in the Register, 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, pre-paying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted.
62. Notice of every General Meeting shall be given to:
 - (A) Every Member, provided always that each such Member shall have given an address within the United Kingdom to the Company for the giving of notices to them.
 - (B) The Directors.
 - (C) The auditors for the time being of the Company.

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

INDEMNITY

63. Subject to the provisions of the Memorandum and the Act, every Director, and secretary, executive officer and auditor of the Company shall be indemnified out of the funds and assets of the Company against all liabilities incurred by him as such Director, secretary, executive officer or auditor in or about the execution of his office or otherwise in relation thereto.

BY-LAWS

64. The Board may establish and amend By-laws for any of the following purposes:
 - (A) to determine the subscription payable by Members;
 - (B) to determine the consequences of withdrawal of Membership, in particular the granting of permission for equipment to remain in the ex Member's premises and any relevant licenses and wayleaves relating thereto; and the continuance of financial liabilities to the Company;
 - (C) the provision of funding by some or all of the Members of the Company in the event that one or more customers or supporters of the Company ceases to fund it;
 - (D) the provision by Members of guarantees to the Company of certain levels of funding;

- (E) to require Members to preserve the confidentiality of the Company's confidential information;
- (F) to determine the interests of Members in intellectual property generated by the Company;
- (G) such other purposes as may be determined by the Board from time to time by a resolution in favour of which at least 75% of the total number of Directors shall have voted.