

THE COMPANIES ACTS
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
THE EUROPEAN COMPETITIVE TELECOMMUNICATIONS ASSOCIATION

(as adopted on incorporation, March 23, 1998, and amended by:
a resolution of the Company in General Meeting dated December 2, 1999;
a resolution of the Company in General Meeting dated October 10, 2001;
a resolution of the Company in General Meeting dated November 30, 2005;
a resolution of the Company in General Meeting dated November 29, 2007; and
a written resolution of the Company dated April 19, 2011)

GENERAL

1. In these presents the words standing in the first column of the table below shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

| <u>WORDS</u> | <u>MEANINGS</u> |
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| Act | The Companies Acts as defined in section 2 of the Companies Act 2006 and every statutory modification and re-enactment thereof for the time being in force, in so far as they apply to the Company. |
| Articles | The articles of association of the Company. |
| Associated Company | As defined in Section 256 of the Act. |
| Board | The board of Directors for the time being of the Company. |
| Bylaws | The bylaws of the Company, from time to time. |
| Clear days | In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect. |
| Company | The above-named company. |
| Director | A director as defined in Section 250 of the Act. |
| In writing | Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form. |
| Member | As defined in Article 6. |
| Membership Criteria | The minimum criteria for membership for the types of Member defined in these Articles, being: (a) in respect of Full Members, that the Member is a corporate entity of any kind whose principle business is the provision of telecommunications networks or services, equipment manufacture, software (as vendor or reseller) or any other electronics communications service with headquarters or significant business divisions and operations in Europe, who actively supports and signs up to the Company's Mission |

(b) in respect of Affiliate Members, that the Member is a national trade association of pro-competitive electronic communications service providers, network operators or supplier partners; and

(c) in respect of Associate Members, that the Member is a corporate entity or natural person with headquarters and divisions located inside or outside Europe, including telecommunications network and service providers, national trade associations, software vendors and equipment manufacturers and professional service organisations (such as law firms, consultancies, financial institutions and investment banks) providing services to the electronic communications sector;

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| Mission | The Company's mission statement, aims & objectives, core principles and rules of procedure as published by the Board from time to time; |
| Office | The registered office of the Company. |
| Officer | An officer of the Company, as defined in the Bylaws. |
| Ordinary Resolution | As defined in Section 282 of the Act. |
| Special Resolution | As defined in Section 283 of the Act. |
| Voting Member | A Full Member or an Affiliate Member. |

2. Words importing the singular number only shall include the plural number, and vice versa; words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.
3. Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

OBJECTS

4. The Company's objects are:
 - (a) to foster and promote the interests of those individuals, partnerships, firms, associations and corporations who are engaged in the business of reselling or otherwise providing electronic communications services in the broadest sense of those terms in Europe and elsewhere;
 - (b) to unite such individuals, partnerships, firms, associations and corporations for the purpose of maintaining a representative and centralised agency to consider, reach consensus on, and, where appropriate, to act upon such matters affecting the activities of its Members;
 - (c) to represent the values of its Members, including before the regulatory and institutional agencies and departments, legislative bodies and courts of the European Union, the countries of Europe and elsewhere;
 - (d) to secure, preserve, diffuse and store accurate and reliable information for its Members in accordance with law;
 - (e) to promote the dissemination of information regarding the services of the Company and its Members to the benefit of the industry and consumers through information campaigns, the establishment of data banks and such other actions that are deemed necessary or desirable;

- (f) to promote the implementation of electronic communications services in areas of public interest and to encourage private initiative;
- (g) to coordinate and promote the adoption of common industry-wide standards;
- (h) to establish cooperation with consumer associations with a view to improving the education and protection of consumers in the electronic communications resellers' market;
- (i) to liaise with other associations with industries which coincide with those of the Company and its Members and to represent its Members in international events;
- (j) to facilitate and coordinate the fight against fraud within the industry;
- (k) to enter into, make and perform contracts of any sort and description necessary or desirable to the activities of the Company with any individual, partnership, firm, association, corporation, state or government or super-national body;
- (l) generally, to promote the interests of those engaged in the business of providing electronic communications services and related activities and to establish and promote a more beneficial intercourse among them and to do such other and further acts and things related thereto as may be found necessary or desirable so far as the same are permitted by the laws of the various countries and states of Europe;
- (m) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct, maintain and alter buildings or erections;
- (n) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company;
- (o) to borrow or raise monies on such terms and on such security as may be thought fit;
- (p) to invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions, if any, and such consents, if any, as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (q) to draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;
- (r) to do all such other things as are incidental to the attainment or furtherance of the said objects or any of them,

provided that in case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with or invest the same in such manner as allowed by law, having agreed to such trusts.

OBJECTIVES

5. The Company's objectives are:

- (a) to promote liberalisation and competition in telecoms markets;
- (b) to represent the interests of pro-competitive telecoms providers to key government and regulatory bodies;
- (c) to assist market entrants through pro-competitive policies;
- (d) to maintain a forum for networking and business development throughout Europe; and

- (e) to continually reflect the dynamic nature of the telecommunications industry.

MEMBERSHIP

6. The membership of the Company shall consist of three classes of Members as described below, which classes shall have the rights as members of the Company attributed to them in this Article (in addition to any benefits granted at the discretion of the Board to any individual Member or class of Members as consideration for any membership fees):
 - (a) **“Full Members”** shall mean the class of Members having all the rights of Members as set out in these Articles;
 - (b) **“Affiliate Members”** shall mean the class of Members having all the rights of Members set out in these Articles, but who are treated as a separate class of Members by the Board for the purposes of Membership criteria and the benefits to be granted to them; and
 - (c) **“Associate Members”** shall mean the class of Members having all the rights of Members as set out in these Articles, except that no Associate Member shall have the right:
 - (i) to vote at General Meetings, other than as a proxy for a Member with voting rights;
 - (ii) to be counted as part of any quorum other than as a proxy for a Full Member or Affiliate Member; or
 - (iii) to call a General Meeting.
7. Any alteration in the Articles of the Company shall be deemed to constitute a variation of the rights attached to each class of Members.
8. The subscribers to the Memorandum of Association shall be Full Members of the Company and such individuals, partnerships, firms, associations and corporations as the Board shall admit to membership in accordance with the Membership Criteria and the Bylaws shall be Full Members, Associate Members or Affiliate Members of the Company, as determined by the Board. Every person (other than the subscribers) who wishes to become a Member shall deliver to the Company an application for membership in such form as the Board shall require executed by him. The Board may grant or refuse membership at its complete discretion and without assigning any reason therefore.
9. If a Member ceases to fulfil the criteria for membership set out in the Membership criteria or the Bylaws, or for any other good reason as determined by the Board, the Board may terminate the Member’s membership as follows:
 - (a) the Board shall provide the Member in question with at least one (1) month’s written notice of the Board’s intention to vote on the termination of the membership and the reasons therefore;
 - (b) the Member may provide written or oral information to the Board before a final decision is made; and
 - (c) the Board shall resolve by majority vote (excluding any Director who is in the employ of the Member in question) whether to terminate the Member’s membership.
10. If a Member fails to pay any annual subscription or any other fee or payment payable to the Company when due, his membership may be suspended pending payment of all outstanding fees. The Board may terminate a membership if the Member fails to pay all such outstanding fees within seven (7) days from the date when written notice by the Company that such amounts are overdue and payable was received.

11. A Member may withdraw from the Company upon the anniversary date of the Member's membership start date, upon providing written notice to the Company at least three (3) months prior to that date. The Member shall not be entitled to any repayment of its annual subscription or any other fees or payments made to the Company from the Member and shall remain liable for all outstanding fees and monies due to the Company.
12. Membership shall not be transferable.

STATEMENT OF GUARANTEE

13. The liability of each Member is limited to one pound (£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 that person is a Member, or within one (1) year after that person ceases to be a Member, for the:
 - (a) payment of the Company's debts and liabilities contracted before that person ceases to be a Member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.

GENERAL MEETINGS

14. Unless the Company passes a Special Resolution to dispense with the holding of Annual General Meetings, the Company shall hold a General Meeting in every calendar year as its Annual General Meeting ("AGM") at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
15. All General Meetings, other than AGMs, shall be called Extraordinary General Meetings ("EGM").
16. The Board may, whenever it thinks fit, convene an EGM.
- 16A. Any requisition made in accordance with these Articles shall state the object of the meeting and the terms of any special or extraordinary resolution to be proposed, and shall be left at the Office.
17. Notice for Annual General Meetings and Extraordinary General Meetings shall be called in accordance with the provisions of the Act but both AGMs and EGMs may be called by shorter notice if it is so agreed by such Voting Members as is provided in Section 307 of the Act. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall be given to all the Members, to the Directors and their alternates and, if the Company has an Auditor at the time the notice is dispatched, to any such Auditor.
18. 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 the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

19. Except where the Act provides otherwise, all business that is transacted at an Extraordinary General Meeting shall be deemed special (and therefore require a Special Resolution) 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 report of the Board and, in the event that the Company requires and has appointed an

Auditor, the report of the Auditor, the election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

20. No business shall be transacted at a General Meeting unless a quorum is present, whether in person or by proxy, when the meeting proceeds to business. A Director shall be entitled to attend and speak at General Meetings.
21. The quorum for General Meetings shall be not less than ten percent (10%) of the Voting Members who are fully paid up in respect of membership fees or other sums owed by them to the Company at the close of business sixty (60) days prior to any such meeting, present in person or by proxy, provided that if an Annual General Meeting shall be adjourned for lack of a quorum, those Voting Members present in person or by proxy at the adjourned Annual General Meeting shall constitute a quorum.
22. Members may participate in the Company's General Meetings in person or via a proxy to be granted to a specific person. The proxy shall be granted according to the standard form made available for or on behalf of the Board. Proxy forms will clarify whether instructions to a proxy are binding or not.
23. Time and location of General Meetings shall be fixed by the Board with the purpose, inter alia, to secure the greatest participation of Voting Members in person.
24. 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, or to such time and place as the Board may determine.
25. 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 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) shall preside, failing which the Voting Members present shall choose some Director, or if no such member of the Board be present, or if all the members of the Board present decline to take the chair, they shall choose some Voting Member of the Company who shall be present to preside.
26. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for forty 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 any adjourned meeting.
27. 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;
 - (b) by at least two Voting Members present in person or by proxy; or
 - (c) a person or persons representing not less than one tenth of the total voting rights of all the Voting Members having the right to vote on the resolution,

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.

28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting vote in addition to any right that he may have to vote as proxy or representative of one or more voting Members.
29. The demand for 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 OF MEMBERS

30. Subject as provided in these Articles, every Voting Member having the right to vote in accordance with Article 6 shall have one vote.
31. Save as provided in these Articles, no duly registered Member other than a Member having the right to vote on their own account or as a proxy in accordance with Article 6, who shall have paid every subscription and other sum (if any) due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy at any General Meeting.
32. Any voting Member entitled to attend and vote at the Annual General Meetings or Extraordinary General Meetings in accordance with Article 6 convened by Notice shall be entitled to appoint a proxy to attend, speak and vote in his place.
33. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
34. Votes may be given on a poll either personally or by proxy.
35. The instrument appointing a proxy shall be in writing in any usual or common form and shall (except in the case of an appointment by facsimile transmission) be under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, or under the hand of some Officer duly authorised in that behalf.
36. The instrument appointing a proxy and the power of 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:-
 - (a) not less than twenty-four hours before the time appointed for the taking of the poll; or
 - (b) if the poll is taken not more than forty-eight hours after it was demanded, no later than the time it was demandedand in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of eleven months from the date of its execution.
37. 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 revocations as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

38. Unless and until otherwise determined by the Board, the maximum number of members of the Board shall be eleven (11) and the minimum number shall be two (2).

39. The term of office for each Director shall be two (2) years commencing on 1 January of the year following their election.
40. At the end of his term a Director shall retire from office but can stand for re-election subject to the terms of these Articles.
41. If, for whatever reason, an election is not held or is not completed at the Annual General Meeting or at any adjournment thereof with the result that vacancies would occur at year-end, the term of office of the members of the Board whose terms would otherwise expire shall be extended until new Directors are appointed or elected.
42. Persons intending to submit their candidature for Director shall submit a nomination form as prescribed for or on behalf of the Board and in accordance with the procedure determined by the Board in accordance with the Bylaws.
43. The Board may from time to time and at any time appoint a new Director, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any Director so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election in accordance with these Articles and the Bylaws.
44. Only a senior executive employed by or a member of the board of directors of a Voting Member or, subject to approval by the Board or the nominations committee, an Associate Company of that Voting Member, shall be eligible to stand for office as a Director; provided however, that in the case of a senior executive employed by or a member of the board of directors of an Affiliate Member shall also be a senior executive employed by or a member of the board of directors of a Full Member or of a company that fulfils the Membership Criteria to be a Full Member.
45. The Board or the nominations committee shall use a formal, rigorous and transparent procedure for the acceptance of candidates for positions of Director of the Company. The Board or the nominations committee shall select candidates with a view to ensuring that:
- (a) the Board maintains at all times an appropriate balance of skills, experience, independence and knowledge of the Company so that the Board is able to discharge its duties and responsibilities effectively;
 - (b) there is a proper succession for appointments to the Board; and
 - (c) there is a progressive refreshing of the Board,
- provided that in assessing independence criterion for a candidate, the Board or nominations committee shall determine whether the candidate is independent in character and judgement and whether there are relationships or circumstances which would or would be likely to affect, or could appear to affect, that candidate's judgement in the role of Director of the Company.
46. No person may serve more than three (3) consecutive terms as a Director.
47. If a Director no longer meets the criteria set out in Article 44, that Director shall, as soon as practicable, but in any event not more than thirty (30) days after the Director has ceased to meet the eligibility criteria, notify the Board of that fact and whether or not the Director wishes to remain a Director. If the Director wishes to remain a Director, the Board shall, in its absolute discretion, affirm or terminate the Director's directorship. In the former case, the Board shall fix a term not exceeding sixty (60) days within which the Director shall meet the eligibility criteria. If the eligibility criteria are not met by the end of the term fixed by the Board, the Board may, in its absolute discretion, terminate the directorship or extend the term of the directorship by another sixty (60) days. An extension may be granted only once.
48. If a Director becomes an employee of another Full Member that has a Director on the Board, only one Director shall be permitted to continue to act as a Director. The relevant Member

shall determine within thirty (30) days of being notified by the Company which Director will continue to act as a Director and which Director will resign. Failing determination by the Member within the stated period, the Board shall make the determination. The Board may in its absolute discretion permit both individuals to continue to act as Directors for such period of time as the Board determines.

49. If a vacancy occurs on the Board for whatever reason, the Board may fill such vacancies (up to a maximum of four (4)) by appointing those nominees who stood for election to the Board at the last Annual General Meeting and accumulated the next highest amount of votes.

ALTERNATE DIRECTORS

50. Any Director (other than an alternate director) may appoint any other person approved by the Board and who is willing to act to be an alternate director and may by written notice to the Board remove from office an alternate director so appointed by him.
51. An alternate director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointer 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 appointer as a Director in his absence.
52. An alternate director shall cease to be an alternate director if his appointer ceases to be a Director; but, if a Director is reappointed at a General Meeting in accordance with the Bylaws, any appointment of an alternate director made by him which was in force immediately prior to the General Meeting shall continue after his reappointment.
53. 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.

POWERS OF THE BOARD

54. Subject to the provisions of the Act, the Board shall have control over all the affairs and property of the Company and may make, amend or cancel rules, including the Bylaws, for the regulation of the Company and shall exercise all such powers of the Company as it thinks fit except as otherwise provided by these Articles.
55. The members for the time being of the Board may continue to act notwithstanding any vacancy in their body, provided always that in case the members of the Board shall at any time be or be reduced to fewer than the minimum number prescribed by or in accordance with these Articles, they may continue to act as the Board for the purposes of admitting persons to membership of the Company, filling up vacancies on the Board, or of summoning a General Meeting, but not for any other purpose.
56. The Directors shall be entitled to such remuneration (if any) as the Company may by ordinary resolution determine in accordance with the Bylaws.
57. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or General Meetings or otherwise in connection with the discharge of their duties provided it is approved in accordance with the Bylaws.
58. The Board shall appoint one of its number to the office of Chairman and Vice Chairman and may remove him/her from that office at any time.
59. The Board may appoint one of its number to the offices of Treasurer and Secretary and may remove him or her from that office at any time and engage all such other Officers and employees as it considers necessary and shall regulate their duties and (save in the case of Directors) fix their salaries.

60. Should any Office or employee also be a member of the Board, his or her salary shall be determined at General Meeting.

DISQUALIFICATION OF MEMBERS OF THE BOARD

61. The office of a Director shall be vacated -
- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors;
 - (b) if he becomes of unsound mind;
 - (c) if by notice in writing to the Company he resigns his office;
 - (d) if he has served the maximum allowable terms in office (three consecutive terms); or
 - (e) if he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a director of a company.
62. The office of a Director may be vacated -
- (a) if he shall for more than three consecutive meetings of the Board have been absent without permission of the Directors from those meetings and the Directors resolve that his office be vacated;
 - (b) if he ceases to be eligible to election to the office of Director under these Articles.

PROCEEDINGS OF THE BOARD

63. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined by the Board, a majority of the Directors then appointed, and in any event not less than two, shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. A person, who holds office as an alternate director shall, if his appointer is not present, be counted in the quorum.
64. The Chairman or in his absence the Vice-Chairman shall preside as Chairman at every meeting of the Board. If neither the Chairman nor the Vice-Chairman is present at the time of holding a meeting the Directors present shall choose some one of their number to be Chairman of the meeting.
65. A Director may, and on the request of a Director the Secretary shall, at any time, summon a meeting of the Board by notice served upon the members of the Board in accordance with these Articles and the Bylaws. A Director who is absent from the United Kingdom shall be entitled to notice of a meeting.
66. Without prejudice to the foregoing, a meeting of the Directors may consist of a conference between Directors who are not all in one place, but of whom each is able (directly by telephonic communication) to speak to each of the others, and to be heard by each of the other simultaneously. Any Director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conferences assembled or, if there is no such group, where the Chairman of the meeting then is.
67. The Board may delegate any of their powers to committees consisting of such member or members of the Board and such other persons as the Board thinks fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board.

68. 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 member or person acting as aforesaid, or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.
69. The Board shall cause proper minutes to be made of all appointments of Officers 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. The Board shall cause proper records to be kept of all written resolutions (and of the signatures). All such records (and signatures) and minutes shall be entered in books provided for the purpose. Any such record signed by a Director or by the Secretary shall be evidence of the proceedings and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. 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.
70. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are 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; but a resolution signed by an alternate director need not also be signed by his appointer and if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate director in that capacity.
71. Subject to the provisions of the Act, and provided that he has disclosed to the Board the nature and extent of any material interest of his, a Director notwithstanding his office -
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a Director or other Officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
72. For the purposes of Article 66:
- (a) a general notice given to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
 - (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.
73. Subject to any requisite declaration of interest in accordance with the Act having been made by him, a Director may vote upon and be counted in the quorum in respect to any transaction or arrangements in which he is interested or upon any matter connected therewith.

ACCOUNTS

74. The Board shall cause accounting records to be kept in accordance with the requirements of the Act.

75. The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Officers of the Company.
76. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them shall be open to the inspection of Members not being Officers of the Company, and no Member (not being an Officer) shall have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
77. The Board shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The Board shall send a copy of the annual accounts together with a copy of the Board's report for that financial year and a copy, in the event that the Company has appointed an Auditor for that financial year, of any such Auditor's report on those accounts to the Auditor, if so appointed, and to every person entitled to receive the same in accordance with section 423 of the Act not less than 21 days before the date of the meeting at which those documents are to be laid.

NOTICES

78. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.
79. A notice may be served by the Company upon any Member, using the registered address as appearing in the register of Members.
80. A notice shall be deemed to have been received:
 - (a) when given, if delivered personally;
 - (b) on the next business day where received, if sent by facsimile, telex or e-mail;
 - (c) after two clear days, if properly addressed and sent within the United Kingdom by prepaid first class post;
 - (d) after seven clear days, if properly addressed and sent to or from an address outside of the United Kingdom by prepaid airmail.
81. A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, when requisite, of the purposes for which it was called.
82. Notices of annual general meetings, the Company's annual accounts, directors report for the year and the auditor's report on the accounts and any other document required by sections 423 and 309 of the Act to be delivered by the Company to Members (collectively, "the Documents") shall be deemed to have been duly delivered if the Company sends to the Member, within the times limits prescribed by those sections, a notice delivered in accordance with Articles 78 to 81 advising the Member of:
 - (a) the publication of the Documents on the Company's website;
 - (b) the address of that website; and
 - (c) the place on that website where the Documents may be accessed and how they may be accessed.

BYLAWS

83. Subject to the Act, the Board may from time to time make, amend and cancel such Bylaws as it may deem necessary or desirable for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Bylaws regulate:-
- (a) the admission of Members of the Company, the benefits and privileges of such Members as the Board may in its discretion bestow upon the Members (such discretionary benefits and privileges not being class rights of any Members under or in accordance with the Act), the conditions of membership and the entrance fees, subscriptions and other fees or payments to be made by Members;
 - (b) the conduct of Members of the Company in relation to one another, and to the Company's servants;
 - (c) the procedure at General Meetings and meetings of the Board and Committees of the Board (including provisions setting quorums) in so far as such procedure is not regulated by the Articles; and
 - (d) generally, all such matters as are commonly the subject matter of Company rules and procedures.

INDEMNITY

84. Every Director or other Officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 1157 of the Act in which relief is granted to him by the Court, and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 232 of the Act.
85. The Board shall have power to purchase and maintain for any Director, Officer or Auditor of the Company insurance against personal liability for acts properly undertaken by them or undertaken by them in breach of trust but under an honest mistake.

DIVIDENDS AND SURPLUS

86. The income and property of the Company shall be applied solely towards the promotion of its objects set for in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise whatsoever by way of profit to Members of the Company.
87. If, upon the winding up of or dissolution of the Company, there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed to the Members but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of these Articles, such institution or institutions to be determined by the Members at or before the time of dissolution and if and so far as effect cannot be given to this provision then to some charitable object.