

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL**

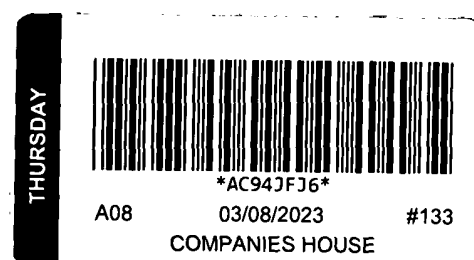
**ARTICLES OF ASSOCIATION
OF
FRAGRANCE FOUNDATION UNITED KINGDOM**

Date of Incorporation: 28 September 1998

Company Number: 03639525

**Updated Articles adopted by Special Resolution passed on
31/7/2023**

**BDB
BDB PITMANS**



COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

FRAGRANCE FOUNDATION UNITED KINGDOM

DEFINITIONS AND INTERPRETATION

1 Definitions and interpretation

1.1 In these Articles the following words and phrases shall have the following meanings unless the context otherwise requires:

Act	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
Articles	means these Articles of Association;
clear days	in relation to a period of notice means a 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	means Fragrance Foundation United Kingdom;
Director	means a director of the Company and includes any person occupying the position of director, by whatever name called;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form	has the meaning given in the Act;
Eligible Director	means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to article 7, any director whose vote is not to be counted in respect of the particular matter);
Interested Director	has the meaning given in article 7;
Member	means a person admitted to membership in accordance with the Articles;

Model Articles	means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229);
Objects	the objects of the Company as set out in Article 4;
Ordinary Resolution	has the meaning given in the Act;
Secretary	means any person appointed to perform the duties of the secretary of the Company;
Special Resolution	has the meaning given in of the Act;
United Kingdom	means the United Kingdom of Great Britain and Northern Ireland;
writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.
- 1.3 All words importing the singular number shall include the plural and vice versa.
- 1.4 Headings in the Articles are used for convenience only and shall not affect the construction or interpretation of the Articles.
- 1.5 The Model Articles shall not apply to the Company.

COMPANY DETAILS

2 Name

- 2.1 The name of the Company is Fragrance Foundation United Kingdom.
- 2.2 The name of the Company may be changed by a resolution of the Directors or otherwise in accordance with the Act.

3 Registered office

The registered office of the Company is to be situated in England and Wales.

OBJECTS AND POWERS

4 Objects

The Company's objects are:

- 4.1 to harness the transformational power of fragrance; and
 - 4.2 to increase growth and expand the love of fragrance through education, inspiration and celebration,
- including by encouraging and promoting the appreciation, use and sale of fragrance products amongst all people.

5 Powers

The Company has power to do anything which is calculated to further the Objects, or any of them, or is conducive or incidental to doing so. In particular, and without limiting the foregoing, the Company's powers include power:

- 5.1 to establish and hold forums, exhibitions, meetings, lectures, training programmes, classes, conferences, seminars or courses either alone or with others;
- 5.2 to cause to be written, printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media;
- 5.3 to lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the Directors, affect or advance the Objects;
- 5.4 to buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;
- 5.5 to borrow and raise money in such manner as the Directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets;
- 5.6 to grant loans of money with or without security, to give guarantees and become or give security for the performance of contracts by any person or persons;
- 5.7 to co-operate, including exchanging information and advice, and enter into arrangements with other bodies, international, national, local or otherwise;
- 5.8 to acquire or merge with any other Company formed for any of the Objects;

- 5.9 to enter into partnership, joint venture or other arrangement with any body with objects similar in whole or part to the Objects;
- 5.10 to affiliate to or accept affiliation from any body with objects similar in whole or part to the Objects;
- 5.11 invest and deal with the funds of the Company not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
- 5.12 to insure and arrange insurance cover of every kind and nature in respect of the Company, its property and assets and take out other insurance policies to protect the Company, its employees, volunteers or members as required;
- 5.13 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company;
- 5.14 to enter into contracts to provide services to or on behalf of other bodies;
- 5.15 provide and assist in the provision of money, materials or other help;
- 5.16 to establish or acquire subsidiary companies to carry on any trade or to assist or act as agents for the Company;
- 5.17 to do all such other lawful things as are incidental or conducive to the attainment of the Objects or any of them.

APPLICATION, PAYMENT OR DISTRIBUTION OF THE COMPANY'S PROPERTY AND INCOME AND LIMITED LIABILITY OF MEMBERS

6 Application of income and property

- 6.1 The income and property of the Company from wherever derived shall be applied solely towards the promotion of the Objects.
- 6.2 No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise. Nothing in these Articles shall prevent any payment in good faith by the Company of:
 - (a) reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
 - (b) any interest on money lent by any Member or any Director at a reasonable and proper rate;
 - (c) reasonable and proper rent for premises demised or let by any Member or Director; or
 - (d) reasonable out-of-pocket expenses properly incurred by any Director.

7 Directors' Conflicts of interests

- 7.1 The Directors may, in accordance with the requirements set out in this article, authorise any Conflict proposed to them by any Director which would, if not authorised, involve a Director (an **Interested Director**) breaching his duty to avoid conflicts of interest under section 175 of the Act.
- 7.2 Any authorisation under this article 7 shall be effective only if:
- (a) to the extent permitted by the Act, the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;
 - (b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
 - (c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.
- 7.3 Any authorisation of a Conflict under this article **Error! Reference source not found.** may (whether at the time of giving the authorisation or subsequently):
- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - (b) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Directors or otherwise) related to the Conflict;
 - (c) provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the Directors in relation to any resolution related to the Conflict;
 - (d) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Directors think fit;
 - (e) provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a Director of the Company) information that is confidential to a third party, he shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
 - (f) permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the Directors and be excused from reviewing papers prepared by, or for, the Directors to the extent they relate to such matters.
- 7.4 Where the Directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the Directors in relation to the Conflict.

- 7.5 The Directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 7.6 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors in accordance with these Articles or by the Company in a general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 7.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
 - (b) shall be an Eligible Director for the purposes of any proposed decision of the Directors (or committee of Directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
 - (c) shall be entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
 - (d) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director;
 - (e) may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
 - (f) shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

8 Limited liability of Members

The liability of the Members is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of the same being wound up while they are a Member, or within one year after they cease to be a Member, for:

- 8.1 payment of the debts and liabilities of the Company contracted before they cease to be a Member,
- 8.2 payment of the costs, charges and expenses of winding up, and
- 8.3 adjustment of the rights of the contributories among themselves.

9 Surplus assets on winding-up or dissolution

- 9.1 If on the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatever of the Company (the **Company's surplus assets**), the same shall not be paid to or distributed among the Members, but shall be applied or transferred:
 - (a) directly for one of more of the Objects;
 - (b) to another body for purposes which are similar to the Objects; or
 - (c) to another body for use for particular purposes falling within the Objects.
- 9.2 The decision on the application or transfer of the Company's surplus assets in accordance with Article 9.1 may be made at or before and in expectation of the winding-up or dissolution:
 - (a) by resolution of the Directors; and
 - (b) subject to any such resolution of the Directors, by resolution of the Members.
- 9.3 In the event of no resolution being passed by the Directors or Members in accordance with this Article on the winding-up or dissolution of the Company, the Company's surplus assets shall be applied for such purposes as directed by the Court.

MEMBERSHIP

10 Members

- 10.1 The Directors from time to time shall be the only Members. A Director shall, by agreeing to become a Director, agree to become a Member and accordingly shall be admitted to membership of the Company on their appointment as Director.
- 10.2 Membership is not transferable.
- 10.3 The Company shall maintain a register of Members.

11 Termination of membership

Membership is terminated if the Member:

- 11.1 dies; or
- 11.2 ceases to be a Director.

MEETINGS OF MEMBERS

12 General meetings

- 12.1 The Directors may call general meetings.
- 12.2 On the requisition of Members pursuant to the Act the Directors shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not sufficient Directors available to form a quorum to call a general meeting, any Director or any Member may call a general meeting in accordance with the provisions of the Act.
- 12.3 General meetings shall be called by at least 14 clear days' notice in accordance with the Act and the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 12.4 A Member is entitled to appoint another person as their proxy to exercise all or any of the Member's rights to attend and to speak and vote at a general meeting of the Company.
- 12.5 No business shall be transacted at any general meeting unless a quorum is present.
- 12.6 Five 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 Member organisation, shall be a quorum.
- 12.7 There shall be a chair of every general meeting:
- (a) The chair, if any, of the Directors shall chair every general meeting of the Company.
 - (b) In the chair's absence the vice-chair, if any, of the Directors shall act as chair.
 - (c) If at any meeting neither the chair nor the vice-chair (if any) is present within ten minutes after the time appointed for the holding of the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting.
- 12.8 A person is able to exercise the right to speak at a general meeting when that person is in a position, during the meeting, to communicate to all those attending the meeting any information or opinions which that person has on the business of the meeting.
- 12.9 A person is able to exercise the right to vote at a general meeting when:
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 12.10 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it (including, but not limited to, attending by means of video conference or any other suitable electronic means).

- 12.11 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 12.12 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

DECISIONS OF MEMBERS

13 Voting at general meetings

- 13.1 A resolution put to the vote of a general 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.
- 13.2 Unless a poll is duly demanded, a declaration by the chair and an entry to that effect in the minutes of proceedings of the Company that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 13.3 In the case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.

14 Votes of members

- 14.1 Every Member shall have one vote.
- 14.2 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 chair whose decision shall be final and conclusive.

15 Written resolutions

- 15.1 Save for a resolution to remove a Director before the expiration of their period of office or to remove an auditor before the expiration of their term of office, any resolution of the Members may be proposed and passed as a written resolution in accordance with the Act.
- 15.2 Any resolution of the Members for which the Act does not specify whether it is to be passed as an Ordinary Resolution or a Special Resolution, shall be passed as an Ordinary Resolution.
- 15.3 A written resolution is passed when the required majority of eligible Members have signified their agreement. The eligible Members are the Members who would have been entitled to vote on the resolution on the date on which the resolution is circulated in accordance with the Act.
- 15.4 A written resolution shall lapse if it is not passed before the end of 28 days beginning with the date on which the resolution is circulated in accordance with the Act.

DIRECTORS

16 Directors

- 16.1 Unless otherwise determined by Ordinary Resolution, the minimum number of Directors shall be three and there is no maximum number of Directors.
- 16.2 A Director may not appoint an alternate director or anyone to act on their behalf at meetings of the Directors.

17 Appointment of Directors

- 17.1 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director for a term of three years by a resolution of the Directors, provided that no appointment of a Director may be made which would cause the number of Directors to exceed any number fixed as the maximum number of Directors.
- 17.2 In any case where, as a result of death, the Company has no Members and no Directors, the personal representatives of the last Member to have died shall have the right, by notice in writing, to appoint a person to be a Director.
- 17.3 For the purposes of Article 17.2, where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member shall be deemed to have survived an older Member.
- 17.4 Subject to Articles 18 and 20 a Director shall hold office until their retirement in accordance with Article 18.

18 Retirement of Directors

- 18.1 A person retiring from the office of Director shall be eligible for re-appointment in accordance with Article 17.1.

19 Removal of Directors

- 19.1 The Company may by Ordinary Resolution of which special notice has been given to the Company in accordance with the Act remove any Director before the expiration of the Director's period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.
- 19.2 The Directors may remove any Director before the expiration of the Director's period of office by a resolution at a meeting of the Directors passed by two-thirds of the Directors (excluding the Director whose proposed removal is the subject of the resolution) provided that:
- (a) the Director proposed to be removed shall have received at least 14 clear days' notice in writing of the proposed resolution and the reasons for the proposal;
 - (b) the Director or, at the option of the Director, the Director's representative, who need not be a Director/ Member, has been permitted to make representations to the meeting; and

- (c) the Directors passing the resolution determine that it is in the best interests of the Company to do so.

20 Disqualification or vacation of office of Directors

The office of Director shall be vacated if:

- 20.1 the Director ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;
- 20.2 the Director becomes bankrupt or makes any arrangement or composition with their creditors generally;
- 20.3 a registered medical practitioner who is treating the Director gives a written opinion to the Company stating that the Director has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 20.4 a court makes an order which wholly or partly prevents the Director from personally exercising any powers or rights which the Director would otherwise have and the Directors resolve that the Director's office be vacated;
- 20.5 the Director resigns from their office by written notice to the Company;
- 20.6 the Director is absent from two or more Directors' meetings occurring in any consecutive 12-month period without leave and the Directors resolve that the Director's office be vacated; or
- 20.7 the Director ceases to be a Member.

21 Powers and duties of the Directors

- 21.1 Subject to the provisions of the Act and the Articles, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company.
- 21.2 No alteration of the Articles shall invalidate anything which the Directors have done before the making of the alteration or the passing of the resolution.
- 21.3 A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

22 Proceedings and decisions of the Directors

- 22.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.
- 22.2 The Directors shall meet at least four times a year.
- 22.3 A meeting of the Directors:
 - (a) may be called by any Director; and
 - (b) shall, at the request of a Director, be called by the Secretary (if any).

- 22.4 Notice of any meeting of the Directors must indicate:
- (a) its proposed date, time and subject matter;
 - (b) where it is to take place; and
 - (c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 22.5 Notice of a meeting of the Directors must be given to each Director, but need not be in writing.
- 22.6 Notice of a meeting of the Directors need not be given to Directors who waive their entitlement to notice of that meeting, which they may do by giving notice to that effect to the Company seven days before or after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 22.7 Directors are to be treated as having waived their entitlement to notice of a meeting if they have not supplied the Company with the information necessary to ensure that they receive the notice before the meeting takes place.
- 22.8 Any Director may participate in a meeting of the Directors by means of video conference, telephone or any other suitable electronic means agreed by the Directors whereby all persons participating in the meeting can communicate with all the other participants and participation in such a meeting shall constitute presence in person at that meeting. If all the Directors participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 22.9 In relation to the quorum for a meeting of the Directors:
- (a) no decision other than a decision to call a meeting of the Directors or a general meeting shall be taken by the Directors unless a quorum participates in the decision-making process;
 - (b) the quorum for decision-making by the Directors is five Directors, or the number nearest to one third of the total number of Directors, whichever is greater, or such larger number as the Directors may decide from time to time;
 - (c) if the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision to appoint further Directors;
 - (d) a Director shall not be counted in the quorum participating in a meeting in relation to a resolution on which the Director is not entitled to vote.
- 22.10 Questions arising at a meeting shall be decided by a majority of votes.
- 22.11 The Directors shall elect a chair, and may elect a vice-chair, from among their number and shall determine the period for which they are to hold office, although they shall always be eligible for re-election.

- 22.12 If at any meeting neither the chair nor the vice-chair (if any) is present within ten minutes after the time appointed for holding the same, or if there is no chair or vice-chair, the Directors present shall choose one of their number to chair the meeting.
- 22.13 In the case of an equality of votes, the chair shall have a second or casting vote. But this does not apply if, in accordance with the Articles, the chair is not to be counted as participating in the decision-making process for quorum or voting purposes. No Director in any other circumstances shall have more than one vote.
- 22.14 Acts done by any meeting of the Directors or of a committee, or by any person acting as a Director, shall not be invalidated by the subsequent realisation that:
- (a) there was some defect in the appointment of any such Director or person acting as a Director, or
 - (b) they or any of them were disqualified, or
 - (c) they or any of them had ceased to hold office as Director, or
 - (d) they or any of them were not entitled to vote on the matter.
- 22.15 Save for a resolution to remove a Director from office under Article 19.2, a resolution in writing, agreed by all the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in like form each agreed by one or more Directors.
- 22.16 Subject to the Articles, the Directors may make any rules which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the Directors.

23 Delegation by the Directors

- 23.1 The Directors may delegate any of their powers or functions to a committee consisting of one or more Directors.
- 23.2 The Directors shall determine the terms of any delegation to such a committee and may impose any conditions which may be revoked or altered.
- 23.3 The terms of any delegation to a committee shall be recorded and kept as part of the Company's records.
- 23.4 All acts and proceedings of committees shall be reported to the Directors fully and promptly.

24 Delegation of day to day management

- 24.1 The Directors may appoint, and delegate day to day management and administration of the Company to one or more managers, including a chief executive officer.
- 24.2 In respect of each manager the Directors shall:
- (a) provide a description of the manager's role; and

- (b) set the limits of the manager's authority.

24.3 The managers shall report regularly and promptly to the Directors on the activities undertaken in accordance with their role.

SECRETARY AND MINUTES

25 Secretary

25.1 Subject to the provisions of the Act, any Secretary shall be appointed by the Directors for such term at such remuneration and on such conditions as the Directors may think fit. Any Secretary so appointed by the Directors may be removed by them.

25.2 A Secretary who is also a Director may not be remunerated save as permitted in accordance with the Articles.

26 Minutes

26.1 The Directors shall ensure that the Company keeps records, in writing, comprising:

- (a) minutes of all proceedings of general meetings;
- (b) copies of all resolutions of Members passed otherwise than at general meetings;
- (c) minutes of proceedings at meetings of the Directors and committees of the Directors, including the names of the Directors present at the meeting;
- (d) copies of all resolutions of the Directors, including those passed otherwise than at a meeting of the Directors; and
- (e) details of appointments of officers made by the Directors.

26.2 The Directors shall ensure that the records comprising 26.1(a) to 26.1(c) above shall be kept for at least 10 years from the date of the meeting or resolution, as the case may be.

ACCOUNTS, RECORDS AND REPORTING

27 Accounts, records and reporting

27.1 The Directors shall comply with the requirements of the Act for keeping financial records, the audit or other scrutiny of accounts (as required) and the preparation and transmission to the Registrar of Companies, as the case may be, of:

- (a) annual reports;
- (b) confirmation statements; and
- (c) annual statements of account.

- 27.2 Accounting records relating to the Company shall be made available for inspection by any Director at any reasonable time during normal office hours.
- 27.3 The Directors shall supply a copy of the Company's latest available statement of account to any Director (or Member) on request, and within two months of the request to any other person who makes a written request and pays the Company's reasonable costs of complying with the request.

COMMUNICATION

28 Means of communication

- 28.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Company.
- 28.2 Subject to the Articles, any notice or other document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked them to be sent or supplied with such notices or documents for the time being.
- 28.3 A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

INDEMNITY

29 Indemnity

- 29.1 Subject to Article 29.2, but without prejudice to any indemnity to which they may otherwise be entitled:
- (a) every Director or former Director shall be indemnified out of the assets of the Company in relation to any liability they incur in that capacity; and
 - (b) every other officer or former officer of the Company may be indemnified out of the assets of the Company in relation to any liability they incur in that capacity.
- 29.2 This Article does not authorise any indemnity to the extent that such indemnity would be rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.