

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE**

MEMORANDUM AND ARTICLES OF ASSOCIATION

RADIODNS LIMITED



4 Gees Court
St Christopher's Place
London
W1U 1JD

Tel: 0203 073 7600
Fax: 0203 073 7601

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

RADIODNS LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a Member of the Company.

<i>Name of each Member</i>	<i>Authentication by each Member</i>
Australian Broadcasting Corporation	
TIML Radio Limited t/as Absolute Radio	
All In Media Limited	
Southern Cross Austereo	
Bauer Digital Radio Limited	
Clear Channel Broadcasting, Inc.	
Cox Media Group	
Commercial Radio Australia	
DigitalOne Limited	
European Broadcasting Union	
Emmis Radio, LLC	
Toumaz Limited, t/as Frontier Silicon	
Global Radio Limited	
iBiquity Digital Corporation	
Imagination Technologies	
Institut für Rundfunktechnik GmbH	
NPO Netherlands Public Broadcasting	
NRK	
Real and Smooth Radio Limited	
RTBF	
SRG SSR	
Südwestrundfunk	
Tuneln, Inc.	
UBC Media Group plc	
Vlaamse Radio en Televisieomroep	
vTuner - Nothing Else Matters Software.Ltd	

Dated 17th December 2013

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

RADIODNS LIMITED

PART 1

INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY

Defined terms

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

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

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

“Board” means the board of Directors;

“Chairman” means chairman of the Board;

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

“Company” means RadioDNS Limited;

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

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

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

“hybrid radio” means a radio service that is delivered using a combination of broadcast radio and Internet Protocol technologies;

“IP policy” means the intellectual property rights policy of the Company as amended from time to time.

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

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

“participate” in relation to a Directors’ meeting, has the meaning given in articles 39 to 41;

“proxy notice” has the meaning given in article 85;

“Secretary” means secretary of the Company;

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

“Technical Specifications” means documents specifying the design and/or operation of technology to support the Company's objects.

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

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

Objects

2. The objects for which the Company is established are to:
 - 2.1 create the framework to support the delivery of hybrid radio;
 - 2.2 maintain and update the Company’s Technical Specifications;
 - 2.3 oversee the trustworthy and reliable provision of the Company’s technical service on a fair, reasonable and non-discriminatory basis;
 - 2.4 encourage the development and adoption of hybrid radio in the global

community, and to provide such support as appropriate to users of the Company's service;

- 2.5 monitor the use of, and compliance with, the Company's Technical Specification by broadcasters, equipment manufacturers and application writers; and
- 2.6 control the use of the Company name and logo as required to protect the integrity of the service.

The assets and income of the Company shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the Members of the Company except as bona fide compensation for services rendered or expenses incurred on behalf of the Company (and as agreed by the Members).

Not for distribution

3. The income and property of the Company shall be applied solely in promoting the objects of the Company as set out in article 2.
4. No dividends or bonus may be paid or capital otherwise returned to the Members, provided that nothing in these articles shall prevent any payment in good faith by the Company of –
 - 4.1 reasonable and proper remuneration to any Member, Director or servant of the Company for any services rendered to the Company;
 - 4.2 any interest on money lent by any Member at a reasonable and proper rate;
 - 4.3 reasonable and proper rent for premises demised or let by any Member; or
 - 4.4 reasonable out-of-pocket expenses properly incurred by any Member, Director or servant of the Company.

Winding-up

5. On the winding-up or dissolution of the Company, any assets or property that remains available to be distributed or paid to the Members shall not be paid or distributed to such Members but shall be transferred to another body (charitable or otherwise) –
 - 5.1 with objects similar to those of the Company; and
 - 5.2 which shall prohibit the distribution of its or their income to its or their members;

such body to be determined by the Members at the time of winding-up or dissolution.

Liability of Members

6. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound-up while he is a Member or within one year after he ceases to be a Member, for –
 - 6.1 payment of the Company's debts and liabilities contracted before he ceases to be a Member,
 - 6.2 payment of the costs, charges and expenses of winding-up, and
 - 6.3 adjustment of the rights of the contributories among themselves.

PART 2

DIRECTORS

7. There shall be eleven (11) Directors unless otherwise determined by special resolution.
8. The Company shall have a Secretary.

Election of Directors, Chairman and Secretary

9. The Members shall elect the Directors, Chairman and Secretary at the Annual General Meeting ("**AGM**").
10. Each Member shall be entitled to eleven (11) votes, one vote for each of: Chairman and Secretary (who shall also be appointed Directors), and nine votes for each ordinary Director.
11. Save as set out in these articles, the election of Directors, Chairman and Secretary shall be for the period commencing on the date of the AGM at which the election takes place and ending on the date of the AGM the second year following (the "**Term**"). The incumbent Directors, Chairman and Secretary shall be entitled to stand for re-election.
12. Any senior individual from a Member organisation may stand for election by giving notice in writing to the Company of the same no less than fourteen (14) days prior to the AGM.
13. The top nine (9) candidates for Director receiving the most votes shall each be elected.

14. The candidates for Chairman and Secretary receiving more votes than any other candidate for each position shall be elected.
15. In the event that any candidates standing for the same position receive the same amount of votes so that no one candidate received more votes than any other, there shall be a "tie". In the event of a "tie" the Members shall vote a second time and any candidates who were not tied in the first vote shall be excluded from standing in the second vote. If after any second vote, either position remains unfilled, the Board agrees to act in good faith to fill such position(s).
16. The position of Chairman and Secretary may not be filled by the same person and if the same person is elected as both Chairman and Secretary, that person must immediately choose which position to fill and a second vote must be held for the vacant position at the same meeting.
17. The Chairman and Secretary shall automatically become a Director by virtue of being elected Chairman or Secretary.

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

18. Subject to these articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

Members' reserve power

19. The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.
20. No such special resolution invalidates anything which the Directors have done before the passing of the resolution.
21. The following matters can only be made by an ordinary resolution of the Members –
 - 21.1 deciding policy, strategy and activities of the Company;
 - 21.2 amending the Member's application process;
 - 21.3 amending the IP policy;
 - 21.4 approving the annual membership fee as recommended by the Board each year;

- 21.5 approving the Company's programme of activities; and
 - 21.6 approving the budget and financial statements.
22. The following matters can only be made by a special resolution of the Members –
- 22.1 amending these articles; and
 - 22.2 dissolving or winding-up the Company.

Directors may delegate

23. Subject to these articles, the Directors may delegate any of the powers which are conferred on them under the articles—
- 23.1 to such person, committee or advisory board;
 - 23.2 by such means (including by power of attorney);
 - 23.3 to such an extent;
 - 23.4 in relation to such matters or territories; and
 - 23.5 on such terms and conditions;
- as they think fit.
24. If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
25. The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

26. Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of these articles which govern the taking of decisions by Directors.
27. The Directors may make rules of procedure for all or any committees, which prevail over rules derived from these articles if they are not consistent with them.

Chairman's power

28. Unless otherwise determined by the Board, only the Chairman shall be entitled to:

28.1 enter into arrangements, contracts or transactions on behalf of the Company; and

28.2 liaise with and speak to the media on behalf of the Company.

Any other specific terms and responsibilities of the Chairman shall be decided by resolution at a meeting of the Board and are liable to change at any time.

Secretary's responsibilities

29. The Secretary's responsibilities shall include, but not be limited to –

29.1 maintaining financial records;

29.2 preparing the budget; and

29.3 appointing an independent auditor.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

30. The general rule about decision-making by Directors is that any decision of the Directors must be a majority decision at a meeting or a decision taken in accordance with articles 31 to 34.

Unanimous decisions

31. A decision of the Directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

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

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

34. A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at such a meeting.

Calling a Directors' meeting

35. The Board shall be required to meet at least two (2) times a year unless otherwise determined by the Board from time to time.

36. The Chairman may call a Directors' meeting by giving notice of the meeting to

the Directors or by authorising the Secretary to give such notice.

37. Notice of any Directors' meeting must indicate—
 - 37.1 its proposed date and time;
 - 37.2 where it is to take place; and
 - 37.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
38. Notice of a Directors' meeting must be given to each Director, but need not be in writing.
39. Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in Directors' meetings

40. Subject to the articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when—
 - 40.1 the meeting has been called and takes place in accordance with the articles, and
 - 40.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
41. In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
42. If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for Directors' meetings

43. At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
44. The quorum for Directors' meetings must never be less than fifty (50) per cent of the Directors serving the Company at the time of the relevant meeting.
45. If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to

call a general meeting so as to enable the Members to appoint further Directors.

Chairing of Directors' meetings

46. If the Chairman is not participating in a Directors' meeting within ten minutes of the time at which it was to start, then the participating Directors must appoint one of themselves to chair it.

Casting vote

47. If the numbers of votes for and against a proposal are equal, the Chairman (or if the Chairman is absent the person appointed to chair the meeting) shall not have a casting vote.

Conflicts of interest

48. If a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is personally interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
49. But if article 50 applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.
50. This paragraph applies when—
- 50.1 the Company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
 - 50.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 50.3 the Director's conflict of interest arises from a permitted cause.
51. For the purposes of this article, the following are permitted causes—
- 51.1 a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;
 - 51.2 subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 51.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and Directors of the

Company or any of its subsidiaries which do not provide special benefits for Directors or former Directors.

52. For the purposes of this article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
53. Subject to article 54, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any Director other than the Chairman is to be final and conclusive.
54. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

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

Directors' discretion to make further rules

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

REMOVAL OF DIRECTORS, CHAIRMAN AND SECRETARY

Methods of removing Directors, Chairman and Secretary

57. Any Director, Chairman or Secretary cease to hold office upon:
 - 57.1 expiry of the Term;
 - 57.2 termination pursuant to article 60 below: or
 - 57.3 a special resolution of the Members.
58. If the position of Chairman or Secretary becomes vacant during the term then the Board shall appoint one of their number as acting chairman or acting secretary, as the case may be, until the position is filled at the next AGM. If

the number of Directors falls below the number set out in article 7 from time to time, the existing Directors shall appoint a senior individual from a Member organisation to become a Director until the next AGM.

59. An acting chairman or acting secretary shall exercise all respective powers as if they were elected to the post of Chairman or Secretary pursuant to articles 9 to 17.

Termination of officer's appointment

60. A person ceases to be an officer as soon as—
- 60.1 that person ceases to be an officer by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - 60.2 a bankruptcy order is made against that person or a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 60.3 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as an officer and may remain so for more than three months;
 - 60.4 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
 - 60.5 written notification is received by the company from the officer that the officer is resigning from office, and such resignation has taken effect in accordance with its terms.

Directors' remuneration

61. Directors are entitled to such remuneration as the Directors determine for their services to the Company as officers and for any other service which they undertake for the Company.
62. Subject to the articles, an officer's remuneration may—
- 62.1 take any form, and
 - 62.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that officer.
63. Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.

PART 3
MEMBERS
BECOMING AND CEASING TO BE A MEMBER

Applications for Membership

64. No third party shall become a Member of the Company unless—
- 64.1 they have applied for Membership to the Chairman, in writing and in a form approved by the Members from time to time.
 - 64.2 they have signed a written agreement to be bound by these articles and the Company's IP policy;
 - 64.3 their application has been approved pursuant to articles 65 to 71 below; and
 - 64.4 they have paid their subscription and annual membership fees.
65. Upon receiving an application the Chairman shall –
- 65.1 validate the application or, where necessary, return it to the applicant for clarification or amendment before validation; and
 - 65.2 circulate a validated application to the Members for consider.
66. Upon receiving a validated application a Member may respond to the Chairman in writing, either:
- 66.1 approving the application;
 - 66.2 rejecting the application with a written explanation for the rejection; or
 - 66.3 requesting further information or clarification from the applicant;
- and the Chairman shall promptly circulate all responses to the Members as and when he receives them.
67. Each Member has seven days to respond to the validated application (the “**Response Period**”) unless a Member requests further information in which case the Response Period shall be extended to a total of three weeks for all Members who shall be notified of the extension by the Chairman.
68. The Chairman shall make any request for further information or clarification to the applicant on behalf of a Member and circulate any further information or clarification to all Members.

69. If a Member responds more than once pursuant to article 66 above then their latest response cancels and replaces the previous response provided it is made within the Response Period. A Member may make more than one request for information but the total Response Period shall not be extended beyond three weeks.
70. The application shall be successful if upon expiry of the Response Period there are two or more approval responses from Members.
71. If an application is not successful the applicant may re-apply for membership to the Board who may approve a second application but the applicant shall not become a Member until the approval of the Board has been ratified by an ordinary resolution of the Members.

Termination of Membership

72. A Member may withdraw from membership of the Company by giving three months written notice to the Company but, for the avoidance of doubt, shall remain liable for the full annual membership fee.
73. The Board may terminate the membership of any Member without his consent by giving him written notice if, in the reasonable opinion of the Board, he –
 - 73.1 is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Members and Directors into disrepute; or
 - 73.2 has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or
 - 73.3 he is more than three (3) months in arrears with payment of his membership fee;
 - 73.4 he has failed to observe the IP policy; or
 - 73.5 he has failed to observe the terms of these articles.
74. Following such termination, the Member shall be removed from the register of Members.
75. The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why his Membership should not be terminated. The Directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the Directors to terminate the membership of a Member.

76. A Member whose membership is terminated under this article shall not be entitled to a refund of any subscription or membership fee and shall remain liable to pay to the Company any subscription or other sum owed by him.
77. A former member may re-apply for membership according to these articles but shall be barred from doing so if any membership fees and/or liabilities to the Company remain outstanding.
78. Membership is not transferable.

ORGANISATION OF MEETINGS

Type of meeting

79. The AGM shall be held not more than 12 months after the incorporation of the Company and subsequently once in every year (but not more than 15 months after the date of the previous AGM), at such time and place as may be determined by the Directors.
80. All other Members' meetings shall be called general meetings and shall be called by the Chairman on behalf of the Directors and there shall be no requirement to hold a general meeting unless called from time to time.
81. The AGM and general meetings are together referred to as "meeting(s)" in this Part 3.

Notice for meetings

82. Meetings shall be called by at least 28 days' notice in writing. In calculating the period of notice, in each case, the day on which the notice is served or deemed to be served and the day on which the meeting is to be held shall be excluded.
83. The notice shall be given in the manner provided for in these articles to all Members who are entitled to receive such notice.
84. The meeting shall be deemed to have been duly called even if the notice given is less than that specified in article 82 if it is so agreed:
 - 84.1 in the case of an AGM, by all the Members entitled to attend and vote at that AGM; and
 - 84.2 in the case of a general meeting, by a majority in number of the Members having a right to attend and vote at that general meeting, being a majority together representing not less than 90 per cent of the total voting rights at that general meeting of all the Members.

Contents of the notice

85. Every notice calling a meeting shall specify the place and the day and hour of the meeting. The notice shall also state reasonably prominently that a Member entitled to vote is entitled to appoint a proxy or proxies to attend and, on a poll, to vote instead of him and that a proxy need not be a Member of the Company.
86. The notice shall specify the general nature of the business to be transacted at the meeting. If any resolution is to be proposed as a special resolution, the notice shall contain a statement to that effect and in the case of an amendment to the statutes, contain a draft of the proposed wording.
87. In the case of an AGM, the notice shall also specify that the meeting is an AGM.

Attendance and speaking at meetings

88. A person is able to exercise the right to speak at a meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
89. A person is able to exercise the right to vote at a meeting when—
 - 89.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 89.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
90. The Directors may make whatever arrangements they consider appropriate to enable those attending a meeting to exercise their rights to speak or vote at it.
91. In determining attendance at a meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
92. Two or more persons who are not in the same place as each other attend a meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for meetings

93. No business other than the appointment of the chairman of the meeting (if necessary) is to be transacted at a meeting if the persons attending it do not constitute a quorum. Save as herein otherwise provided, fifty (50) per cent of

the total number of Members of the Company present on the day of the meeting shall be a quorum unless the total membership of the Company exceeds one hundred and sixty (160) in which case eighty (80) Members of the Company present on the day of the meeting shall be a quorum.

Chairing meetings

94. The Chairman shall chair meetings if present and willing to do so.
95. If the Chairman is unable or unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
 - 95.1 the Directors present, or
 - 95.2 if no Directors are present, the meeting,must appoint a Director or Member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
96. The person chairing a meeting in accordance with this Part 3 is referred to as “the chairman of the meeting”.

Attendance and speaking by non-Members

97. The chairman of the meeting may permit other persons who are not Members of the Company to attend and speak at a meeting.

Adjournment

98. If the persons attending a meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
99. The chairman of the meeting may adjourn a meeting at which a quorum is present if—
 - 99.1 the meeting consents to an adjournment, or
 - 99.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
100. The chairman of the meeting must adjourn a meeting if directed to do so by the meeting.
101. When adjourning a meeting, the chairman of the meeting must—

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

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

If the continuation of an adjourned meeting is to take place more than 30 days after it was adjourned, notice of the adjourned meeting shall be given in the same manner as of the original meeting.

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

VOTING AT MEETINGS

Voting: general

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

104. Subject as hereinafter provided, every Member, whose membership is paid-up in full, shall have one vote.

Errors and disputes

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

106. Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

107. A poll on a resolution may be demanded—

107.1 in advance of the meeting where it is to be put to the vote, or

107.2 at the meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

108. A poll may be demanded by—

108.1 the chairman of the meeting;

108.2 the Directors;

- 108.3 two or more persons having the right to vote on the resolution; or
 - 108.4 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
109. A demand for a poll may be withdrawn if—
- 109.1 the poll has not yet been taken, and
 - 109.2 the chairman of the meeting consents to the withdrawal.
110. Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

111. Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which—
- 111.1 states the name and address of the Member appointing the proxy;
 - 111.2 identifies the person appointed to be that Member’s proxy and the meeting in relation to which that person is appointed;
 - 111.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - 111.4 is delivered to the Company in accordance with the articles and any instructions contained in the notice of the meeting to which they relate.
112. The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
113. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
114. Unless a proxy notice indicates otherwise, it must be treated as—
- 114.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 114.2 appointing that person as a proxy in relation to any adjournment of the meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

115. A person who is entitled to attend, speak or vote (either on a show of hands

or on a poll) at a meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.

116. An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
117. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
118. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Amendments to resolutions

119. An ordinary resolution to be proposed at a meeting may be amended by ordinary resolution if—
 - 119.1 notice of the proposed amendment is given to the company in writing by a person entitled to vote at the meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - 119.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
120. A special resolution to be proposed at a meeting may be amended by ordinary resolution, if—
 - 120.1 the chairman of the meeting proposes the amendment at the meeting at which the resolution is to be proposed, and
 - 120.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
121. If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman of the meeting's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

122. Subject to these articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
123. Subject to the articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
124. A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

No right to inspect accounts and other records

125. Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.

Confidential documents

126. The Board or Members may classify any document as confidential from time to time, whether or not that document is of a confidential nature. No Member may disclose, or cause to be disclosed, the contents of document to any third party without the prior written approval of the Chairman. If any Member suspects that there has been a disclosure they shall immediately notify the Chairman setting out the circumstances and extend of such disclosure.