

Company number 03000723

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BUSINESS SUPPORT KENT COMMUNITY INTEREST COMPANY (Company)

SATURDAY



A55

02/07/2011

9

COMPANIES HOUSE

Date of circulation

17 June

2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**)

SPECIAL RESOLUTION

THAT the draft regulations attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on the date of circulation set out above, hereby irrevocably agrees to the Resolution

Signed by **ROBERT CLEWLEY**, a director,
for and on behalf of **BSK-GROUP CIC**

Date

17 June 2011

We hereby certify this to be a true and complete copy of the original

Signed

Dated

26/6/2011

NOTES

Vertex Law LLP

23 Kings Hill Avenue Kings Hill West Malling Kent ME19 4UA

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version using one of the following methods

- a **By Hand** delivering the signed copy to Business Support Kent Community Interest Company, 85 High Street, Chatham, Kent, ME4 4EE
- b **Post** returning the signed copy by post to Business Support Kent Community Interest Company, 85 High Street, Chatham, Kent, ME4 4EE

You may not return the Resolution to the Company by any other method

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by 2011, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

The Companies Act 1985 and 1989

COMPANY LIMITED BY SHARES AND HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

COMPANIES HOUSE

BUSINESS SUPPORT KENT COMMUNITY INTEREST COMPANY

(adopted by special resolution on 17 JUNE 2011.)

PART ONE: DEFINITIONS, INTERPRETATION AND TABLE A

1. DEFINITIONS

(1) In these articles

“the Company” means the company intended to be regulated by these articles,

“1985 Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force ,

“2004 Act” means the Companies (Audit, Investigation and Community Enterprise) Act 2004,

“address” in relation to electronic communication includes any number or address used for the purposes of such communications,

“the articles” means these Articles of Association of the Company,

“Asset Locked Body” a community interest company, Charity or Scottish Charity or a body established outside Great Britain (for the purposes of article 3(2)(a), the United Kingdom) that is equivalent to any of those persons;

“Chair” the meaning given in article 15,

“Charity” (except in the phrase “Scottish Charity”) the meaning given in Section 96 of the Charities Act 1993,

“clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect ,

“Company” BUSINESS SUPPORT KENT COMMUNITY INTEREST COMPANY

“Director” a Director of the Company, including any person occupying the position of Director, by whatever name called;

“Director’s functions” the meaning given in article 4(1),

“electronic communication” the meaning given in Electronic Communications Act 2000;

“executed” includes any mode of execution,

“holder” in relation to any shares, the member whose name is entered in the Company’s register of members as the holder of those shares;

“in writing” written, printed or transmitted writing including by electronic communication;

“majority decision” the meaning given in article 10,

“Members” the members of the Company as defined in the 1985 Act,

“the memorandum” means the memorandum of association of the Company,

“office” means the registered office of the Company,

“Regulations” the Community Interest Company Regulations 2005,

“Regulator” the Regulator of Community Interest Companies,

“relevant quorum” the meaning given in article 14(1),

“remuneration” any reasonable payment or benefit received or to be received by a Director or employee of the Company in consideration for that Director’s or employee’s services to the Company, and any arrangement in connection with the payment of a pension, allowance or gratuity to or in respect of any person who is to be, is, or has been a Director or employee of the Company or any of its predecessors in business,

“Scottish Charity” the meaning given in section 1(7) of the Law Reform (Miscellaneous Provisions) Scotland Act 1990;

“the seal” means the common seal of the Company if it has one;

“secretary” means any person qualified in accordance with the provisions of the 1985 Act and appointed by the board of Directors to perform any of the duties of secretary of the Company, including a joint, temporary, assistant or deputy secretary,

"Shares" shares in the Company,

“subsidiary” the meaning given in section 736 of the 1985 Act;

“unanimous decision” the meaning given in article 9, and

“the United Kingdom” means Great Britain and Northern Ireland

2. INTERPRETATION

- (1) Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the 1985 Act, the 2004 Act or the Regulations
- (2) Without prejudice to the generality of paragraph (1)
 - (a) “community” is to be construed in accordance with section 35 of the 2004 Act and Part 2 of the Regulations,
 - (b) “financial year” has the meaning given in section 223 of the 1985 Act; and
 - (c) “transfer” includes every description of disposition, payment, release or distribution and the creation or extinction of an estate or interest in, or right over, any property, or, in Scotland, a right, title or interest in or over any property.
- (3) Unless the context requires otherwise, all references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time
- (4) Unless the context requires otherwise, words in the singular include the plural and words in the plural include the singular
- (5) All headings and explanatory notes are included for convenience only they do not form part of the Articles, and shall not be used in the interpretation of the Articles
- (6) Words importing the masculine gender only shall include the feminine gender.

3. TABLE A

The provisions contained in Table A of the Schedule to the Companies (Table A to F) Regulations 1985 shall not apply

PART TWO: SHARES

4. SHARE ISSUES

- (1) Subject to the following provisions of these Articles, the board of Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that (insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority)
- (2)
 - a) The board of Directors shall be generally and unconditionally authorised pursuant to section 80 of the 1985 Act to exercise for each prescribed period all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the authorised but unissued nominal share capital of the Company during the prescribed period. The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the Authorised Share Capital of the Company for the time being
 - b) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of adoption of these Articles in substitution for any unused existing but unexpired authority.
- (3) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all their respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority, and accordingly, the Director may at any time allot any relevant securities in pursuance of such offer or agreement
- (4) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years
- (5) In accordance with Section 91 of the 1985 Act, Section 89(1) and Section 90(1) to (6) of the 1985 Act shall not apply to any allotment of equity securities by the Company
- (6)
 - (a) Unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in

the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue

- (b) Such offer shall be made by notice in writing specifying the number of shares offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the board of Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The board of Directors, may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the board of Directors be conveniently offered in the manner hereinbefore provided

(7)

- (a) No share shall be issued at a discount and no share shall be issued at a price greater than its nominal value. Upon allotment, all Shares shall be fully paid-up in respect of their nominal value
- (b) The Company shall not have power to issue share warrants to bearer.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited

(8) Subject to the provisions of the 1985 Act:

- (a) The Company may purchase any of its own shares for an amount not exceeding the paid up nominal value of such shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract
- (b) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting
- (c) The Company may by Special Resolution reduce its Share Capital and any capital redemption reserve or share premium account in any manner permitted by and in accordance with law as applied to the Company

(9) The Company shall have a first and paramount lien on all shares standing registered in the name of any person (whether he be the sole registered holder

thereof or one of two or more joint holders) for all moneys (whether presently payable or not) by him or his estate to the Company

(10)

- (a) The Directors may refuse to register the transfer of a share
 - (i) to a person of whom they do not approve,
 - (ii) if it is not lodged at the registered office of the Company or such place as the Directors may appoint, or
 - (iii) if it is not accompanied by
 - a such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and
 - b such other information as they may reasonably require.
- (b) If the Directors refuse to register a transfer of a share they shall, within 2 months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal
- (c) The provisions of this article apply in addition to any restrictions on the transfer of a share which may be set out elsewhere in the Memorandum or Articles

(11) The Company may issue Members with one or more certificates for their respective shares in such form as the Directors decide.

(12)

- (a) If a Member dies, or ceases to be a Director (if appropriate), or ceases to exist, the Company shall purchase that Member's shares in accordance with the Articles and that Member's personal representatives (or, in Scotland, executors), or that Member, shall sell such shares to the Company at their nominal value
- (b) Each Member and each Member's personal representatives (or, in Scotland, executors) irrevocably appoint the Company to be his, her, its or their attorney or agent in his, her, its or their name and on his, her, its or their behalf to do all such things and to sign all such documents as may be necessary in order to give the company the full benefit of the provisions of this article (and in particular but without limitation, in respect of any third party a certificate signed by any duly authorised officer of the Company that any thing or document falls within the authority hereby conferred shall be conclusive evidence that this is the case).

(13)

- (a) Subject to the 1985 Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Members by special resolution determine

- (b) The Members may by special resolution
 - (i) increase the Company's share capital by new shares of such amount as the resolution prescribes,
 - (ii) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares,
 - (iii) subject to the 1985 Act, sub-divide its shares, or any of them, into shares of smaller amount, and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have preference or advantage as compared with others,
 - (iv) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled

PART THREE: ASSET LOCK

5. TRANSFER OF ASSETS

- (1) The Company shall not transfer any of its assets other than for full consideration
- (2) Provided the condition specified in paragraph (3) is satisfied, paragraph (1) shall not apply to
 - (a) the transfer of assets to any Asset Locked Body specified in the Memorandum or Articles for the purposes of this article or (with the consent of the Regulator) to any other Asset Locked Body
 - (b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets to an Asset Locked Body
- (3) The condition is that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum or the Articles
- (4) If.
 - (a) the Company is wound up under the Insolvency Act 1986, and
 - (b) all its liabilities have been satisfied, then any residual assets shall be given or transferred to the specified Asset Locked Body specified in the Memorandum and Articles for the purposes of this article

- (5) For the purposes of this article, the following Asset Locked Body is specified as a potential recipient of the Company's assets under paragraphs (2) and (4).

Name: []

Registered Charity Number (if applicable): []

Registered Company Number (if applicable): []

Registered Office/Principal office address: []

PART FOUR: DIRECTORS' FUNCTIONS

6. DIRECTORS' GENERAL AUTHORITY TO MANAGE THE COMPANY

- (1) The Directors' functions are
 - (a) to manage the Company's business, and
 - (b) to exercise all the powers of the Company for any purpose connected with the Company's business
- (2) The Directors may delegate these functions in accordance with the Articles
- (3) The Directors may appoint and remove up to three observers to the board to represent relevant public and/or local authorities, the terms of such appointments to be decided upon by the Directors and reflected appropriately in the minutes of the meeting resolving to make the appointment. Without limitation to the foregoing the observers shall be entitled to attend and speak at any board and/or general meetings of the Company but shall not be entitled to vote

7. DIRECTORS' GENERAL AUTHORITY TO DELEGATE FUNCTIONS

- (1) Subject to the Articles, the Directors may delegate any of their functions to any person they think fit
- (2) The Directors must not delegate to any person who is not a Director any decision connected with
 - (a) the taking of decisions by Directors or
 - (b) the appointment of a Director or the termination of a Director's appointment.
- (3) Any delegation under paragraph (1) may authorise further delegation of the Directors' functions by any person to whom they are delegated

8. COMMITTEES OF DIRECTORS

- (1) Two or more Directors are a "committee" if the Directors have
 - (a) delegated any of the Directors' functions to them; and
 - (b) indicated that they should act together in relation to that function
- (2) The provisions of the Articles about how the Directors take decisions shall apply, as far as possible, to the taking of decisions by committees

PART FIVE: DECISION-MAKING BY DIRECTORS**9. SCOPE OF RULES**

- (1) References in the Articles to decisions of Directors are to decisions of Directors which are connected with their functions
- (2) Except where the Articles expressly provide otherwise, provisions of the Articles about how the Directors take decisions do not apply
 - (a) when the Company only has one Director, or
 - (b) to decisions delegated to one or more Directors.

10. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

Any decision which the Directors take

- (a) must be either a unanimous decision or a majority decision; and
- (b) may, but need not, be taken at a meeting of Directors

11. UNANIMOUS DECISIONS

- (1) The Directors take a unanimous decision when they all indicate to each other that they share a common view on a matter
- (2) A unanimous decision need not involve any discussion between Directors

12. MAJORITY DECISIONS

- (1) The Directors take a majority decision if:
 - (a) every Director has been made aware of a matter to be decided by the Directors,
 - (b) all the Directors who indicate that they wish to discuss or vote on the matter have had a reasonable opportunity to communicate their views on it to each other; and

- (c) a majority of those Directors vote in favour of a particular conclusion on that matter
- (2) Paragraph (1)(a) does not require communication with any Director with whom it is not practicable to communicate, having regard to the urgency and importance of the matter to be decided
- (3) Decisions to be taken at a meeting of the board of Directors shall be decided by a majority of votes; in case of an equality of votes, the Chair shall have a second or casting vote
- (4) A Director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote
- (5) Except as provided by paragraph (3), in all proceedings of Directors each Director must not have more than one vote.
- (6) Directors participating in the taking of a majority decision otherwise than at a meeting of Directors
 - (a) may be in different places, and may participate at different times, and
 - (b) may communicate with each other by any means

13. MEETINGS OF DIRECTORS

- (1) Any Director may call a meeting of Directors.
- (2) Every Director must be given reasonable notice of a meeting of Directors
- (3) Paragraph (2) does not require notice to be given
 - (a) in writing, or
 - (b) to Directors to whom it is not practicable to give notice, having regard to the urgency and importance of the matters to be decided, or who have waived their entitlement to notice
- (4) Directors participating in a meeting of Directors
 - (a) must participate at the same time, but may be in different places, and
 - (b) may communicate with each other by any means.

14. CONFLICTS OF INTEREST

- (1) In this article, a "relevant interest" is
 - (a) any interest which a Director has in; or

- (b) any duty which a Director owes to a person other than the Company in respect of, an actual or proposed transaction or arrangement with the Company
- (2) For the purposes of paragraph (1)(a), a Director shall be deemed too have an interest in a transaction or arrangement if.
 - (a) the Director or any partner or other close relative of the Director has an actual or potential financial interest in that transaction or arrangement,
 - (b) any person specified in paragraph (2)(a) is a partner in a firm or limited partnership or a director of or a substantial shareholder in any Company, which has an actual or potential commercial interest in that transaction or arrangement, or
 - (c) any other person who is deemed to be connected with that Director for the purposes of section 317 of the 1985 Act has a personal interest in that transaction or arrangement
- (3) Subject to paragraph (8)(b), a Director who has a relevant interest must disclose the nature and extent of that interest to the other Directors
- (4) Subject to paragraphs (5) and (6) when the Directors take a majority decision on any matter relating to a transaction or arrangement in which a Director has a relevant interest
 - (a) no Director who has such a relevant interest may vote on that matter, and
 - (b) for the purposes of determining whether a relevant quorum is present, or whether a majority decision has been taken in relation to that matter, such a Director's participation in the decision-making process shall be ignored
- (5) Paragraph (4) does not apply
 - (a) if the Director's interest cannot reasonably be regarded as giving rise to any real possibility of a conflict of interests of the Director and the Company, or
 - (b) if the Director's interest only arises because the Director has given, or has been given, a guarantee, security or indemnity in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries
- (6) The Members may by ordinary resolution decide to disapply paragraph (4), either in relation to majority decisions generally or in relation to a particular decision

- (7) Subject to the 1985 Act, if a Director complies with paragraph (3)
 - (a) that Director
 - (i) may be a party to, or otherwise interested in, the transaction or arrangement in which that Director has a relevant interest, and
 - (ii) shall not, by reason of being a Director, be accountable to the Company for any benefit derived from that transaction or arrangement, and
 - (b) the transaction or arrangement in which that Director has a relevant interest shall not be liable to be treated as void as a result of that interest
- (8) For the purposes of paragraph (3)
 - (a) a general notice given to the Directors that a Director is to be regarded as having a specified interest in any transaction or arrangement shall be deemed to be a disclosure that the Director has an interest in any such transaction or arrangement of the nature and extent so specified, and
 - (b) any interest of which a Director has no knowledge, and could not reasonably be expected to have knowledge, shall be disregarded

15. RECORDS TO BE KEPT

- (1) The Directors are responsible for ensuring that the Company keeps a record in writing, of
 - (a) every unanimous or majority decision taken by the Directors, including a Committee of Directors, and
 - (b) every declaration by a Director of an interest in an actual or proposed transaction with the Company
- (2) Any record kept under paragraph (1) must be kept
 - (a) for at least ten years from the date of the decision or declaration recorded in it,
 - (b) together with other such records, and
 - (c) in such a way that it is easy to distinguish such records from the Company's other records

16. SPECIFIED NUMBER OF DIRECTORS FOR MAJORITY DECISIONS

- (1) Subject to paragraph (2) and 9 (2) (b), no majority decision shall be taken by the Directors unless more than one half of the number of Directors (the

“relevant quorum”) participate in the process by which the decision is taken and are entitled to vote on the matter on which the decision is to be taken

- (2) If the Company has one or more Directors, but the total number of Directors is less than the relevant quorum, the Directors may take a majority decision
 - (a) to appoint further Directors; or
 - (b) that will enable the Members to appoint further Directors

17. CHAIRING OF MAJORITY DECISION MAKING PROCESS

- (1) The Directors shall appoint a Director which may be a non-executive Director to chair the taking of all majority decisions by them.
- (2) If the person appointed under paragraph (1) is for any reason unable or unwilling to chair a particular majority decision making process, the Directors shall appoint another Director to chair that process
- (3) The Directors may terminate an appointment made under paragraph (1) or paragraph (2) at any time
- (4) A Director appointed under this article shall be known as the Chair for as long as such appointment lasts

18. DIRECTOR'S DISCRETION TO MAKE FURTHER RULES

- (1) Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions
- (2) The Directors must ensure that any rule which they make about how they take decisions is communicated to all persons who are Directors while that rule remains in force

19. DEFECT IN APPOINTMENT

- (1) This article applies if
 - (a) a decision is taken by the Directors, or a committee of the Directors, or a person acting as a Director, and
 - (b) it is subsequently discovered that a person who, acting as a Director, took, or participated in taking, that decision
 - (i) was not validly appointed as a Director,
 - (ii) had ceased to hold office as a Director at the time of the decision,
 - (iii) was not entitled to take that decision, or

- (iv) should, in consequence of a conflict of interest, not have voted in the process by which that decision was taken
- (2) Where this article applies
 - (a) the discovery of any defect of the kind specified in paragraph (1)(b) shall not invalidate any decision which has been taken by, or with the participation of, the person in relation to whom that defect existed; and
 - (b) any such decision shall be as valid as if no such defect existed in relation to any person who took it or participated in taking it

PART SIX: DIRECTORS' APPOINTMENT AND TERMS OF SERVICE

20. MINIMUM NUMBER OF DIRECTORS

The number of Directors shall not be less than four

21. APPOINTMENT OF DIRECTORS

- (1) The first Directors shall be the persons named in Form 10 upon incorporation
- (2) Thereafter, Directors may be appointed by decision of the Directors who shall from time to time set out in writing the criteria for that appointment
- (3) No person may be appointed as a Director
 - (a) unless that person is willing to serve as a Director and has attained the age of 18 years, or
 - (b) in circumstances which, if that person had already been a Director, would have resulted in that person ceasing to be a Director under the Articles
 - (c) if in the opinion of the directors considering that appointment, the person does not match the criteria as set out in 21 (2) above

22. TERMINATION OF DIRECTORS' APPOINTMENT

- (1) A person shall cease to be a Director if
 - (a) that person ceases to be a Director by virtue of any provision of the 1985 Act, or is prohibited by law from being a Director
 - (b) any notice to the Company that that person is resigning or retiring from office as Director takes effect (except that where such resignation or retirement would otherwise lead to the Company having fewer than four Directors, it shall not take effect until sufficient replacement Directors have been appointed);

- (c) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (d) he is, or may be, suffering from mental disorder and, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs,
- (e) he resigns his office by notice to the Company;
- (f) a contract under which that person is appointed as a Director of, or personally performs services for, the Company or any of its subsidiaries terminates, and the Directors decide that that person should cease to be a Director,
- (g) they are an employee of the Company and that employment comes to an end
- (h) the Directors decide, at a meeting of Directors that that person should be removed from office, but such a decision shall not be taken unless the person in question has been given
 - (i) at least fourteen clear days' notice in writing of the proposal to remove that person from office, specifying the circumstances alleged to justify removal from offices, and
 - (ii) a reasonable opportunity or being heard by, or of making representations in writing to, the Directors
- (2) No powers to remove Directors may be given to persons who are not Members which immediately after their exercise could result in either
 - (a) the majority of the remaining Directors having been appointed by persons who are not Members, or
 - (b) the number of Directors removed during the financial year of the Company by persons who are not Members exceeding the number of the remaining Directors

but this shall not prevent a Director from appointing, or subsequently removing, an alternative director, if permitted to do so by the Articles

23. DIRECTORS' REMUNERATION AND OTHER TERMS OF SERVICE

- (1) Subject to the 1985 Act, the Articles, the Company satisfying the community interest test, and any resolution passed under paragraph (2), the Directors may decide the terms to be specified in writing (including as to remuneration and

retirement by rotation) on which a Director is to perform Directors' functions, or otherwise perform any service for the Company or any of its subsidiaries,

- (2) The Members may by ordinary resolution limit or otherwise specify the remuneration to which any Director may be entitled, either generally or in particular cases

24. DIRECTORS' EXPENSES

The Company may meet all reasonable expenses which the Directors properly incur in connection with

- (a) the exercise of their functions, or
- (b) the performance of any other duty which they owe to, or service which they perform for, the Company or any of its subsidiaries.

ALTERNATIVE DIRECTORS

- (1) Each Director shall have the power to appoint any person to be his alternate Director and may at his discretion remove such alternate Director. If such alternate Director is not another Director, such appointment, unless previously approved by the Board, shall have effect only upon and subject to it being so approved. Any appointment or removal of an alternate Director shall be effected by notice in writing signed by the appointor and delivered to the Office or tendered at a meeting of the Board, or in any other manner approved by the Board. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Board or of committees of the Board to the same extent as, but to the exclusion of, the Director appointing him and shall be entitled to such extent to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director.
- (2) Every person acting as an alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the provisions of these Articles relating to Directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent, mutatis mutandis, as if he were a Director but shall not be entitled to receive from the Company any remuneration in his capacity as an alternate Director except only such part (if any) of the remuneration otherwise payable to the Director appointing him as such Director may by notice in writing to the Company from time to time direct.
- (3) Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director). The signature of an alternate Director to any resolution in writing

of the Board shall, unless the notice of his appointment provides to the contrary, be as effective as the signature of his appointor.

- (4) An alternate Director shall cease automatically to be an alternate Director if his appointor ceases for any reason to be a Director provided that, if at any meeting any Director retires by rotation or otherwise but is reappointed, or is deemed to be reappointed, at the same meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement shall remain in force as though he had not retired

PART SEVEN: MEMBERS

26. APPOINTMENT OF MEMBERS

- (1) The subscribers to the Memorandum are the first Members of the Company
- (2) Such other persons as agree to become Members of the Company, whose names are entered in the register of Members, and who are admitted to membership in accordance with the Articles, shall be Members of the Company
- (3) No person shall be admitted as a Member of the Company unless he, she or it is approved by the Directors
- (4) Every person who wishes to become a Member shall execute and deliver to the Company an application for membership in such form (and containing such information) as the Directors require

PART EIGHT: GENERAL MEETINGS (MEETINGS OF MEMBERS)

27. ANNUAL GENERAL MEETING

- (1) Unless the Company has elected to dispense with the need to hold an annual general meeting by passing an elective resolution (and that elective resolution remains in effect), the Company shall hold an annual general meeting
 - (a) within 18 months of the Company's date of incorporation and afterwards once in each calendar year (provided that not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next),
 - (b) at such date, time and place as the Directors shall determine
- (2) 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.

28. OTHER GENERAL MEETINGS

The Directors may decide to call a general meeting at any time.

29. NOTICE

- (1) Notice of general meetings shall be given to every Member, the Directors and the Company's auditors (if any)
- (2) All general meetings shall be called by at least 21 clear days' notice in writing
- (3) Every notice calling a general meeting shall specify,
 - (a) the place, date and time of the meeting, and
 - (b) the general nature of the business to be transacted
- (4) In the case of an annual general meeting, the notice shall specify that the meeting is an annual general meeting.
- (5) If a special resolution is to be proposed the notice shall contain a statement to that effect and set out the text of the special resolution

30. QUORUM

- (1) No business shall be transacted at any general meeting unless a quorum is present
- (2) The quorum for a general meeting shall be such number as represents two thirds of the Members from time to time Members present in person (or, in the case of a corporate Member, by its duly appointed representative) and entitled to vote on the business to be transacted
- (3) If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned for a minimum of seven days until such time as the Directors determine

31. CONDUCT OF BUSINESS – GENERAL

- (1) The Chair, or, in the absence of the Chair, some other Member chosen by the Members shall preside as chair of the general meeting
- (2) The Chair
 - (a) may adjourn the meeting from time to time and from place to place, with the consent of a meeting at which a quorum is present, and
 - (b) shall do so if so directed by the meeting or in accordance with the Articles

- (3) 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
- (4) 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
- (5) Except as required by law, all decisions of the Members at a general meeting shall be made by ordinary resolution

32. VOTING PROCEDURES

- (1) Every Member present in person or by proxy (or in the case of a corporate Member, by its duly appointed representative) shall have one vote
- (2) A person who is not a Member shall not have any right to vote at a general meeting of the Company (except as the proxy or (in the case of a corporate Member) duly authorised representative of a Member).
- (3) Paragraphs (1) and (2) are without prejudice to any right to vote on a resolution affecting the rights attached to a class of the company's Shares
- (4) A declaration by the chair that a resolution has been.
 - (a) carried;
 - (b) carried unanimously, or by a particular majority,
 - (c) lost; or
 - (d) 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
- (5) In the case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote he or she may have as a Member
- (6) The proceedings at any general meeting shall not be invalidated by reason of any accidental informality or irregularity (including with regard to the giving of notice) or any want of qualification in any of the persons present or voting
- (7) No objection shall be raised to the qualification of any voter except at the general meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.

33. MINUTES

- (1) The Directors shall cause minutes to be made, in writing, of all proceedings at general meetings of the Company
- (2) Any such minutes, if purported to be signed by the chair of the meeting, or by the chair of the next succeeding general meeting, shall be sufficient evidence of the proceedings

PART NINE: MISCELLANEOUS**34. COMPANY SECRETARY**

- (1) Subject to the provisions of the 1985 Act, the Directors shall appoint an individual to act as Company Secretary for such term and at such remuneration and upon such other conditions as they may think fit
- (2) The Directors may decide to remove a person from the office of Secretary at any time

35. ACCOUNTS AND REPORTS

- (1) The Directors shall comply with the requirements of the 1985 Act and any other applicable law as to keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies of annual reports and accounts.
- (2) Subject to paragraph (3), the Company's statutory books and accounting records shall be open to inspection by the Members during usual business hours
- (3) The Company may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Company may be inspected by Members.

36. NOTICES

- (1) Except where the Articles provide otherwise, any notice to be given to or by any person under the Articles shall be in writing to an address for the time being notified for that purpose to the person giving the notice
- (2) The Company may give any notice to any person under the Articles;
 - (a) in person.
 - (b) by sending it by post in a prepaid envelope addressed to that person at that person's registered address, or by leaving it at that address;
 - (c) by fax or by electronic communication to an address provided for that purpose, or

- (d) by posting it on a website, where the recipient has been notified of such posting in a manner agreed by that person
- (3) A person present at any meeting shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called
- (4) Proof that
 - (a) an envelope containing a notice was properly addressed, prepaid and posted, or
 - (b) that an electronic communication or fax has been transmitted to the correct address or number,

Shall be conclusive evidence that the notice was given

- (5) A notice shall, unless the contrary is proved, be deemed to be given
 - (a) at the expiration of 48 hours after the envelope containing it was posted; or
 - (b) in the case of a notice contained in an electronic communication or fax, at the expiration of 48 hours after the time it was transmitted

37. INDEMNITY

- (1) Subject to the 1985 Act, a Director shall be indemnified out of the Company's assets against any expenses which that Director incurs:
 - (a) in defending civil proceedings in relation to the affairs of the Company (unless judgement is given against the Director and the judgement is final),
 - (b) in defending criminal proceedings in relation to the affairs of the Company (unless the Director is convicted and the conviction is final),
 - (c) in connection with any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company (unless the Court refused to grant the Director relief and the refusal is final)
- (2) Judgement, conviction or refusal of relief becomes final if the period for bringing an appeal or any further appeal has ended and any appeal brought is determined, abandoned or otherwise ceases to have effect
- (3) This article is without prejudice to any other indemnity to which a Director may be entitled

38. POWERS OF DIRECTORS

- (1) The board of Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any charitable body where such action will directly further the objects of the Company
- (2) In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the board of Directors shall have the following powers, namely
 - (a) to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects subject to the adherence of the Company procurement policy and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the company;
 - (b) to enter into contracts on behalf of the Company subject to adherence to the Company procurement policy,
 - (c) all cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed or otherwise executed, as the case may be, in such manner as the board of Directors shall from time to time determine All mandates shall be signed by not less than two authorised signatories