

Articles of UK ENUM Consortium Ltd.

Co. No. []

Interpretation

1. In these Articles:

1.1. the following words have the following meanings, unless the context requires otherwise:

'the Act' means the Companies Acts 1985 - 1989; and

'the seal' means the common seal of the Company;

1.2. expressions referring to the following words shall, unless the contrary intention appears, be construed as indicated:

'he', 'his' to include 'her', 'hers', 'it' and 'its';

'electronic communication' is as defined in the Electronic Communications Act 2003;

'show of hands' or other voting includes electronic voting systems;

'signature' to include digital signatures or other forms of authentication;

'books' and 'register' to include electronic documents and databases; and

'writing' to include references to printing, fax, e-mail, web-pages, and other methods of representing or reproducing words in a visible or electronic form or an electronic communication;

1.3. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the meanings given to them in the Act.

1.4. References to the execution or the signing of an electronic communication include references to its being executed by such means as the board may from time to time approve (including for the purpose of establishing the authenticity or integrity of the communication). Except insofar as these articles expressly require a communication to be in writing, any electronic communication purporting to contain a copy of a document need not be in writing provided that it faithfully and intelligibly reproduces all the relevant information given in writing in the document. References to anything given, sent or received by, or contained in, an electronic communication include references to its being published on a web site and such publication being notified (by electronic communication or otherwise) to the relevant person in such manner that, where relevant, that person would be deemed to have notice of it, and access on that web site to it, for at least the duration of any relevant period of notice or availability prescribed by these articles or by the Statutes.

Admission of Members

2. The membership shall be open to all parties interested in the development and use of ENUM and the projects of the Company. The subscribers to the memorandum of association of the Company and such other persons as are admitted to membership in accordance with the articles shall be members of the company. Membership shall not be transferable.

3. The board shall, from time to time, set rules governing the membership application process, application fees and membership fees. Every person who wishes to become a member shall deliver to the company the required application and fees. The form of the application and the mechanism for acceptance or rejection of applications shall be specified by the board in accordance with Article

Retirement of Members

4. A member shall cease to be such;

4.1.1. if by notice in writing lodged with the Secretary he shall resign his membership;

- 4.1.2. if an individual, upon death, or if he or she becomes bankrupt or makes any arrangement with his or her creditors generally, or becomes of unsound mind, or is convicted of any indictable offence for which he or she is sentenced to a term of imprisonment;
- 4.1.3. if an organisation, if it goes into liquidation, winding up, striking off or any process where distinct legal personality ends or the collaboration of partnership breaks up any of any member or makes any arrangement with its creditors generally;
- 4.1.4. in any case, if any subscription due to the Company remains outstanding for more than one month; or
- 4.1.5. by means of a unanimous vote of the board of directors acting in the best interests of the company, where, in the directors' reasonable opinion, the actions or omissions of the member are likely to bring the company into disrepute, or other exceptional circumstances justify termination of membership. Termination of membership shall be justified if the member has been involved in, without limitation, fraud and/or non-compliance with the Company's code of conduct.

No member shall be entitled to any refund of subscription on ceasing to be a member.

General Meetings

5. The Company shall hold a general meeting in each year as its Annual General Meeting, in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and the date of the next. The Annual General Meeting shall be held at such time and place as the board shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
6. The board may call general meetings whenever it thinks fit; and shall do so on a requisition by the members pursuant to the Act. All members of the board are entitled to attend and speak at general meetings.
7. All Annual General Meetings shall be called by at least 28 clear days' notice. A meeting of the Company may be called by shorter notice if it is so agreed:
 - 7.1. in the case of an Annual General Meeting, by all the members entitled to attend and vote; and
 - 7.2. in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all the members.

The notice shall specify the place, the day and the hour of the meeting, and the general nature of the business to be transacted; and shall, in the case of an Annual General Meeting, specify the meeting as such. Notice shall be given to the members, to the board, to the chairs of the committees created under Articles to , and to the auditors.
8. 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 it shall not invalidate the proceedings at the meeting.
9. For all purposes, including the execution of signature of any appointment of proxy, resolution in writing, notice or other document (including electronic communications) executed, signed or approved pursuant to any provision of these articles, in the case of a member which is a corporation, signing by any director or the secretary of that corporation or any other person who appears to any officer of the company (acting reasonable and in good faith) to have been duly authorised to signed shall be deemed to be and shall be accepted as signing by that corporation.

Proceedings at General Meetings

10. 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; ten members present in person (or by corporate representative or proxy and/or by remote attendance (Article)) shall be a quorum (unless there are fewer than ten members, in which case a quorum is formed by all the members).
11. If a quorum is not present within half an hour after the time appointed for the meeting, or at any point in the meeting number of members present (or present by corporate representative, proxy or remote attendance) falls below the number required for a quorum, the meeting 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 board may determine.
12. The Chairman of the board shall preside as Chairman at every general meeting of the Company. If there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the board present shall elect one of their number to be Chairman of the meeting.
13. If at any meeting no member of the board is willing to act as Chairman, or if no member of the board is present within fifteen minutes after the time appointed for the holding of the meeting, the members present shall choose one of their number to be Chairman of the meeting.
14. 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 thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise, it shall not be necessary to give any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
15. A resolution proposed at any general meeting shall be approved if at least two-thirds of the votes cast at the meeting are in favour of the resolution, except where the Act or these Articles prescribes a different majority.
16. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands (in which case, every member present in person shall have one vote) unless a poll is demanded (before or on the declaration of the result of the show of hands). Subject to the Act, a poll may be demanded:
 - 16.1. by the Chairman; or
 - 16.2. by at least two members present in person or by proxy; or
 - 16.3. by any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.
17. Unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or lost on a show of hands, whether unanimously or by a particular majority, 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 the resolution.
18. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll is made.
19. Except as provided in Article 18, if a poll is 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. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. 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.

Votes of Members

21. Initially members shall have one vote each. The board will establish the poll voting rights of members under Article .
22. A member who is an individual may appoint a proxy to attend general meetings in his or her place. A member who is a corporate body must appoint a proxy to attend a general meeting on its behalf.
23. If the appointment of a proxy is:
 - 23.1. an instrument not contained in an electronic communication, it shall be executed under the hand of the appointor or of his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign it;
 - 23.2. contained in an electronic communication, it shall be executed by or on behalf of the appointor.
24. The board may (but need not) allow proxies to be appointed by means of electronic communication, and if it does it may make such appointments subject to such stipulations, conditions or restrictions, and require such evidence of valid execution, as the board thinks fit.
25. The appointment of a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority certified notarially or in some other way approved by the board, shall:
 - 25.1. in the case of an instrument not contained in an electronic communication, be deposited at the office (or at such other place within the United Kingdom as is specified for the purpose in the notice convening the meeting or in the instrument) not less than 48 hours before the time of the holding of the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
 - 25.2. in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
 - 25.2.1. in the notice convening the meeting, or
 - 25.2.2. in any instrument of proxy sent out by the company in relation to the meeting, or
 - 25.2.3. in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting,

be received at such address (or, where the thing in question is not contained in an electronic communication, at the office or at such other place as may be specified for the purpose) not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
 - 25.3. in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - 25.4. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of the meeting or to any director,

but notwithstanding this an appointment of a proxy may be accepted by the directors at any time prior to the meeting at which the person named in the appointment proposes to vote (or, where a poll is demanded at the meeting, but not taken forthwith, at any time prior to the taking of the poll). Otherwise, an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

26. The appointment of a proxy shall be in any usual form or any other form which the board may approve and may relate to more than one meeting. The board may, if it thinks fit but subject to general law, include with the notice of any meeting forms of appointment of proxy for use at the meeting. The appointment of proxy shall be deemed to include the right to demand or join in demanding a poll and (except to the extent that the appointment comprises instructions to vote in a particular way) to vote or abstain as the proxy thinks fit on any business properly dealt with at the meeting, including a vote on any amendment of a resolution put to the meeting or on any motion to adjourn. The appointment shall, unless the contrary is stated in it, be as valid for any adjournment of the meeting as for the meeting to which it relates. A proxy may not speak at any meeting except with the permission of the chairman of the meeting.
27. The instrument appointing a proxy for a Member shall be deemed to confer authority to demand or join in demanding a poll. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid, notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice of such determination was received by the company at the office (or at such other place at which the appointment of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which the appointment was duly received) not later than the last time at which an appointment of proxy should have been deposited, delivered or received in order to be valid for use at the meeting or on the holding of the poll at which the vote was given or the poll demanded.

Board

28. Subject to Article 30, the board (which may also be called the 'Executive Committee') shall consist of at least 4 directors, including:
 - 28.1.A Chair ('Chair');
 - 28.2.(if a Tier 1 registry has been selected) a representative from the Tier 1 Registry ('T1 Director'); and
 - 28.3.up to four elected directors ('Elected Directors'), who initially shall be appointed to represent specific constituencies, namely registrars, authentication providers, registrants; and communications service providers.
29. If appointed, the Chair(s) of the committee(s) created under Articles to (inclusive) are entitled to attend and speak at meetings of the board, but may not vote. They have the same rights to attend meetings by telephone (Article) and be informed of board meetings as the full members of the board. They do not count towards the quorum (Article).

Appointment of Board

30. The subscribers to the memorandum may appoint the first directors ('Initial Directors'). Within 12 months of their appointment half of the Initial Directors shall retire from office, and within 24 months of their appointment the remaining Initial Directors shall retire from office. Initial Directors are free to subsequently stand for appointment as an Elected Director.
31. The board shall appoint the Chair from amongst their number for a period and on a remuneration determined by the board, but in any event not exceeding two years. At the end of the current appointment, the Chair may be reappointed, again, for no more than two years. There is no limit to the number of terms of office that a Chair may serve.
32. The T1 Director is appointed by the Tier 1 registry by notice to the Secretary.

33. The Company will select the Elected Directors in a separate election process as determined by the directors from time to time, but subject always to Article . The term of services shall be 2 years. At the end of their term of service, such Elected Directors must retire and such Elected Directors shall be eligible for re-appointment (if eligible and willing to continue to act). Initially there shall be no limit to the number of elected terms that an Elected Director may be on the board but the board may impose such a limit at its discretion.
34. Subject to the provisions of the Act, the Elected Directors or Initial Directors to retire by rotation, or within the deadlines imposed by Article , shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
35. Other than the T1 Director, members of the committees created under Articles , and/or 58 cannot be members of the board. This does not prevent the Chairs of these committees attended board meetings in the manner outlined in Article .
36. The board may appoint a person who is willing to act to be a member of the board, either to fill a vacancy or as an additional member of the board. A member of the board so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the members of the board who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he or she shall vacate office at the end of the meeting.

Retirement

37. A member of the board shall cease to be such:
 - 37.1. he or she ceases to be a director by virtue of any provision of the Act or he or she becomes prohibited by law from being a director;
 - 37.2. if by notice in writing lodged with the Secretary he or she resigns his or her membership of the board;
 - 37.3. upon death, or if he or she becomes bankrupt or makes any arrangement with his or her creditors generally, or becomes of unsound mind, or is convicted of an indictable offence for which he or she is sentenced to a term of imprisonment;
 - 37.4. (in the case of the Chair) if the rest of the board vote to dismiss him or her;
 - 37.5. (in the case of an Elected Director), by retirement under Article or ;
 - 37.6. (in the case of the T1 Director) on receipt by the Secretary of a notice from the Tier 1 registry withdrawing the T1 Director as a director or appointing an alternative T1 Director;
 - 37.7. if he or she is removed by a simple majority of the members, following the procedure laid down in Section 303 of the Act; or
 - 37.8. if he or she is absent from the Company without authorisation.
38. The board shall have control over all the affairs and property of the Company, and may exercise all such powers of the Company as it thinks fit, except as otherwise provided by the Memorandum of Association of the Company and these Articles. In the exercise of its powers, the board will have regard to any regulations made by the members (such regulations not to invalidate any prior acts of the board which would have been valid if the regulations had not been made).
39. The members of the board may convene and regulate their meetings as they think fit. Each director shall have one vote. Questions arising at any meeting shall be decided by a majority of votes. An executive director shall not vote on a resolution to determine the level of his or her remuneration.
40. Subject to Articles and , the Chairman of the board shall preside at every meeting; and in the case of an equality of votes he shall be entitled to a second or casting vote. A member of the board may, and the Secretary at the request of a member of the board shall, at any time summon a meeting of the board.

41. The quorum necessary for the transaction of the business of the board shall be five, unless the total number of directors (or directors eligible to vote) is less than five, in which case the quorum is all the directors eligible to vote. The board shall cause minutes to be made in books (or electronic records) provided for the purpose of all resolutions and proceedings at all meetings of the board.
42. If at any meeting of the board the Chairman is not present within fifteen minutes after the time appointed for the start of the meeting, the members present may choose one of their number to be chairman of the meeting. In the case of an equality of votes on any question the chairman shall have a second or casting vote.
43. The board may delegate any of its powers to committees consisting of such of its members as it thinks fit: in the exercise of the delegated powers, any committee so formed shall conform to any regulations which may be imposed on it by the board. Any committee so formed shall have the power (unless the directors direct otherwise) to co-opt as a member or as members of the committee for any specific purpose any person or persons not being a director or directors of the company.

Secretary

44. The Company shall have a Secretary who shall be appointed by the board for such term, at such remuneration and upon such conditions as the board thinks fit. If the office is vacant or for any other reason there is no Secretary capable of acting, anything required or authorised to be done by or to the Secretary may be done by any officer of the Company authorised generally, or specially for that purpose, by the board.

Seal

45. The seal shall be used only by the authority of the board. Every instrument to which the seal is affixed shall be signed by a member of the board, and shall be countersigned by the Secretary, or by a second member of the board, or by some other person appointed by the board for the purpose.

Notices, Meetings and Resolutions

46. The following Articles to shall apply to meetings and resolutions of the board and the members, and to notices given to members of those bodies; and "member" shall be construed accordingly.
47. Any notice, document or other communication (including copies of accounts or summary financial statements) to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of directors) shall be in writing except that, if it is given using electronic communications, it need not be in writing unless these articles specifically require it to be.
48. Notice of every meeting of directors shall be given to each director, including any director or who may for the time being be absent from the United Kingdom and has given the company his address (which may be or include his or her address for electronic communications) outside the United Kingdom
49. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications in accordance with this article. A member whose registered address is not within the United Kingdom and who notifies the company of an address within the United Kingdom at which notices, documents or other communications may be served on or delivered to him shall be entitled to have notices or other communications served on or delivered to him at that address (in the manner referred to above), but otherwise no such member shall be entitled to receive any notice, document or other communications from the company. Such address may, at the board's discretion, be an address for the purposes of electronic communications but the board may at any time without prior notice (and whether or not the company has previously sent electronic communications to that address) refuse to send electronic communications to that address.
50. Any notice, document or other communication sent by electronic communication shall be sent to an address for the time being notified (by the person wishing to receive the

electronic communication) for that purpose to the person sending the communication. Except insofar as the law requires otherwise, for electronic communications given by the company to any member (but not vice versa) the company may treat an address notified for the purpose of any electronic communication as that member's address for all electronic communications, whatever their content, until the member notifies the company otherwise.

51. Any notice, document or other communication:
 - 51.1. if sent by the company by post or other delivery service shall be deemed to have been served or delivered on the day following that on which it was put in the post or given to the delivery agent and, in proving service or delivery, it shall be sufficient to prove that the notice, document or communication was properly addressed, prepaid and put in the post or duly given to the delivery agent;
 - 51.2. if sent by the company by way of an electronic communication shall be deemed to have been served or delivered at the expiration of 24 hours after the time it was sent, and proof that the notice or communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that it was served or delivered;
 - 51.3. not sent by post or other delivery service but served or delivered personally or left by the company at the address for that member on the register shall be deemed to have been served or delivered on the day and at the time it was so left.
52. A member present in person, or by proxy or duly authorised corporate representative at any meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
53. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given to a postal address. Electronic confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or e-mail address. A notice shall be deemed to be given at the expiration of 48 hours after it was posted or (as the case may be) transmitted electronically.
54. Subject to the provisions of the Act (and in particular in the case of a resolution of the members, to any requirement to submit the proposed resolution to the auditors), a resolution in writing signed by all the members entitled to attend and vote at meetings shall be as valid and effective as if it had been passed at a meeting properly convened and held. Any such resolution in writing may consist of two or more documents in similar form, each signed by one or more of such persons.
55. A member entitled to attend and vote at a meeting may participate by means of a telephone conference or other facility whereby all people participate in the meeting can hear each other and participation in a meeting in this manner shall be deemed to be presence in person at such meeting.

Policy Advisory Committee and Scrutiny Committee

56. The board may establish, and set rules for, a policy advisory committee separate to the board. This policy advisory committee has an advisory role only and the board is not required to comply with its recommendations, but the policy advisory committee shall initially seek to identify, formulate and oversee policies that will facilitate an open, transparent, efficient and effective ENUM implementation within the UK. The board shall set the rules for the appointment, constitution, proceedings, dissolution and powers of such a body as they see fit. The board will consult not less than once a year.
57. The board may establish, and set rules for, a policy scrutiny committee which shall have an advisory role only. It shall have the initial purpose of seeing that decisions taken by the policy advisory committee are fair, equitable, transparent and facilitate the effective and efficient roll-out of ENUM and comply with the relevant legal framework. The board shall set the rules for the appointment, constitution, proceedings, dissolution and powers of such a body as they see fit.
58. The committees created as a result of Articles and may not initially be subcommittees of the same committee, but may become so at a later date at the discretion of the Board.

59. The board will hold an annual open public meeting in order that it may more closely listen to the views of the general public, customers and other stakeholders. The timing, location and other arrangements for this meeting will be determined by the board. At least 21 clear days notice of the meeting shall be provided.

Rules

60. The board will, after consultation with members, establish rules for any purpose required from time to time (the "Rules") for the effective operation of the company or the furtherance of the objects contained in the company's memorandum of association, including, but not limited to the following:

- 60.1.rules for the committees created as a result of Articles and :
- 60.2.the matters relating to applications to join the Company detailed in Articles and ;
- 60.3.the matters relating to subscription levels and poll voting rights detailed in Article ;
- 60.4.the matters relating to the appointment process for Elected Directors process detailed in Article 33;
- 60.5.codes of conduct and good business for members; and
- 60.6.allocation and useage rules for UK ENUM registrations.

Indemnities

61. Subject to, and to the extent not avoided by, the provisions of the Act but without prejudice to any indemnity to which he may otherwise be entitled:
- 61.1.every director, secretary or other officer of the company other than an auditor may be indemnified out of the assets of the company to whatever extent the board may determine against any costs, charges, expenses, losses and liabilities sustained or incurred by him in the actual or purported execution of his duties or in the exercise or purported exercise of his powers or otherwise in connection with his office, whether or not such liability attaches to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company;
 - 61.2.the board shall have power to provide funds to meet any expenditure incurred or to be incurred by any director, secretary or other officer of the company other than an auditor in defending any criminal or civil proceeding in which he is involved by reason of his office, or in connection with any application under the Act, or in order to enable him to avoid incurring such expenditure; and
 - 61.3.every auditor of the company may be indemnified out of the assets of the company to whatever extent the board may determine against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the company.
62. The board shall have power to purchase and maintain for any director, secretary, auditor or other officer of the company or of an associated company (as defined in section 309A(6) of the Act) of the company insurance against any such liability as is referred to in section 309A(1) of the Act.

We, the persons whose names are written below, wish to be formed into a Company under these Articles of Association:

Names of subscribers