

# THE INTERNATIONAL COACHING COMMUNITY

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING SHARE CAPITAL

## ARTICLES OF ASSOCIATION

### 1. GENERAL

In these Articles the words standing in the first column of the next table shall bear the meaning set opposite to them respectively in the second column thereof if not inconsistent with the subject or context:

<i>Words</i>	<i>Meanings</i>
The Act	The Companies Act 1985
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed or partly one partly another and other modes of reproducing words in a visible form. This definition to include E mail.

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.

Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company shall, if not inconsistent with the subject or context bear the same meanings in these Articles.

### 2. MEMBERSHIP

The board of directors may change the present categories, or designate further member categories.

- a) The maximum number of members of the Company is 50,000 but the Directors may from time to time register an increase.
- b) The Board of Directors shall keep a register of all members in all categories.
- c) All members shall be deemed to have agreed to be bound by these Articles of Association and the Memorandum of Association.
- d) All members agree to uphold the ICC Standards and Ethics of the ICC.

- e) All members agree to respect and uphold the Core Coaching Competencies of the ICC when working as a coach.
- f) No member of any category may represent the ICC to any media or any organization or person. Only nominated officers may speak on behalf of, or represent the company where appropriate.

People shall be designated members of the ICC by virtue of passing the first level of coaching certification training.

- Members shall have access to parts of the ICC Intranet as determined by the board of directors.
- Shall be permitted to use the ICC logo on their business cards, marketing material and website.
- Shall be permitted to describe themselves as ‘Members of the International Coaching Community’.
- Shall be bound by the standards and Ethics of the ICC in their coaching practice.

Furthermore, there are four categories of paying members:

**a) Subscribed member**

A subscribed member is a part time or full time coach or member of a similar profession or supporter of the ICC, who has completed the ICC Coaching Certification Training at Level One and has paid the membership fee. They agree to support and uphold the ICC Standards and Ethics and the ICC Core Coaching Competencies in their coaching work. Subscribed members may become Voting members on applying and being accepted for Voting membership according to article 4.

Subscribed Members:

- Shall be eligible for discounts negotiated by the ICC for materials and conferences and trainings.
- Shall receive the full ICC newsletter.
- Shall have access to the full ICC Intranet as determined by the Board of Directors.
- Shall be permitted to use the ICC logo on their business cards, marketing material and website.
- Shall be permitted to describe themselves as ‘Members of the International Coaching Community’.
- Shall have their CV listed on the ICC website and the Intranet.
- Shall have access to the ICC forum and the ICC Intranet chatroom.

The annual subscription fee for subscribed members will be set by the board of directors.

**b) Corporate**

A Corporate member is an organization that supports coaching and wants to further the vision and the activities of the ICC. They may be a service company that provides coaching or related consulting services. They may be a company that internally values and implements best practice coaching concepts.

Corporate members

- Shall be able to use ICC coaches in that organization at a reduced fee.

- Shall be entitled to a half-day seminar on coaching given by an ICC certified coach at a reduced fee.
- Shall have one named person in the organization nominated by the organization who may be an ordinary or voting member. That person may exercise their rights as laid down in their articles as a representative of the organization. All notices and other correspondence shall be sent to this designated person.
- Shall be permitted to describe themselves as ‘Corporate member of the International Coaching Community’. Corporate members are listed on the ICC website and the Intranet Knowledge Base.

The annual subscription fee for Corporate membership will be set by the board of directors.

#### **c) Voting Member**

A Voting Member is an ordinary Member who have applied for, and been accepted for full membership by the board of directors and has paid the appropriate fee.

A voting member has all the rights and benefits of an subscribed member and also:

- Shall be entitled to notice of the Annual General Meeting, and of Extraordinary General Meetings.
- Shall have the right to attend and to vote in person or by proxy, in the Annual General Meetings, and the Extraordinary General Meetings.
- Shall be eligible to be a director of the company.

The annual fee for a voting member shall set by the board of directors.

#### **d) Fellow**

A Fellow is an honorary title awarded by the board of directors. The category of Fellow is awarded to those people who in the opinion of the board of directors, merit recognition due to outstanding work in the field of coaching. Fellows need not be subscribers or members of the ICC before they are awarded the title. The award of fellowship automatically will make the person designated a voting member of the ICC for life, subject to article 6 (d).

Fellows have all the rights and benefits of membership, and as well:

shall be permitted to use the term ‘Fellow of the International Coaching Community’ in their marketing material, business cards and similar material.

There is no subscription charge for Fellows.

### **4. VOTING MEMBERSHIP**

Voting members and fellows are the only members of the company who may vote at general meetings.

- a) The maximum number of voting members of the Company is 50 but the Directors may register an increase.
- b) The provisions of Section 352 of the Act shall be observed by the Company, every person wishing to become a voting member of the Company must sign and deliver to the Company an application for membership in a form to be determined by the directors.
- c) When a person has been appointed a voting member and has paid their necessary subscription that person shall be a voting member of the company and shall be deemed to have agreed to be bound by these Articles of Association and the

Memorandum of Association. When the Directors shall have resolved to admit any applicant to this category of membership an officer of the Company shall forthwith send such applicant at the address given on his application for membership notice in writing of his admission to membership. The board of directors may at any time, and without stating a reason refuse to accept an application for voting Membership from a member or refuse to accept the renewal of the subscription of any member.

- d) The subscription for voting membership will be set by the board of directors.

## **5. MEMBER SERVICES**

- a) The ICC shall provide and pay for member services for all categories of members.

These services shall include, but not necessarily be limited to:

- An Intranet and website. This intranet, website and associated services to be supplied by either Lambent UK or Lambent do Brasil Ltda, if these companies are sold or cease to exist, they will be supplied by the original subscribers of the company.
- Coaching Certification Trainings both basic and advanced. These certification trainings to be the fundamental courses offered and will be created and licensed by either Lambent do Brasil Ltda, or Lambent UK, or if these companies are sold or cease to exist, the trainings will be supplied by the original subscribers of the company.

## **6. MEMBERSHIP FEES**

- a) The board of directors shall determine the level of the membership fees and subscriptions for all and every category of member. The board of directors may vary the membership rates; in this case they will send a notification of the new rates to all membership categories one month before the membership rates change to the new level.
- b) Membership fees are yearly, and are payable in advance on the acceptance of the applicant's application for membership.
- c) All categories of membership are deemed to be continuous. Unless written notice of resignation is received by the board of directors one month before renewal and the fees become due, a member shall be liable for subscription for the following year. All members need to undertake to abide by this regulation on admission to membership.
- d) Renewal of membership is due either on the 1<sup>st</sup> of the month nearest to a full twelve months from the first subscription. Then yearly, on the 1<sup>st</sup> of that month.
- e) Reminders will be sent to all members one month before their subscriptions are due. If the fees remain unpaid one month after the date on which it was due, the person will be removed from the register of members and lose all the privileges with all the rights and privileges that it entailed.

## **7. TERMINATION OF MEMBERSHIP**

The privileges of any member shall not be transferable and every member shall cease to be a member on the happening of any of the events following:

- a) If he serve upon the Company one months' notice in writing of his intention to resign his membership in which event he shall cease to be a member at the expiration of one month from the date of service of such notice upon the Company.
- b) If in default of payment of the appropriate subscription. If any subscription payable by him as a member remains unpaid at the expiration of a period of one month from the date upon which it became payable and the Directors resolve that by reason of such non-payment he shall cease to be a member.
- c) The board of directors shall be empowered to warn, reprimand, suspend or terminate the subscription and rights of any member if in the opinion of the board of directors, they have:
  - Acted in breach of any article of the articles or the constitution.
  - Violated any legal standards with respect to coaching, or breached the ICC Standards and Ethics. In this latter event, the complaint of such needs to go through the ICC Complaints procedure as published on the ICC website.
  - Brought or be likely to bring the theory and/or practice of coaching or the Company into disrepute.
- d) No refunds of membership fees shall be given to any member whose membership is terminated for any reason, unless at the discretion of the directors.

## **8. DIRECTORS**

- a) The business of the Company shall be managed by the Board of Directors who may pay all expenses preliminary and incidental to the promotion, formation, registration and establishment of the Company as they think fit. They may exercise all the powers of the Company. They may do on behalf of the Company, all such acts as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statute for the time being in force and affecting the Company and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting. However, no regulation made by the Company in a general meeting shall invalidate any prior act of the Directors, which would have been valid, if such regulation had not been made.
- b) 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.
- c) Unless and until otherwise determined by the Company in a general meeting, the number of the Directors shall be not less than two or more than six. The first Directors shall be the persons named in the statement delivered to the Register of Companies in accordance with Section 10 of the Act.
- d) No person may be appointed or continue to hold his position as a Director of the Company unless they are a voting member of the company.

## **9. DUTIES OF DIRECTORS**

- a) The Directors have the following duties:
- To forward the vision, mission and objectives and activities of the ICC.
  - To take decisions about the structure and organization of the ICC.
  - To establish advisory or research boards, divisions or sections of the ICC as appropriate and as decided.
  - To decide and implement ICC policy as contained in the articles of association and the memorandum of association.
  - To appoint a secretary and treasurer for the company.
  - To appoint a firm of accountants to deal with any financial matters and prepare accounts. The accountants so appointed do not need to be members.
- b) Without prejudice to the generality of the preceding Articles, the Directors may from time to time (but subject to any contrary by the Company in general meeting):
- Elect an Honorary Patron, an Honorary President, a Chairman, a Vice-Chairman, a Treasure and a Secretary of the Company, and may delegate to such persons such powers and authority and such duties and responsibilities as they think fit.
  - Make regulations as to the terms on which subscribers to the funds of the Company or other persons may become and be known as Vice- Presidents or Members or be known by some other honorific title provided that no such person shall by reason thereof alone become a Director of the Company.
  - Make regulations as to the annual, quarterly or other subscriptions to be made by members of the Company.
  - To authorize all categories of members to form groups, either territorial or professional or both, for the better regulation of their activities. No such group shall be formed without permission of the Board of Directors and the management of that group shall conform to the memorandum of Association of the Company.
- c) The board 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 they shall retire at the next following Annual General Meeting, but shall be eligible for election by the members as a Director of the Company. The Directors for the time being of the Company may act notwithstanding any vacancy in their body provided that if at any time the Directors be reduced in number to less than the minimum number prescribed herein, they may act for the purpose of admitting persons to membership of the Company, filling up vacancies in their body and summoning a general meeting but not otherwise.
- d) The board of directors may amend, or add or repeal any of these articles by a vote of two thirds of the directors present at any meeting where that is on the order of business. Only the board of directors may make changes in the articles, and only the board of directors is empowered to decide to change, amend, repeal or add to these articles.

## **10. TERM OF DIRECTORSHIP**

- a) Directors shall hold their position for three years, after which they must retire and may submit themselves for re election if they so choose.
- b) The Board of directors 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 shall have been put to the meeting and lost by a two thirds majority.
- c) The Company may from time to time by ordinary resolution increase or reduce the number of the Directors and may by ordinary resolution of which special notice has given in accordance with section 379 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 a Director.
- d) The company may by ordinary resolution appoint another person in place of any director removed from office under the immediately preceding article, and without prejudice to the power of the board of directors, may appoint any person to be a director either to fill a casual vacancy or as an additional director.
- e) No person other than a Director retiring at the meeting shall unless recommended by the Board of Directors, be eligible for election as an Director at any general meeting unless, not less than seven nor more than twenty-one days before the date appointed for the meeting, there shall have been sent to the registered office of the Company notice in writing signed by seven members duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose a person for election, and also notice in writing signed by that person of his willingness to act. The person proposed may not to be any one of the seven proposers.
- f) Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy year or any other age.

## **11. DISQUALIFICATION OF DIRECTORS**

- a) A Director shall vacate his position if that Director:
  - becomes bankrupt or makes any arrangement or composition with his creditors generally
  - Without the consent of the company in general meeting holds any office of profit under the company.
  - becomes prohibited from being a Director by virtue of any provision of the Act
  - becomes of unsound mind
  - resigns his office by notice in writing to the Company
  - fails to become a member of the Company within one month of his appointment or ceases thereafter to be a member.
  - is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by section 317 of the Act.

- b) The board of directors shall be empowered to warn, reprimand, suspend or terminate the directorship of any director if in the opinion of the board of directors, they have:
- Acted in breach of any article of this constitution.
  - Violated any legal standards with respect to coaching, or breached the ICC standards and ethics. In this latter event, the complaint of such needs to go through the ICC Complaints procedure as published by the ICC.
  - Brought or be likely to bring the theory and/or practice of coaching or the Company into disrepute.

An officer or director may be removed from office for such cause as detailed in the last article by a vote of three quarters of the board of directors present at the general or extraordinary meeting where the matter is considered.

## **12. PROCEEDINGS OF THE DIRECTORS**

- a) The Directors may meet together for the dispatch 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. In the case of an equality of votes the Chairman shall have a second or casting vote. A Director may at any time, summon a meeting of the Board.
- b) The quorum necessary for the transaction of the business of the Board may be fixed by the Directors, and unless and until so fixed shall be two.
- c) Directors need not be physically present at meetings in the same room. All business of the directors and all meetings of any kind may be conducted by telephone conference or by videoconference or any other technology yet to be developed that allows people to speak together at a meeting without all being physically present in the same place.
- d) The Directors shall cause minutes to be made in books provided for that purpose:
- of all appointments of Directors made by the Board.
  - of the names of the Directors present at each meeting of the Board and of any committee of the Directors.
  - of all resolutions of and proceeding at all meetings of the Company, and of the Directors and of committees of the Directors.
- e) The Directors may elect a Chairman of its meeting 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 may choose one of their number to be Chairman of the Meeting.
- f) A Director may from time to time by notice in writing to the Company appoint any person approved by all members of the Board to act as an alternative Director at any meeting of the Directors from which he is himself absent, and may in like manner remove any person so appointed from office. An alternative Director appointed under this Article shall not be required to be a member of the Company or be entitled to any remuneration from the Company, but shall be entitled, while holding office, as such, to receive notice of and be counted in the quorum at meetings of the Directors and to attend, speak and vote thereat in place of and in the absence of the Director appointing him.

- g) All acts done by any of the Directors or of a committee of the Directors or by any person acting as a Director shall, notwithstanding that it be 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.
- h) A resolution in writing signed by all the Directors for the time entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

### **13. COMMITTEES**

- a) The Board may delegate any of its power to committees consisting of such member of members of their body as they think fit. Any committees so formed shall in the exercise of the power so delegated conform to any regulations that may be imposed upon it by the Directors and shall, in respect of each of its meetings, deposit with the Board of Directors within seventy-two hours of the conclusion of such meeting, a copy of the Minutes of that meeting and a copy of any agenda or other document laid before the meeting.
- b) A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if any meeting a Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
- c) 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 in the case of an equality of votes the Chairman shall have a second or casting vote.

### **14. GENERAL MEETINGS**

- a) One annual general meeting a year will be held at a time and place determined by the board. The time and date will be communicated to the voting membership electronically 30 days before the meeting. No more than sixteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation nor in the following year.
- b) The Annual General Meeting shall be held at such time and place, as the Directors shall appoint.
- c) The Annual General Meetings and Extraordinary General meetings cannot be held by teleconferencing or any technology that allows members not to be physically present. To vote and participate in such meetings, members need to be physically present, or have a proxy that is physically present.
- d) All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- e) The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meeting shall also be convened on such requisition or, in default, may be convened by such requisitionists as provided by Section 368 of the Act.

- f) An Annual General Meeting shall be called by thirty day's notice in writing at the least, and an Extraordinary General Meeting of the Company, shall be called by fourteen day's notice in writing at the least. The notice shall be exclusive of the day on which it is served and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business. Notices will be given as may be prescribed by the Company in General Meeting, to such persons as are under the Articles of the Company, entitled to receive such notices from the Company.
- g) 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 proceeding at the meeting nor any resolution passed thereat.

## **15. PROCEEDINGS AT GENERAL MEETINGS**

- a) 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 the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
- b) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, two members present in person or by proxy shall be a quorum.
- c) If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened on 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 at such other place as the Directors may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the meeting shall be dissolved.
- d) 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 shall not be present within fifteen 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.
- e) If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointment for holding the meeting the members present shall choose one of their members to be the Chairman of the meeting.
- f) 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 thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- g) At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands. A poll may be called by the chairman or by any three members

present or by proxy. Unless a poll is so demanded, a declaration by the chairman of the meeting that a resolution has been carried or lost on a show of hands shall be entered in the minute book of the company and be conclusive evidence of the result of the resolution.

- h) 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 second or casting vote.

## **16. VOTES OF MEMBERS**

- a) Subject as hereinafter provided every voting Member shall have one vote.
- b) Only voting Members in good standing are allowed to vote either personally or by proxy.
- c) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney, duly authorized in writing or, if such appointer is a corporation, under its common seal if any and, if none, then under the hand of some officer duly authorized in that behalf.
- d) 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 registered office, or another office so specified by the board of directors for that purpose, of the Company not less than seven days before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- e) Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit: -  
“I/We (Name)...of (Address)... a member of (Company) ...hereby appoint...(Name) of... (address)...to vote for me and on my behalf at the... (Annual or Extraordinary or Adjourned Meeting)... on ... (date) and at every adjournment thereof.  
Signed...(Name)... (date)  
Unless otherwise instructed the proxy will vote as he thinks fit.

## **17. INDEMNITY**

Subject to the provision of Section 310 of the Act in addition to such indemnity as is contained in regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him or about the execution and discharge of the duties of his office as agreed by the Board of directors. Except such (if any) that they shall incur and sustain by or through their own dishonesty or willful neglect. None of them shall be answerable for the acts receipts, neglects or defaults of the other or others of them for joining in any receipt for the sake of conformity, or of any bankers or other persons with whom any moneys or effects belonging to the company shall be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys or belongings of the association placed out or invested, or for any other loss, misfortune or

damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except the same shall happen by or through their own dishonesty, or willful neglect or default respectively.

## **18. SECRETARY**

Subject to Section 10 of the Act, the Secretary shall be appointed by the Directors for such term and upon such conditions as they think fit; and any Secretary so appointed may be removed by them. The Directors may in like manner appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

## **19. THE SEAL**

The company shall have an option to have a seal. The board of directors shall prescribe the manner in which and by whom it shall be used.

## **20. ACCOUNTS**

- a) The Directors shall cause accounting records to be kept in accordance with Section 221 of the Act.
- b) The accounting records shall be kept at the registered office of the Company or, subject to Section 222 of the Act at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors of the Company.
- c) The Directors shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulation 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 an Director) shall have any rights of inspecting any account or book of the Company except as conferred by statute or authorized by the Directors or by the Company in general meeting.
- d) The Directors shall from time to time, in accordance with Sections 227, 229, 235 and 241 of the Act, cause to be prepared and to be laid before the Company in a general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.
- e) A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in a General Meeting, together with a copy of the reports of the Auditors and of the Directors, shall not less than twenty-one days before the date of the meeting be sent to every member of the Company electronically: Provided that this Article shall not require a copy those documents to be sent to any person of whose address the Company is not aware.
- f) Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 392 of the Act inclusive. Auditors need not be members.

## **21. NOTICES**

- a) A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address, or to their valid E-mail address.
- b) Notices of every general meeting shall be given to:

- Every member except those members who have not supplied to the Company a postal address or a valid E-mail address.
- Every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting
- The Auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

## **22. DISSOLUTION**

The Clauses of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

## **23. INTERPRETATION**

If there should be any ambiguity or differences of opinion regarding the purport or interpretation of any rule, and to deal with any matter not provided for in these rules, reference shall be made in writing to the board of directors. The decision of the board of Directors in this matter shall be final and binding on all parties.

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### **NAME AND ADDRESS OF SUBSCRIBERS**

Joseph O'Connor  
Andrea Caldas Lages O'Connor  
Rua Borba Gato 331  
Edifício Bouganville 163  
04747-030  
São Paulo  
Brazil

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