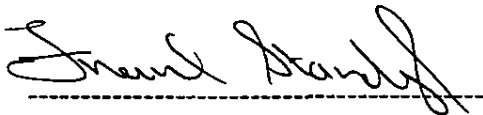


**The Boots Group Benevolent Fund  
(the "Company")**

Written resolution of the sole shareholder passed on 22 March 2010

**Adoption of new Articles**

THAT the Articles of Association as attached to this resolution be adopted in place of the current Articles of Association of the Company



For and on behalf of Alliance Boots Holdings Limited

WEDNESDAY



L42      "LPQK4IRX"      54  
31/03/2010  
COMPANIES HOUSE

**COMPANY NUMBER: 03053290**

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

**ARTICLES OF ASSOCIATION**

**OF**

**THE BOOTS GROUP BENEVOLENT FUND**

- 1 The objects for which the Company is established are to relieve poverty among and provide assistance to employees and their dependants or immediate relatives of Alliance Boots or persons or their dependants or immediate relatives who have at any time been employed by Alliance Boots
- “Alliance Boots” shall mean any current or former ‘subsidiary undertaking’ or ‘parent undertaking’ of Alliance Boots Holdings Limited as defined under section 1162 of the Companies Act 2006 and “immediate relatives” shall mean spouses, children and grandchildren
- 2 For the furtherance of the objects set out in the immediate preceding sub-clause and as ancillary thereto, but without prejudice to the generality thereof the Company will have power to do (if thought fit) or procure the doing of all or any of the following further things -
- a) To provide or procure the provisions of advice counselling and guidance in furtherance of the said objects or any of them
  - b) To make grants or loans, with or without interest, to individuals in need in furtherance of the above objects
  - c) To purchase, take on lease or in exchange hire or otherwise acquire any real or personal estate which may be necessary for any of the purposes of the Company
  - d) To publish books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter and to organise lectures, broadcasts and courses of instructions
  - e) To receive donations, endowments, subscriptions and legacies from persons desiring to promote the objects aforesaid or any of them and to hold funds in trust for the same

- f) Subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit including making reasonable charges for any services provided hereunder (whether to beneficiaries or not) provided that in raising funds the Company shall not undertake any permanent substantial non-charitable trading activity that does not conform with the charitable objects of the Company and shall conform to any relevant statutory requirements
- g) Subject to such consents as may be required by law to sell lease mortgage exchange dispose of or otherwise deal with and turn to account all or any part of the property of the Company with a view to the promotion of its objects
- h) To establish and support or aid in the establishment and support of or to amalgamate with any other charitable associations or institutions and to subscribe lend or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects
- i) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be necessary to its objects
- j) To invest the moneys of the Company not immediately required for its own purposes in or upon such investments, securities, or property as may be thought fit in the absolute discretion of the Committee for the time being, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
- k) Subject to clause 3 below to engage or employ such personnel (whether as employees consultants advisers or however) as may be requisite to the promotion of the objects of the Company and on such terms as the Committee may think fit provided that no Member of the Committee may be appointed to a salaried position
- l) To lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or company as may be necessary or convenient for the work of the Company

- m) To draw accept endorse issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable transferable or mercantile instruments for the purpose of or in connection with the objects of the Company
- n) To establish promote or assist companies with charitable objects similar to those of the Company for the acquisition of the property or liabilities of the Company or to carry on any authorised activity of the Company or for any other charitable purpose calculated to benefit the Company in the furtherance of its objects
- o) To make donations to any registered charity or voluntary organisation having charitable objects
- p) To amalgamate merge or join in with any registered charity having charitable objects wholly or in part similar to those of this Company or affiliate with any other voluntary community organisation having charitable objects for the purposes of better effectuating the charitable purposes
- q) To establish and support pension schemes for and to grant pensions to any employees of the Company and their dependents
- r) To purchase acquire or undertake all or any of the property liabilities and engagements of charitable associations societies or bodies with which the Company may co-operate or federate
- s) To pay out of the funds of the Company the costs charges and expenses incidental to the formation and registration of the Company
- t) To organise advertise and pay the expenses of any appeal for contributions to the Company
- u) To appoint employ remunerate and dismiss such secretaries officers clerks advisers and agents as the Company may consider necessary or desirable for attaining or carrying out the objects of the Company
- v) To do all such other lawful things as shall further the attainment of the above objects or any of them

PROVIDED THAT

- (i) If the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in the manner allowed by law, having regard to such trusts
  - (ii) If the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not (unless the Company has complied with the provisions of sections 36-40 Charities Act 1993) sell, mortgage, charge or lease the same without any authority, approval or consent as may be required by law, and as regards any such property the Committee of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Committee would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such Committee but as regards any such property they shall be subject jointly and separately to such control or authority as if the Company were not incorporated
- 3 The income and property of the Company from whatever source derived, shall be applied solely towards the promotion of its objects as set forth in this Articles of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever, by way of profit to the Members of the Company (and save as provided for in clause 3(b) no member of its Committee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company) PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company

- a) of reasonable and proper remuneration to any member, officer or servant of the Company (save as hereinafter provided) not being a member of its Committee for any services rendered to the Company
  - b) of the usual professional charges for business done by any member of the Committee who is a solicitor, accountant or other person engaged in a profession or by any partner of his when instructed by the Company to act in a professional capacity on its behalf  
PROVIDED THAT at no time shall a majority of members of the Committee benefit under this provision and that a member of the Committee shall withdraw from a meeting at which his or her appointment or remuneration are under discussion
  - c) of interest on money lent by any member of the Company (or of its Committee) at a reasonable and proper rate
  - d) of any reasonable and proper rent for premises demised or let by any member of the Company (or of its Committee)
  - e) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Committee may be a member holding not more than 1/100<sup>th</sup> part of the capital of the company and
  - f) to any member of its Committee of reasonable and proper out-of-pocket expenses
- 4 The liability of the members is limited
- 5 Every member of the Company undertakes to contribute to the assets of the Company if it is wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding-up the same, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1
- 6 The members may at any time wind up the Company by a simple majority and 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 to or distributed among the members of the Company, but shall be given or transferred to some other charitable

institution or institutions registered with the Charity Commission, such institution or institutions to be determined by the members within three months of the members' resolution being passed initiating the winding-up failing which and if and so far as effect cannot be given to such provision, then to such other charitable object as the Committee shall resolve upon

## **INTERPRETATION**

### **7 In these articles of association**

“the Company” means The Boots Group Benevolent Fund

“the Committee” and “the Members of the Committee” shall be the equivalent of and shall fulfil the functions of, respectively, the board and the directors of the Company, as defined in the Act

“the Act” means the Companies Act 2006 including all statutory modifications or re-enactment thereof for the time being in force

“the articles” means the Articles of the Company

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

“executed includes any mode of execution

“his” or “he” shall include the masculine, feminine or corporate bodies

“office” means the registered office of the Company

“the seal” means the common seal of the Company

“Secretary” means the Secretary of the Company or any 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

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 upon the Company

## **MEMBERS**

- 8 The subscribers to the memorandum of association of the Company and such other persons (whether corporate or individual) as are admitted to membership in accordance with the articles shall be members of the Company
- Subject to Article 10 every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Members of the Committee require executed by him
- 9 The Members of the Committee may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing The Members of the Committee may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as members
- 10 If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that a member is its representative shall be entered in the register of members Subject to the Members of the Committee's right to decline to accept any person as a member, the unincorporated association or body shall be able to replace the member who is its representative with another person by notice in writing to the Company without it being necessary for the outgoing member to give notice or the incoming member to complete an application form No unincorporated association or body shall be allowed to have more than one representative as a member of the Company
- 11 Subject to Article 10, membership shall not be transferable and shall cease on death A member shall cease to be a member -
- a) on the expiry of at least seven clear days' notice given by him to the Company of his intention to withdraw
  - b) if any subscription or other sum payable by the member to the Company is not paid on the due date and remains unpaid seven days after notice served on the member by the Company informing him that he will be removed from membership if it is not



paid The Members of the Committee may re-admit to membership any person removed from membership on this ground on his paying such sum in respect of the sum due as the Company may determine

- c) if a corporate body becomes insolvent, has a receiver or administrator appointed of its business or is compulsorily or voluntarily wound up, or if an individual is declared bankrupt or makes any arrangement or composition with his creditors generally, or
  - d) if, at a meeting of the Committee at which not less than half of the Members of the Committee are present, a resolution is passed resolving that the member be expelled
- Such a resolution shall not be passed unless the member has been given not less than fourteen clear days' notice of the fact that the resolution is to be proposed, specifying the misconduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representation to the Committee If such a resolution as is referred to in this paragraph is passed, then the member shall forthwith cease to be a member but without prejudice to the liability of the member to pay to the Company any subscription or other sum owed by him

### **GENERAL MEETINGS**

- 12 All general meetings other than annual general meetings shall be called extraordinary general meetings
- 13 The Members of the Committee may call general meetings and, on the requisitions of members pursuant to the provision of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of requisitions If there are not within the United Kingdom sufficient Members of the Committee to call a general meeting, any Member of the Committee or any member of the Company may call a general meeting

### **NOTICE OF GENERAL MEETINGS**

- 14 An annual general meeting shall be called by at least fourteen clear days' notice and all other extraordinary general meetings shall be called by at least fourteen clear days' notice a general meeting may be called by shorter notice if it is so agreed

- i in the case of an annual general meeting, by all members entitled to attend and vote thereat, and
- ii in the case of any other meeting by a majority in the number of the members having a right to attend and vote being a majority together holding not less than ninety-five percent of the total voting rights at the meeting of all the members

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the Members of the Committee and the Company's auditors

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 15 No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, or ten percent of the total membership, whichever is the greater, shall be a quorum
- 16 If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Members of the Committee may determine
- 17 The chairman, if any, of the Committee or in his absence some other Member of the Committee nominated by the Members of the Committee shall preside as chairman of the meeting, but if neither the chairman nor such other Members of the Committee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Members of the Committee present shall elect one of their number to be chairman and, if there is only one Member of the Committee present and willing to act, he shall be chairman
- 18 If no Member of the Committee is willing to act as chairman, or if no Member of the Committee 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 number to be chairman

- 19 A Member of the Committee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting
- 20 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
- 21 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded Subject to the provision 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 a demand by a person as proxy for a member shall be the same as a demand by the member
- 22 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
- 23 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

- 24 a poll shall be taken as the chairman directs and he 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
- 25 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to have a casting vote in addition to any other vote he may have
- 26 A poll demanded on the election of a chairman or on a question or 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
- 27 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
- 28 The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat
- 29 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 he was present shall be as effectual as if it had been passed at 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**

- 30 On a show of hands every member present in person or by proxy shall have one vote On a poll every member present in person or by proxy shall have one vote
- 31 No member may vote on any matter in which he is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of

the members present in person or by proxy at the meeting such permission to be given or withheld without discussion

- 32 No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Company have been paid
- 33 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in any matter concerning mental disorder may vote, whether on a show of hands or on a poll, by his 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 Members of the Committee of the authority of the person claiming to exercise the right to vote 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 48 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 exercised
- 34 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 not disallowed at the meeting shall be valid Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive
- 35 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Members of the Committee may approve) -

36

**“THE BOOTS GROUP BENEVOLENT FUND**

I/We, \_\_\_\_\_, of \_\_\_\_\_ being a member/members of the above named Company,  
hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him,  
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 ”

- 37 Where it is desired to afford members an opportunity of instructing the proxy how he 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 Members of the Committee may approve) -

“THE BOOTS GROUP BENEVOLENT FUND

I/We , of being a member/members of the above named  
Company, hereby appoint of or failing him,  
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 thinks fit or abstain from voting

Signed 20

- 38 The instrument appointing a proxy and any authority under which it is executed or a copy of  
such authority certified notari ally or in some other way approved by the Members of the  
Committee 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 48 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 48 hours after it is demanded, be deposited 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
  - c) 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 or to the secretary or to any Member of the Committee and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid
- 39 A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body
- 40 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 prior notice of the determination was received by the Company at the office or at such other place at which the meeting was convened or at which the vote was made or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) prior to the time appointed for taking the poll

#### **NUMBER OF MEMBERS OF THE COMMITTEE**

- 41 Unless otherwise determined by ordinary resolution the minimum number of Members of the Committee shall be 3 and the maximum number of maximum number of Members of the Committee shall be 20

#### **POWERS OF MEMBERS OF THE COMMITTEE**

- 42 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 Members of the Committee who may exercise all the powers of the Company No alteration of the articles and no such direction shall invalidate any prior act of the Members of the Committee 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 Members of the Committee by these articles and a meeting of Members of the Committee at which a quorum is present may exercise all powers exercisable by the Members of the Committee

- 43 The Members of the Committee 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

#### **DELEGATION OF MEMBERS OF THE COMMITTEE'S POWERS**

- 44 (a) The Committee shall in addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers, have the following specific powers

- i to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Company such part of such funds as they 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
- ii to enter into contracts on behalf of the Company
- iii to delegate the day to day control and management and specific areas of fundraising and donations of the Company to one or more sub-committees provided that at least one member of any sub-committee shall be a Member of the Committee

- 45 The meetings and proceedings of any committee shall be governed by the provisions of these articles regulating the meetings and proceedings of the Committee so far as the same are applicable and are not superseded by any regulations made by the Committee

- 46 Subject to any regulations or conditions the Committee may impose, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of Members of the Committee so far as they are capable of applying



## **APPOINTMENT AND RETIRMENT OF MEMBERS OF THE COMMITTEE**

- 47 At the first annual general meeting all the Members of the Committee shall retire from office, and at every subsequent annual general meeting one-third of the Members of the Committee who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office, but, if there is only one Member of the Committee who is subject to retirement by rotation, he shall retire
- 48 Subject to the provisions of the Act, the Members of the Committee to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Members of the Committee on the same date those to retire shall (unless they otherwise agree among themselves) be determined by lot
- 49 If the Company, at the meeting at which a Member of the Committee retires by rotation, does not fill the vacancy the retiring Member of the Committee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Member of the Committee is put to the meeting and lost
- 50 No person other than a Member of the Committee retiring by rotation shall be appointed or reappointed a director at any general meeting unless
- a) he is recommended by the Members of the Committee in accordance with Article 50, or
  - b) not less than fourteen days 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 were so appointed or reappointed, be required to be included in the Company's register of Members of the Committee together with notice executed by that person of his willingness to be appointed or reappointed and the Company may then appoint that person as a Member of the Committee by ordinary resolution

- 51 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 Members of the Committee retiring by rotation at the meeting) who is recommended by the Members of the Committee for appointment or reappointment as a Member of the Committee at the meeting in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a Member of the Committee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of Members of the Committee.
- 52 The Members of the Committee may appoint a person who is willing to act as a Member of the Committee, either to fill a vacancy or as an additional Member of the Committee, provided that the appointment does not cause the number of Members of the Committee to exceed any number fixed by or in accordance with the articles as the maximum number of Members of the Committee. Members of the Committee 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 Committee who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

#### **DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE COMMITTEE**

- 53 The office of a Member of the Committee shall be vacated if -
- a) he ceases to be a Member of the Committee by virtue of any provision of the Act or he becomes prohibited by law from being a Member of the Committee, or
  - b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
  - c) he is, or may be, suffering from mental disorder and either -
    - i) he 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 the court having jurisdiction (whether in the United Kingdom or elsewhere) 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, or
- d) he resigns his office by notice to the Company, or
- e) he is by written notice deposited at the office or tendered at a Committee meeting requested to resign by two thirds of the Members of the Committee provided that the number of the Members of the Committee is not thereby reduced below the minimum number fixed by or in accordance with the articles

#### **MEMBERS OF THE COMMITTEE'S EXPENSES**

- 54 The Members of the Committee may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Members of the Committee or committees of the Members of the Committee or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties

#### **PROCEEDINGS OF MEMBERS OF THE COMMITTEE**

- 55 Subject to the provisions of the articles, the Members of the Committee may regulate their proceedings as they think fit Two Members of the Committee may, and the secretary at the request of two Members of the Committee shall, call a meeting of the Members of the Committee Notice of every meeting of the Committee stating the general particulars of all business to be considered at such meeting shall be sent by post to each Member of the Committee at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars It shall not be necessary to give notice of a meeting to Member of the Committee 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

- 56 The quorum for the transaction of business of the Members of the Committee shall be 2 or such greater number as the Members of the Committee may determine
- 57 The continuing Members of the Committee or a sole continuing Member of the Committee may act notwithstanding any vacancies in their number but if and so long as the number of Members of the Committee is less than the number fixed as a quorum the Members of the Committee may act for the purpose of increasing the number of Members of the Committee to that number or of summoning a general meeting of the Company but for no other purpose
- 58 The Members of the Committee may appoint one of their number to be the chairman of the Committee and may at any time remove him from that office Unless so removed the chairman shall hold office for a period of three years at the end of which his appointment shall terminate automatically but he shall subject to the approval of the members in general meeting be eligible to be reappointed as chairman by the Committee Unless he is unwilling to do so, the Member of the Committee appointed to be the chairman shall preside at every meeting of Members of the Committee at which he is present But if there is no Member of the Committee holding that office, or if the Member of the Committee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Members of the Committee present may appoint one of their number to be chairman of the meeting
- 59 All acts done by a meeting of Members of the Committee, or of a committee of Members of the Committee, or by a person acting as a Member of the Committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Member of the Committee 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 Member of the Committee and had been entitled to vote
- 60 A resolution in writing signed by all the Members of the Committee entitled to receive notice of a meeting of Members of the Committee or of a committee of Members of the Committee shall be as valid and effectual as if it had been passed at a meeting of Members of the

Committee or (as the case may be) a committee of Members of the Committee duly convened and held and may consist of several documents in the like form each signed by one or more Members of the Committee

#### **SECRETARY**

- 61 Subject to the provisions of the Act, the Secretary shall be appointed by the Members of the Committee for such term and at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them

#### **REGULATIONS**

- 62 The Committee shall have power from time to time to make repeal or alter regulations as to the management of the Company and the affairs thereof as to the duties of any officers or servants of the Company and as to the conduct of business by the Committee or any committee and as to any of the matters or things within the powers or under the control of the Committee provided that the same shall not be inconsistent with these articles

#### **MINUTES**

- 63 The Members of the Committee shall cause minutes to be made in books kept for the purpose -
- a) of all appointments of officers made by the Members of the Committee, and
  - b) of all proceedings at meetings of the Company and of the Members of the Committee, and of committees of Members of the Committee, including the names of the Members of the Committee present at each such meeting and any such minutes, if purported to be signed by the chairman of the meeting at which proceedings were held, or by the chairman of the next succeeding meeting, shall, as against any member or Members of the Committee of the Company, be sufficient evidence of the proceedings

#### **THE SEAL**

- 64 The seal shall only be used by the authority of the Members of the Committee or of a sub-committee of the Committee authorised by the Members of the Committee The Members of the Committee may determine who shall sign any instrument to which the seal is affixed and

unless so determined it shall be signed by a Member of the Committee and by the Secretary or by a second Member of the Committee

### **ACCOUNTS**

- 65 The Company may in general meeting impose reasonable restrictions as to the time which and the manner in which the statutory books and accounting records of the Company may be inspected by the members and subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours

### **NOTICES**

- 66 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Members of the Committee need not be in writing
- 67 The Company may give 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 A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall entitled to receive any notice from the Company
- 68 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 purpose for which it was called
- 69 Proof that an envelope containing a notice was properly addresses, prepaid and posted shall be conclusive evidence that the notice was given A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

### **INDEMNITY**

- 70 Subject to the provisions of the Act but without prejudice to any indemnity to which a Member of the Committee may otherwise be entitled, every Member of the Committee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal,

in which judgment was 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 affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto

#### **WINDING UP**

- 71 The provisions of clause 5 and 6 of the articles relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these articles

#### **BANK ACCOUNTS**

- 72 Any bank account in which any part of the assets of the Company is deposited shall be operated by the Committee and shall include the name of the Company All cheques and orders for the payment of money from such accounts shall be signed by at least one Member of the Committee