COMPANIES ACTS 1963 TO 2012

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

CCMA IRELAND LIMITED

1. The name of the Company is CCMA Ireland Limited.

2. The objects for which the Company is established are:

i. To provide a forum where contact centre and shared services professionals can interact with their peers locally and nationally as part of a wider industry association promoting excellence within and recognition of the contact centre and shared services sector.

ii. To carry on any other trade or business which can in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or any of its objects.

iii. To apply for all licences which may be required to further any of it's objects.

iv. To purchase, take on lease or in exchange, hire or otherwise acquire and hold any estate or interest in, any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

v. To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's objects and for the purposes of or in raising of money by the Company to become a member of any building society.

vi. To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future and all or any of the uncalled capital for the time being of the Company, and to issue at a premium or discount, and with and

subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or furtherto secure any securities of the Company by a trust deed or other assurance.

vii. To receive and acquire money by donation, gift, subscription or otherwise and to apply or expend such funds to or upon all or any objects of the company, directly or indirectly.

viii. To receive money on loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

ix. To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or to concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or it's employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

x. To invest and deal with the moneys of the Company not immediately required for the purposes of it's objects in or upon such investments of securities and in such manner as may from time to time be determined.

xi. To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

xii. To amalgamate with any other company whose objects are to include objects similar to those of this Company.

xiii. To do all such things as are incidental or conducive to the above objects or any of them.

3. The income and property of the Company, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the members of the Company **PROVIDED HOWEVER** nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any special services actually rendered to or special work done for the Company, or reasonable and proper rent for premises demised or let by any member of the Company, but so that no member of the Board or governing body shall be appointed to any office of the Company paid by salary or fees and that no remuneration or other benefit in money's worth shall be given by the Company to any member of such Board or governing body, except repayment of out-of-pocket expenses, or reasonable and proper rent for premises demised or let to the Company.

4. The liability of the members is limited.

5. Each member of the Company 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 afterwards, for payment of the debts and liabilities of the Company contracted before he ceased to be a member and of the costs, charges or expenses of winding up, and for adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding €1.

6. If upon the winding up or dissolution of the Company there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some 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 amongst its or other members to the extent at least as great as is imposed on the Company under or by virtue of this Memorandum, such institution or institutions to be determined by the members of the Company at or before the time of dissolution.

COMPANIES ACTS 1963 TO 2012

COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

CCMA IRELAND LIMITED

PRELIMINARY

The Regulations contained in Table C of the Companies Acts, 1963 to 2012 shall apply to the Company save in so far as they are excluded or varied hereby.

1. In these Articles:-

"the Act" means the Companies Act, 1963 – 2012 and every statutory modification or re-enactment for the time being enforced.

"the Directors" means the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever name called;

"Secretary" means any person appointed to perform the duties of the Secretary of the Company;

"the Seal" means the Common Seal of the Company;

"the Office" means the registered office for the time being of the Company.

“Subscriber” means any body or organisation which subscribes an annual fee to the Company.

“Practicing Member” means any member of the Company nominated by a Subscriber who is operating a call centre or shared services centre within the island of Ireland.

"Supplier Member" means any member nominated by a Subscriber who is engaged in the supply of services to the call centre and shared services sector in the island of Ireland but who does not operate a shared services centre on the island of Ireland.

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

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

2. The number of members with which the Company proposes to be registered is eight but the Directors may from time to time register an increase of members.

3. The subscribers to the Memorandum of Association and such other persons as Directors shall admit to membership shall be members of the Company.

4. The rights and liabilities attaching to any members of the Company may be varied from time to time by a special Resolution of the Company.

5. Each Subscriber shall be entitled to nominate ten members to the Company. Such nominations shall be in writing and shall be directed to the secretary of the Company. Every Subscriber shall be entitled to amend and vary their nominations but such variations and amendments shall only be binding on the Company following notification to the Company Secretary.

GENERAL MEETINGS

6. All general meetings of the Company shall be held in the State.

7. (i) Subject to paragraph (ii), the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.

   (ii) So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 5, the annual general meeting shall be held at such time and at such place in the State as the Directors shall appoint.

8. All general meetings other than annual general meetings shall be called extraordinary general meetings.

9. The Directors 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 Section 132 of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum any Director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

10. Subject to Sections 133 and 141 of the Act an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and in the case of special business the general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the Company entitled to receive notices from the Company.

11. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an extraordinary

general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors, and the fixing of the remuneration of the Auditors.

13. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person shall be a quorum.

14. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may

determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

15. The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.

16. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.

17. The Chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

18. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

    (a) by the Chairman, or

    (b) by at least two members present in person or by proxy, or

    (c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

    Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings 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 such resolution. The demand for a poll may be withdrawn.

19. Except as provided in Article 20 if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

21. A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

22. Subject to Section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

23. Every member shall have one vote.

24. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the Company have been paid.

25. 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 given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

26. Votes must be given in person. No proxy votes shall be allowed. .

27.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETING

28. Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the Company.

ANNUAL SUBSCRIPTION

29. The Directors shall be entitled from time to time to determine any Annual Subscription to be payable by any member of the Company. Such subscription shall be payable in advance on the 1st day of January in each year. A person becoming a member of the Company after the 1st day of January in any year may be required by the Directors to pay the entire Annual Subscription in respect of that year. In the event that any member shall cease to be a member prior to the 1st day of January in any year that member shall not be entitled to any rebate of his Annual Subscription paid for that year. The terms and conditions attaching to Life Subscriptions shall be determined by the Directors in their absolute discretion from time to time.

DIRECTORS

30. Unless and until the Company in general meeting shall otherwise determine, the number of Directors shall not be less than two nor more than seven.

31. The first directors of the Company shall be the persons named in the Statement delivered pursuant to Section 3 of the Companies (Amendment) Act, 1982.

32. Any Director of the Company must be a member of the Company. At all times a majority of the board members must be members who are Practicing Members (within the meaning of these Memorandum and Articles of Association). Furthermore, the chairman of the Board of Directors must be a Practicing Member; the Treasurer and the Secretary of the Company must each be a Practicing Member.

    32A Not more than one director of the Company can be nominated by the same Subscriber.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

33. (a) A member of any class may by notice in writing to the Secretary of the Company resign his membership of the Company.

(b) Membership of the Company shall automatically cease on any member's death.

(c) If any director resigns from his position within the Company, the organization which they represent shall be given the authority to nominate a replacement director.

(d) If any member shall refuse or wilfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the Directors either shall have rendered him unfit to remain a member of the Company or shall be injurious to the Company or if the Directors shall for any other good reason require that a member shall be expelled such member may by a Resolution of the Directors be expelled from membership provided that he shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of giving orally or in writing to the Directors any explanation or defence as he may think fit.

Notice under this Article shall be deemed to have been served if it is sent by post in accordance with the provisions set out in Article 70 of these Articles whether or not it is actually received by the member intended to be served with such notice.

BORROWING POWERS

34. The Directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

35. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in general meeting subject nevertheless to the provisions of the Act and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting, but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

36. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as

they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

37. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.

38. The Directors shall cause minutes to be made in books provided for the purpose:-

(a) of all appointments of officers made by the Directors;

(b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors:

(c) of all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.

DISQUALIFICATION OF DIRECTORS

39. The office of Director shall be vacated if the Director:-

(a) holds any office or place of profit under the Company or

(b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or

(c) becomes prohibited from being a Director by reason of any Order made under Part vii of the Companies Act 1990.

(d) becomes of unsound mind; or

(e) resigns his office by notice in writing to the Company; or

(f) is convicted of an indictable offence unless the Directors otherwise determine; or

(g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 194 of the Act.

VOTING ON CONTRACTS

40. A Director may vote in respect of any contract in which he is interested or any matter arising thereout.

ROTATION OF DIRECTORS

41. At the first annual general meeting of the Company, all the Directors shall retire from office and at the annual general meeting in every subsequent year one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

42. The Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

43. A retiring Director shall be eligible for re-election.

44. The Company, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.

45. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for re-election to the office of Director at any general meeting unless, not less than three nor more than 21 days before the date appointed for the meeting, there has been left at the office notice in writing, signed by a Director duly qualified to attend and vote at the meeting for which notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.

46. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

47. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

48. The Company may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement

between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

49. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 50. Without prejudice to the powers of the Directors under Article 49 the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

50. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being ordinarily resident in the State is for the time being absent from the State.

51. The Quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

52. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.

53. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but, if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

54. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

55. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes after the time appointed

for holding the same, the members present may choose one of their number to be Chairman of the meeting.

56. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairman shall have a second or casting vote.

57. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment 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 and was qualified to be a Director.

58. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held.

SECRETARY

59. The Secretary shall be appointed by the Directors for such term and at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Secretary shall be a Practising Member.

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

THE SEAL

61. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

62. The Directors shall cause proper books of account to be kept relating to:-

(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

(b) all sales and purchase of goods by the Company; and

(c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain it's transactions.

63. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.

64. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Company in general meeting.

65. The Directors shall from time to time in accordance with Sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the annual general meeting of the Company.

66. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Directors' report and Auditors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

67. Auditors shall be appointed and their duties regulated in accordance with Part X of the Companies Act 1990.

NOTICES

68. A notice may be given by the company to any member either personally or by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

69. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(a) every member,

(b) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the Auditor for the time being of the Company.

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

Names, Addresses and Description of Subscribers

Dated this day of 200 .

Witness to the above signatures: