

THE COMPANIES ACT 1985 as amended by THE COMPANIES ACT 1989

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

DANCE SOUTH WEST Ltd

1. The name of the Company (hereinafter called "the Company") is Dance South West Ltd.
2. The registered office of the Company shall be situated in England and Wales.
3. The objects for which the Company is established are:-

To advance education for the public benefit by the promotion of the arts, in particular but not exclusively the art of dance

4. And the Company shall have the following powers exercisable in furtherance of its said objects but not further or otherwise namely:

(a) to present, promote, organise, provide, manage and produce dramas, dance, operas, films, broadcasts, concerts, musical pieces, entertainments, exhibitions, tutorials, seminars, courses and workshops, whether on any premises of the Company or elsewhere.

(b) to procure to be written, printed, published and issued gratuitously or otherwise such papers, books, pamphlets or other documents as shall further the above objects.

(c) to open and maintain a bank account or bank accounts in the name of the Company.

(d) to employ staff and/or agents, and to make provisions for the proper remuneration of any such person including power to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows, widowers and other dependents.

(e) to purchase, acquire and obtain interests in the copyrights of or the right to show any opera, play, mime, comedy, drama, dance, film, stage piece or musical composition.



(f) to enter into agreement with authors, actors, dancers, singers, composers, musicians, producers and script writers.

(g) subject to such consents as may be required by law to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary for the work of the Company.

(h) subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought necessary for the promotion of its objects.

(i) to undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be necessary for its objects.

(j) 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 PROVIDED ALWAYS that the Company shall undertake no permanent trading activities in raising funds to achieve its charitable objects.

(k) to invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(l) to establish and support or aid in the establishment and support of any charitable Companies or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.

(m) to do all such other lawful things as shall further any or all of the above objects.

PROVIDED THAT:

(1) In case 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 such a manner as allowed by law, having regard to such trusts.

(2) The objects of the Company shall not extend to the regulation of relations between employers and workers or organisations of employers and organisations of workers.

(3) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Directors or Governing Body 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 Board of Directors or Governing Body 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 Board of Directors or Governing Body, but they shall as regards to any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

5. The income and property of the Company, whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum 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 no member of the Board of Directors or Governing Body 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 the payment, in good faith by the Company:

(A) of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company (not being a member of its Board of Directors), provided nevertheless that a member of the Board of Directors shall be entitled to be reimbursed for any reasonable out-of-pocket expenses incurred in carrying out any business of the Company;

(B) of interest on money lent by any member of the company or of its Board of Directors or Governing Body at a rate per annum not exceeding 2% less than the base lending rate of a clearing bank to be selected by the Board of

Directors or Governing Body; or 3% whichever is the greater;

(C) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors or Governing Body;

(D) of fees remuneration or other benefit in money or money's worth to a company of which a member of its Board of Directors or Governing Body may be a member holding not more than one hundredth part of the capital of such company;

6. No additions, alterations, or amendments shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Charity Commissioners for England and Wales.
7. The liability of the members is limited.
8. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
9. If upon 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 having charitable objects similar to the objects of the Company, and shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object subject to the prior approval of the Charity Commissioners for England and Wales.

THE COMPANIES ACT 1985 as amended by THE COMPANIES ACT 1989

COMPANY LIMITED BY GUARANTEE AND
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ARTICLES OF ASSOCIATION

- of -

DANCE SOUTH WEST Ltd

GENERAL

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

WORDS	MEANINGS
The Act	The Companies Act 1985 as amended by the Companies Act 1989.
The Company	The above-named Company.
The Board of Directors	The Council of Management for the time being of the Company
The Office	The registered office of the Company
The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar Month
In Writing	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And the words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the

Company shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

2. The number of members with which the Company proposes to be registered is 10 but the Board of Directors may from time to time register an increase in members.
3. The Board of Directors shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED ALWAYS that the member concerned shall have a right to be heard before a final decision is made.
4. The provisions of section 352 of the Act shall be observed by the Company, and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.
5. The Company is established for the purposes expressed in the Memorandum of Association.
6. The subscribers to the Memorandum of Association and such other persons as the Company shall admit to membership in accordance with such regulations as the Board of Directors shall make from time to time shall be members of the Company.

GENERAL MEETINGS

7. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Company and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
8. All Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
9. The Board of Directors may whenever they think fit convene a General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.
10. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting

(exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

11. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board of Directors and of the Auditors, the election of members of the Board of Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided $\frac{1}{3}$ or 3 (whichever is the greater number) of the members shall be a quorum.
14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board of Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
15. The Chair (if any) of the Board of Directors shall preside as Chair at every General Meeting, but if there be no such Chair, or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members

present shall choose some member of the Board of Directors, or if no such member be present, or if all the members of the Board of Directors present decline to take the chair, they shall choose some member of the Company who shall be present to preside.

16. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least three members having the right to vote at the meeting or 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 unless a poll be so demanded a declaration by the Chair of the meeting that resolution has been carried, or carried unanimously or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
18. Subject to the provisions of Article 19, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.
21. 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 a poll has been demanded.

VOTES OF MEMBERS

22. Subject as hereinafter provided, every member shall have one vote.
23. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his or her membership, shall be entitled to vote on any question at any General Meeting.

BOARD OF DIRECTORS

24. The number of the members of the Board of Directors shall never be less than 3 and, until otherwise determined by a General Meeting, shall not be more than 15.
25. The first members of the Board of Directors shall be the subscribers to the Memorandum of Association.
26. The Board of Directors may from time to time and at any time appoint any member of the Company as a member of the Board of Directors, either to fill a casual vacancy or by way of addition to the Board of Directors, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his or her office only until the next Annual General Meeting, but he or she shall then be eligible for re-election.
27. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Board of Directors.

POWERS OF THE BOARD OF DIRECTORS

28. The business of the Company shall be managed by the Board of Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall

invalidate any prior act of the Board of Directors which would have been valid if such regulation had not been made.

29. The members for the time being of the Board of Directors may act notwithstanding any vacancy in their body; provided always that in case the members of the Board of Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board of Directors for the purpose of admitting persons to membership of the Company, filling up vacancies on their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

30. The Secretary shall be appointed by the Board of Directors for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of section 283 of the Act shall apply and be observed. The Board of Directors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting PROVIDED ALWAYS that no member of the Board of Directors shall occupy the salaried position of Secretary.

THE SEAL

31. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least one member of the Board of Directors and of the Secretary, and the said member and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

32. The office of a member of the Board of Directors shall be vacated:
- (A) If a receiving order is made against him or her or he or she makes any arrangement or composition with his or her creditors.

- (B) If he or she becomes of unsound mind.
- (C) If he or she ceases to be a member of the Company.
- (D) If by notice in writing to the Company he or she resigns his or her office.
- (E) If he or she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986.
- (F) If he or she is removed from office by a resolution duly passed pursuant to section 303 of the Act.
- (G) If he or she fails without reasonable excuse to attend three consecutive meetings of the Board of Directors.
- (H) If he or she ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 or any statutory re-enactment or modification of that provision).

ROTATION OF MEMBERS OF THE BOARD OF DIRECTORS

- 33. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Board of Directors for the time being, or if their number is not a multiple of three then the number nearest to one third, shall retire from office.
- 34. The members of the Board of Directors to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected among them by lot. The length of time a member has been in office shall be computed from his or her last election or appointment. A retiring member of the Board of Directors shall be eligible for re-election.
- 35. The Company may, at the meeting at which a member of the Board of Directors retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such a member shall have been put to the meeting and lost.

36. No person not being a member of the Board of Directors retiring at the meeting shall, unless recommended by the Board of Directors for election, be eligible for election to membership of the Board of Directors at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his or her intention to propose such person to be proposed and of his or her willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
37. The Company may from to time in General Meeting increase the number of members of the Board of Directors, and determine in what rotation such increased number shall go out of office, and may make the appointments necessary for effecting any such increase.
38. In addition and without prejudice to the provisions of section 303 of the Act, the Company may by Extraordinary Resolution remove any member of the Board of Directors before the expiration of his or her period of office and may by an Ordinary Resolution appoint another qualified member in his or her stead; but any person so appointed shall retain his or her office so long only as the member in whose place he or she is appointed would have held the same if he or she had not been removed.

PROCEEDINGS OF THE BOARD OF DIRECTORS

39. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit provided that they meet at least 4 times a year, and determine the quorum necessary for the transaction of business, provided that the quorum for meetings of the Board of Directors shall never be less than 1/3 or 3 (whichever is the greater number) of the members of the Board of Directors. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.
40. A member of the Board of Directors may, and on the request of a member of the Board of Directors the Secretary shall, at any time, summon a meeting of the Board of Directors by notice served upon the several members of the Board of Directors. A member of the Board of Directors who is absent

from the United Kingdom shall not be entitled to notice of a meeting.

41. The Board of Directors shall from time to time elect a Chair who shall be entitled to preside at all meetings of the Board of Directors at which he or she shall be present, and may determine for what period he or she is to hold office, but if no such Chair be elected, or if at any meeting the Chair be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board of Directors present shall choose one of their number to be Chair of the meeting.
42. A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all the regulations of the Company for the time being vested in the Board of Directors generally.
43. The Board of Directors may delegate any of their powers to committees consisting of such member or members of the Board of Directors or others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Directors. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board of Directors so far as applicable and so far as the same shall not be superseded by regulations made by the Board of Directors. Any such committees shall report to the Board of Directors on any decisions taken as soon as possible. No such committee shall incur expenditure on behalf of the Company except in accordance with a budget which has been approved by the Board of Directors.
44. All acts bona fide done by any meeting of the Board of Directors or by any committee of the Board of Directors, or by any person acting as a member of the Board of Directors, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance of office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board of Directors.
45. The Board of Directors shall cause proper minutes to be made of all appointments of officers made by the Board of Directors and of the proceedings of all meetings of the Company and of the Board of Directors and of committees of the Board of Directors, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by

the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

46. A resolution in writing signed by all members for the time being of the Board of Directors or of any committee of the Board of Directors who are entitled to receive notice of a meeting of the Board of Directors or of such committee shall be as valid and effectual as if it had been passed at a duly convened and constituted meeting of the Board of Directors or such committee (as the case may be).

ACCOUNTS

47. The Board of Directors shall cause proper books of account to be kept in accordance with the provisions of Part VII of the Companies Act 1989 with respect to:

(A) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;

(B) all sales and purchases of goods by the Company; and

(C) the assets and liabilities of the Company

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

48. The books of account shall be kept at the registered office or at such other place or places as the Board of Directors shall think fit, and shall always be open to the inspection of the members of the Board of Directors.
49. The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions and/or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board of Directors, and no member (not being a member of the Board of Directors) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board of Directors or by the Company in General Meeting.
50. At the Annual General Meeting in every year the Board of Directors shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more

than ten months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Directors and the Auditors (where applicable), and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed as attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 240 of the Act, be sent to the Auditors (where applicable) and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by the Act.

51. Accounts shall be prepared in accordance with the provisions of the Charities and Companies Acts at the time in force. If the turnover of the Company is within the statutory requirements for having a formal Audit the following provisions shall apply:
- a) Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
 - b) Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Board of Directors being treated as the Directors mentioned in the relevant sections.

NOTICES

52. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his or her registered address as appearing in the register of members.
53. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him or her shall be entitled to have notices served upon him or her at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
54. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving

such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

55. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY

56. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Board of Directors may otherwise be entitled, every member of the Board of Directors 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 on 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.