



THE COMPANIES ACTS 1985 TO 2006

**A COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

**THE SETTLE-CARLISLE RAILWAY DEVELOPMENT
COMPANY LIMITED**

1. The Company's name is THE SETTLE-CARLISLE RAILWAY DEVELOPMENT COMPANY LIMITED.
2. The Company's Registered Office is to be situated in England.
- 3.1 The Company's objects are to a) promote, along with the train operator, rail services and stations on the railway line from Settle to Carlisle, seeking to maintain a high profile in the communities served by the line and b) to undertake all and any nature of commercial activity intended to provide or generate additional use of the railway line. ("The Principal Objects").
- 3.2 In furtherance of the Principal Objects the Company shall have power:
 - 3.2.1 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal estate or property which may appear convenient;
 - 3.2.2 To construct, maintain and alter any buildings or installation;
 - 3.2.3 To accept any gift of property, whether subject to any special trust or not, for any purpose within the Principal Objects;
 - 3.2.4 To sell, lease, mortgage or otherwise deal with all or any part of the property of the Company;
 - 3.2.5 To take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds and resources of the Company;
 - 3.2.6 To print, publish or otherwise produce any newspapers, periodicals, books, leaflet or other item relevant to the Principal Objects;
 - 3.2.7 To borrow and raise money and secure its repayment in any manner;

- 3.2.8 To invest funds of the Company in or upon such investments, securities or property as may be thought fit;
- 3.2.9 To carry out or arrange to fund any research or other investigation into any project or enterprise with the Principal Objects;
- 3.2.10 To advise or give assistance in any such project;
- 3.2.11 To participate in any trading or commercial activity with or without the intention of making a surplus;
- 3.2.12 To undertake and execute any trusts or any agency business which may seem conducive to any of the Principal Objects;
- 3.2.13 To subscribe to any local or other charity, and to grant donations for any public purpose connected with the Principal Objects;
- 3.2.14 To establish and support, and to aid in the establishment and support of any other association or Company formed to promote all or any of the Principal Objects;
- 3.2.15 To amalgamate with any companies, institutions, societies or associations having objects wholly or in part similar to those of the Company;
- 3.2.16 To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Company is authorised to amalgamate;
- 3.2.17 To transfer all or any part of the property, assets, liabilities, and engagements of the Company to any body with which the Company is authorised to amalgamate;
- 3.2.18 To do all such other lawful things as are incidental or conducive to the pursuit or the attainment of the Principal Objects.
- 4. The income of the Company, from wherever derived, shall be applied solely in promoting the above objects and no distribution shall be made to its members in cash or otherwise.
- 5. The liability of the Members is limited.
- 6. Every Member of the Company undertakes to contribute a sum not exceeding £100 to the assets of the Company if it is wound up during his, her or its membership or within one year afterwards:
 - (a) for payment of the debts and liabilities of the Company contracted before he, she or it ceased to be a Member;
 - (b) for the costs, charges and expenses of winding up; and
 - (c) for the adjustment of the rights of the contributories among themselves.

7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the Company generally but shall be given or transferred to another body with objects similar to those of the Company or to another body the objects of which are the promotion of Charity and anything incidental or conducive thereto (whether or not the body is a member of the Company).



THE COMPANIES ACTS 1985 TO 2006

**A COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

**THE SETTLE-CARLISLE RAILWAY DEVELOPMENT
COMPANY LIMITED**

INTERPRETATION

- 1.1 In these Articles "the Act" means the Companies Acts 1985 to 2006 including any statutory modification or re-enactment thereof for the time being in force.

"The Articles" means the Articles of the Company.

"Clear days" in relation to a period of notice means that period excluding the day when the notice is given or deemed to have been given and the day for which it is given or on which it is to take effect.

"Executed" includes any mode of execution.

"Member" means any person or corporate body acting as a guarantor of the company

"Office" means the Registered Office of the Company.

"The Seal" means the Common Seal of the Company.

"The Secretary" means the Secretary of the Company or any other person appointed to perform the duties of the secretary of the Company including a joint assistant or deputy secretary.

"The United Kingdom" means Great Britain and Northern Ireland.

"Document" includes, unless otherwise specified, any document sent or supplied in electronic form

"Electronic form" has the meaning given in section 1168 of the Companies Act 2006;

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

- 1.2. Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.
- 1.3. The Regulations contained in the Schedules to Companies (Tables A to F) Regulations 1985 as amended shall apply to the Company to the extent that they correspond with these Articles.

MEMBERSHIP

- 2.1. The Subscribers to the Memorandum of Association of the Company and such other persons or corporate bodies as are admitted to Membership in accordance with the Articles shall be members of the Company.
- 2.2. Every person or corporate body who wishes to become a Member shall deliver to the Company an application for membership in such form as the Directors require executed by that person or organisation.
- 2.3. Any person or corporate body may become a Member on election by a simple majority of the Board of Directors.

TRANSFER AND TERMINATION OF MEMBERSHIP

- 3.1 A Member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company and membership shall not be transferable to any other person or corporate body.
- 3.2 Membership is terminated if -
 - (a) the member dies or ceases to exist
 - (b) the members pass an ordinary resolution expelling the member
- 3.3 No resolution shall be passed under paragraph 3.2 (b) above unless the Member has been given -
 - (a) at least 14 clear days' notice in writing that it is proposed to expel him, her or it, specifying the circumstances alleged to justify expulsion and
 - (b) a reasonable opportunity of being heard by or of making written representations to the Members passing the ordinary resolution.

GENERAL MEETINGS

4. All general meetings other than annual general meetings shall be called Extraordinary General Meetings. The use of electronic forms of communications both in terms of the form of notice to members and directors and the basis of quorum at any such convened meetings being either General, Extraordinary or the Annual General Meeting is permitted.

5. The Directors may call general meetings, and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

NOTICE OF GENERAL MEETING

6. A Notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business. 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, and the appointment of and the fixing of the remuneration of, the Auditors.
7. An Annual General Meeting and an Extraordinary General Meeting called for the purpose of passing a resolution appointing a person as Director shall be called on at least twenty eight clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen days' clear notice but a General meeting may be called by shorter notice if it is so agreed :-
- a. In the case of an Annual General Meeting, by all members entitled to attend and vote thereat; and
- b. In the case of any other meeting by a majority number of the members having a right to attend and vote being a majority together holding not less than 95% of the total voting rights at the meeting of all the members.
8. The notice shall be given to all members.
9. 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

10. No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business. Four persons entitled to vote on the business to be transacted, each being a member or proxy for a member or a duly authorised representative of a corporate body shall be a quorum. In the case of an Annual General Meeting, a quorum will consist of five persons entitled to vote on the business to be transacted, each being a member or proxy for a member or a duly authorised representative of a corporate body.
- 10a. (1) A person is able to exercise the right to speak at a general or Extraordinary General Meeting when that person is in a position to communicate to all those attending the

meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general or Extraordinary meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general or Extraordinary meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general or Extraordinary meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general or Extraordinary meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

11. If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned until the same day in the next week at the same time and place or to such other day and such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour of the time appointed therefore such adjourned General Meeting shall be dissolved.
12. The Chairman, if any, of the Board of Directors or in his or her absence some other Director nominated by the Directors shall preside as the Chairman of the meeting, but if neither the Chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall appoint one of their number to be Chairman and, if there is only one Director present and willing to act, he or she shall be Chairman.
13. If no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their numbers to be Chairman.
14. A Director shall, notwithstanding that he or she is not a member, be entitled to attend and speak at any General Meeting.
15. The Chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

16. A Resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, a show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- a. By the Chairman; or
 - b. By at least two members having the right to vote at the meeting; or
 - c. By a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting and the demand by a person as proxy for a member shall be the same as a demand by the members.
17. Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the Minutes of the Meeting 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, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
19. A poll shall be taken as the chairman directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he or she may have.
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 either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
22. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
23. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which the member was present shall be as effectual as if it had been passed at a general meeting

duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

24. On a show of hands or on a poll every member present in person or by proxy shall have one vote.
25. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors shall be deposited at the Office or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
26. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote disallowed at the meeting shall be invalid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
27. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

"The Settle Carlisle Railway Development Company Limited

I, We, of

being a member/members of the above named company, hereby

appoint of

or failing him or her,

of as my/our proxy to vote in

my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of
the company to

be held on 20 and at any
adjournment thereof.

Signed on 20 "

28. Where it is desired to afford members an opportunity of instructing the proxy how he or she shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)

"The Settle Carlisle Railway Development Company Limited

I/We of
being a member/members of the above named company, hereby
Appoint of

or failing him or her,

of as my/our proxy to vote in my/our
name(s) and on my/our behalf at the annual/extraordinary general meeting of the
company to be held on 20 and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for*against

Resolution No. 2 *for*against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from
voting.

Signed this day of 20 “

29. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors' may -

a. be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

b. in the case of a poll taken more than forty eight hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than twenty four hours before the time appointed for the taking of the poll; or

c. where the poll is not taken forthwith but is taken not more than forty eight hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

30. A vote given or a 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 the determination was received by the Company at the Office or at such other place at which the instrument

of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting the time appointed for taking the poll.

NUMBER OF DIRECTORS

31. Unless otherwise determined by special resolution the maximum number of Directors (other than alternate directors) shall be twenty and the minimum shall be five.
32. There shall be no provision for the appointment of alternate Directors.
33. On the resolution of the Directors they may invite advisers to attend their meetings.

POWERS OF DIRECTORS

34. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
35. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company, for such purposes and on such conditions as they determine including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

36. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him or her. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

37. One third only of the directors currently holding office are required to retire at the Annual General Meeting and be eligible for re-election. Such third of directors shall be required to retire by virtue of their surname in alphabetical order; and
38. No person shall be appointed or re-appointed a director at any general meeting unless -
 - a. he or she is nominated by a majority of the directors in office before the meeting; or

b. not more than fourteen nor more than thirty five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or re-appointed, be required to be included in the Company's register of directors together with notice executed by that person of his or her willingness to be appointed or re-appointed.

39. Not less than seven nor more than twenty eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him or her at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he or she were so appointed or re-appointed, be required to be included in the Company's register of directors.
40. Subject as aforesaid the Company may by ordinary resolution appoint a person: who is willing to act to be a director either to fill a vacancy or as an additional director.
41. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors.
42. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be re-appointed. If he or she is not re-appointed, he or she shall retain office until the meeting appoints someone else in his or her place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

43. The office of a director shall be vacated if-
- a. 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; or
 - b. he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - c. he or she is, or may be, suffering from mental disorder and either
 - (i) he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
- d. he or she resigns his or her office by notice to the Company; or
- e. he or she shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his or her office be vacated.

REMUNERATION OF DIRECTORS

- 44. The directors shall be entitled to such remuneration as the Company may by ordinary resolution determine and unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

DIRECTORS' EXPENSES

- 45. The directors may be paid all travelling, hotel, and all other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

- 46. A director in office may not be interested in either by him or herself or by any party for whom he or she acts as agent or representative, any transaction or arrangement of the Company or in which the Company is otherwise interested unless that transaction is with another body corporate promoted by the Company or in which the Company is otherwise directly interested.

DIRECTORS' GRATUITIES AND PENSIONS

- 47. The directors shall not be entitled to benefit whether by payment of gratuities or pensions or by insurance or otherwise or by payment to any member of their family or any dependent unless the Company by ordinary resolution so agrees.

PROCEEDINGS OF DIRECTORS

- 48. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a 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

49. (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
(a) the meeting has been called and takes place in accordance with the articles, and
(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
50. The quorum for the transaction of the business of the directors shall be **four**.
51. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a management meeting.
52. The directors may appoint one of their numbers to be the chairman of the board of directors and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he or she is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
53. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
54. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors signed by one or more directors.
55. Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which is material.
56. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.
57. The Company may by Special Resolution suspend or relax to any extent either generally or in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of directors or of a committee of directors.

58. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided he or she is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

COMPANY SECRETARY

59. Subject to the provisions of the Act, a Company Secretary may be appointed by the directors for such term, at such remuneration, and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. The Company Secretary may hold the office of Director.

MINUTES

60. The directors shall cause minutes to be made in books kept for the purpose:
- a. of all appointments of officers made by the directors; and
 - b. of all proceedings and meetings of the Company and of the directors and of committees of directors including the names of the directors present at each meeting

THE SEAL

61. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

ACCOUNTS NOTICES

62. Every member shall have the right of inspecting any accounting records or other books or document of the company in addition to those conferred by statute or authorised by the directors or by ordinary resolution of the Company.
- 63.
- a. Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
 - b. Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

c.) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

64. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
65. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A Notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

66. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.