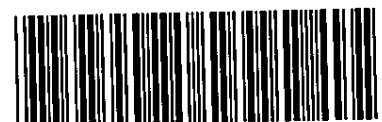


Company Number: 5193649

**THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
HYMERS COLLEGE TRUSTEE LIMITED
Incorporated
on the 30th day of July 2004**

THURSDAY



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07/02/2008
COMPANIES HOUSE

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THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

HYMERS COLLEGE TRUSTEE LIMITED

- 1 The name of the company (hereinafter called "the Company") is Hymers College Trustee Limited
- 2 The registered office of the Company will be situated in England and Wales
- 3
 - 3 1 The objects for which the Company is established are
 - 3 1 1 to act as a trust corporation, to undertake and perform the office and duties of trustee, custodian trustee, executor, administrator, attorney or nominee of or for any person, corporation, association, scheme, unit trust, pension, charity or other trust fund, government, state, local authority or other body,
 - 3 1 2 to hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of, or grant any right or interest in, over or upon any real or personal property of any kind, including contingent and reversionary interests in any property, and to undertake and carry on any business undertaking or transaction,
 - 3 1 3 to apply for and acquire and hold any charters, Acts of Parliament, privileges, monopolies, licences, concessions, patents or other rights, powers or orders from the British Government and Parliament or from any other government or state, or any local or other authority in any part of the world, and to exercise any powers rights or privileges so obtained and to constitute or incorporate the Company in any foreign country or state,
 - 3 1 4 to act solely or jointly with any other person, corporation or body,
 - 3 1 5 to do all such other things as are incidental or conducive to the attainment of the above objects or any of them
 - 3 2 And the Company shall have the following powers
 - 3 2 1 to make application to the Lord Chancellor for consent to act as a Trust Corporation within the meaning of the Law of Property (Amendment) Act 1926,

- 3 2 2 to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections,
- 3 2 3 to sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company,
- 3 2 4 to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like,
- 3 2 5 to borrow or raise money on such terms and on such security as may be thought fit with such consents as are required by law,
- 3 2 6 to take and accept any gift of money, property or other assets whether subject to any special trust or not,
- 3 2 7 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts,
- 3 2 8 to invest moneys 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,
- 3 2 9 to make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions,
- 3 2 10 to engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company and, to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependants,
- 3 2 11 to amalgamate with any companies, institutions, societies or associations,
- 3 2 12 to insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance and to purchase and maintain for any officer of the Company insurance against any liability which by virtue of any rule of law attaches to him in respect of any negligence default breach of duty or breach of trust of which he may be guilty in relation to the Company,
- 3 2 13 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company,
- 3 2 14 to do all such other lawful things as shall further the attainment of the objects of the Company or any of them

- 4 The affairs of the Company shall at all times be conducted with a view to avoiding the acquisition of any profit or gain but if any profit or gain shall nonetheless be acquired by the Company it shall be applied in furthering the objects of Hymers College
- 5 The Company shall not be entitled to charge remuneration for the performance of the office and duties set out in Clause 3 hereof
- 6 The liability of the members is limited
- 7 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 is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he 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

We, the subscribers of this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Date

Witness to the above signatures

THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

HYMERS COLLEGE TRUSTEE LIMITED

INTERPRETATION

1 In these Articles

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

"Address" in Articles 71 and 72 includes, in relation to Electronic Communications, any number or address used for the purposes of such communications,

"the Articles" means the Articles of Association of the Company,

"Clear Days" in relation to the period of a notice means that 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,

"Clerk to the Governors" means the company secretary or any other person appointed to perform the duties of the company secretary, including a joint, assistant or deputy Clerk to the Governors,

"Communication" has the meaning given in the Electronic Communications Act 2000,

"Co-optative Governor" means a Governor appointed pursuant to Articles 40 or 41,

"Electronic Communication" has the meaning given in the Electronic Communications Act 2000,

"Executed" includes any mode of execution,

"Governors" means the Co-optative Governors, the Hymers Governors and the Nominative Governors,

"Hymers College" means the registered charity numbered 529,820 known as Hymers College, Kingston upon Hull established by the Scheme,

"Hymers Governor" means a Governor appointed pursuant to Articles 32 or 33,

"the Memorandum" means the Memorandum of Association of the Company,

"Nominative Governor" means a Governor appointed pursuant to Articles 35 or 36,

"Nominator" means any of the persons specified in Article 36,

"Office" means the registered office of the Company,

"the Scheme" means the Charity Commission Scheme L3/529,820/1 dated 15 February 1978 (as varied and amended) relating to Hymers College,

"the United Kingdom" means Great Britain and Northern Ireland

2 Unless the context otherwise requires in the Articles

2 1 words or expressions 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, and

2 2 words denoting the singular include the plural and vice versa, words denoting any one gender include all genders, words denoting persons include firms, corporations, unincorporated associations and other bodies

3 In the Articles directors have been termed "Governors" and the company secretary has been termed "Clerk to the Governors" Governors shall be characterised as and treated for all purposes as directors The Clerk to the Governors shall be characterised as and treated for all purposes as the company secretary

MEMBERS

4 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company No person shall be admitted a member unless he is appointed by the Governors in accordance with the Articles

5 A member may at any time withdraw from the Company by giving at least seven Clear Days' notice to the Company Membership shall not be transferable and shall cease on a member reaching the age of seventy-five

6 Each Governor from time to time shall also be a member Upon ceasing to be a Governor each member shall cease to be a member and vice versa

7 No teacher or other employee of Hymers College shall be a member, Governor or member of any committee of the Governors

8 The Governors may terminate the membership of any member but the requirements of natural justice shall be respected and a member shall be entitled to be heard in his own defence by the Governors or a committee of the Governors provided that

8 1 the Governors shall not be entitled to remove a member who is a Hymers Governor as a member whilst he remains a Hymers Governor,

8 2 the Governors shall be bound to act in accordance with a notice to remove a Nominative Governor served by his Nominator

GENERAL MEETINGS

9 Not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next provided that so long as the Company holds its first annual general

meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting in each year shall be held at such time and place as the Governors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

- 10 The Governors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Governors to call a general meeting, any Governor may call a general meeting.

NOTICE OF GENERAL MEETINGS

- 11 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one Clear Days' notice. All other extraordinary general meetings shall be called by at least fourteen Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed.

11.1 in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting, and

11.2 in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety five per cent 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.

- 12 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 13 No business shall be transacted at any meeting unless a quorum is present. Seven persons present at a general meeting and entitled to vote upon the business to be transacted shall be a quorum.

- 14 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the members may determine.

- 15 The chairman of the Company or in his absence the vice-chairman of the Company or in the vice-chairman's absence some other Governor nominated by the members present at the general meeting shall preside as chairman of the meeting.

- 16 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.

- 17 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 provisions of the Act, a poll may be demanded by the chairman or by at least two members having the right to vote at the meeting
- 18 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
- 19 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
- 20 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
- 21 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith A poll demanded on any other question shall be taken either forthwith or at such other time and place as the chairman directs not being more than thirty days after the poll is demanded The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made
- 22 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded In any other case at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken
- 23 A resolution in writing executed by 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 a general meeting duly convened and held and may consist of several instruments in the like form each executed by one or more members

VOTES OF MEMBERS

- 24 Unless otherwise stated in the Articles
- 24 1 on a show of hands every member present in person shall have one vote, and
- 24 2 on a poll every member present in person shall have one vote
- 25 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the relevant general meeting shall be entitled to a casting vote in addition to any other vote he may have
- 26 Each member shall hold the same voting rights apart from a Hymers Governor who shall carry one hundred votes (provided that a Hymers Governor shall only have one vote on his proposed removal in the circumstances contemplated in Article 50 1 and/or Article 51)
- 26 1 on any resolution which proposes or has the effect that he will be removed as a Governor before the age of seventy-five, or

26 2 on any resolution to amend or remove this Article

27 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

28 No member shall be entitled to appoint a proxy

NUMBER OF GOVERNORS

29 Unless otherwise determined by ordinary resolution, the number of Governors shall be not less than seven and not more than twenty-three

CLASS, APPOINTMENT AND RETIREMENT OF GOVERNORS

30 There shall be three classes of Governors within the Company to be known as "Hymers Governors", "Nominative Governors" and "Co-optative Governors"

31 The Governors shall not be required to retire by rotation

32 The subscribers shall appoint as Hymers Governors those individuals who immediately before the incorporation of the Company were "Hymers Governors" pursuant to the Scheme There shall be not more than six Hymers Governors

33 Subject to Article 32, the power to appoint a Hymers Governor shall vest solely in the Hymers Governors

34 Each Governor shall retire upon reaching the age of seventy-five unless his office is vacated earlier pursuant to the Articles

35 The subscribers shall appoint as Nominative Governors those individuals who immediately before the incorporation of the Company were "Nominative Governors" pursuant to the Scheme Subject to the Articles, each such Nominative Governor shall hold office for the balance of the term created by his appointment pursuant to the Scheme There shall be not more than seven Nominative Governors

36 Subject to Article 35, the Nominative Governors will be appointed by the following persons

36 1 One by the Kingston upon Hull City Council,

36 2 One by the Hebdomadal Council of the University of Oxford,

36 3 One by the Council of the Senate of the University of Cambridge,

36 4 One by the Council of the University of Hull,

36 5 Two by the Council of the Old Hymerians' Association, and

36 6 One by the Council of the Hymers College Association

- 37 Subject to Article 35 and the Articles, each Nominative Governor shall hold office for a term of three years ("the Term of Office") unless he is removed earlier by his Nominator. After the expiry of the Term of Office, each Nominative Governor may be re-appointed by his Nominator, but subject to a maximum of four Terms of Office.
- 38 Subject to Articles 35 and 50, the power to appoint or remove a Nominative Governor shall vest solely in his Nominator.
- 39 The Governors shall inform a Nominator as soon as reasonably practicable of its Nominative Director vacating his office.
- 40 The subscribers shall appoint as Co-optative Governors those individuals who immediately before the incorporation of the Company were "Co-optative Governors" pursuant to the Scheme. Subject to the Articles, each such Co-optative Governor shall hold office for the balance of the term created by his appointment pursuant to the Scheme. There shall be not more than ten Co-optative Governors.
- 41 Subject to Article 40 and the Articles, the Governors shall have the power to appoint a Co-optative Governor from time to time.
- 42 Subject to Article 40 and the Articles, each Co-optative Governor shall hold office for a term of five years ("the Term of Office") unless he is removed earlier in accordance with the Articles. After the expiry of the Term of Office each Co-optative Governor may be re-appointed by the Governors, but subject to a maximum of four Terms of Office.
- 43 The appointment or removal of a Governor (of any class) shall be by notice signed by or on behalf of the person making the appointment or removal addressed to the Clerk to the Governors. Any such notice shall be effective at the meeting of the Governors next following delivery of the notice to the Office.
- 44 Subject to the Articles, a retiring Governor shall be eligible for re-appointment but shall not be entitled to vote on his re-appointment.
- 45 No Governor shall be entitled to appoint an alternate or proxy for any purpose.

POWERS OF GOVERNORS

- 46 Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Company shall be managed by the Governors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles shall invalidate any prior act of the Governors which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Governors by the Articles and a meeting of Governors at which a quorum is present may exercise all powers exercisable by the Governors.
- 47 The Governors 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, excluding authority for the agent to delegate all or any of his powers.

COMMITTEES OF GOVERNORS

- 48 The Governors may delegate any of their powers to any committee consisting of two or more Governors or other persons provided that the majority of members of a committee shall be Governors. Any such delegation may be made subject to any conditions the Governors may impose, either collaterally with or to the exclusion of their own powers, and any such conditions may be

revoked or altered Subject to any such conditions, the proceedings of such a committee shall be governed by the Articles regulating the proceedings of Governors so far as they are capable of applying

DISQUALIFICATION AND REMOVAL OF GOVERNORS

- 49 The office of a Governor shall be vacated if
- 49 1 he ceases to be a Governor by virtue of any provision of the Act or he becomes prohibited by law from being a Governor, or
 - 49 2 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - 49 3 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 1984, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
 - 49 4 he resigns his office by notice to the Company, or
 - 49 5 he ceases to be a member
- 50 The Governors may by majority decision at a meeting of the Governors
- 50 1 remove from office a Governor (of any class) who shall fail to attend without permission of the Governors all meetings of Governors for a period of twelve consecutive months, and/or
 - 50 2 remove from office any Co-optative or Nominative Governor whose removal is, in the opinion of the Governors, in the best interests of the Company or Hymers College
- 51 The Hymers Governors may by majority at a meeting of the Hymers Governors remove from office any Hymers Governor whose removal is, in the opinion of the Hymers Governors, in the best interests of the Company or Hymers College

REMUNERATION OF GOVERNORS

- 52 The Governors shall not be entitled to any remuneration from the Company

GOVERNORS' EXPENSES

- 53 The Governors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Governors or committees of Governors or otherwise in connection with the discharge of their duties

GOVERNORS' INTERESTS

- 54 Subject to the provisions of the Act and provided that he has disclosed to the Governors the nature and extent of any material interest of his, a Governor notwithstanding his office
- 54 1 may be a party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested,
- 54 2 may be a Governor or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested, and
- 54 3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit
- 55 For the purposes of Article 54
- 55 1 a general notice given to the Governors that a Governor is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Governor has an interest in any such transaction of the nature and extent so specified, and
- 55 2 an interest of which a Governor has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

PROCEEDINGS OF GOVERNORS

- 56 Subject to the provisions of the Articles, the Governors may regulate their proceedings as they think fit Three or more Governors may, and the Clerk to the Governors at the request of three or more Governors shall, call a meeting of the Governors It shall not be necessary to give notice of a meeting to a Governor 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
- 57 The Governors shall hold at least one Governors' meeting per school term of Hymers College The Governors shall in respect of each financial year lay before the Company in the meeting of Governors held in the autumn term of Hymers College next following the end of the financial year in question copies of the Company's annual accounts, the Governors' report and the auditors' report on those accounts
- 58 The quorum for the transaction of the business of the Governors may be fixed by the Governors and unless so fixed at any other number shall be seven
- 59 The continuing Governors or a sole continuing Governor may act notwithstanding any vacancies in their number, but, if the number of Governors is less than the number fixed as the quorum, the continuing Governors or Governor may act only for the purpose of filling vacancies or of calling a general meeting
- 60 The Governors may appoint one of their number to be the chairman and another of their number to be vice-chairman of the Governors The chairman and the vice-chairman shall hold office for three

years from the date of their respective appointments. A chairman or vice-chairman shall be eligible for re-election. The Governors may at any time remove a chairman or vice-chairman from that office. Unless he is unwilling to do so, the Governor appointed as chairman shall preside at every meeting of Governors at which he is present otherwise the vice-chairman shall preside at that meeting. If neither the chairman nor the vice-chairman is willing to preside or neither of them is present within five minutes after the time appointed for the meeting, the Governors present may appoint one of their number to be chairman of the meeting. The chairman and vice-chairman shall be required to retire from their respective offices at the age of seventy.

- 61 All acts done by a meeting of Governors, or of a committee of Governors, or by a person acting as a Governor shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Governor or that any of them was disqualified from holding office, or had vacated office, or was 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 Governor and had been entitled to vote.
- 62 A resolution in writing signed by all the Governors entitled to receive notice of a meeting of Governors or of a committee of Governors shall be as valid and effectual as if it had been passed at a meeting of Governors or (as the case may be) a committee of Governors duly convened and held and may consist of several documents in the like form each signed by one or more Governors.
- 63 A Governor shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 64 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Governor from voting at a meeting of Governors or of a committee of Governors.
- 65 Where proposals are under consideration concerning the appointment of two or more Governors the proposals may be divided and considered in relation to each Governor separately and (provided he is not for another reason precluded from voting) each of the Governors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 66 If a question arises at a meeting of Governors or of a committee of Governors as to the right of a Governor to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Governor other than himself shall be final and conclusive.
- 67 Any of the Governors or any member of a committee of the Governors can take part in a meeting of the Governors or meeting of a committee of the Governors by way of
- 67 1 a video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting or
- 67 2 a series of video conferences or telephone calls from the chairman of the meeting.

Taking part in this way shall be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the chairman shall be treated as taking place where the chairman is. Otherwise meetings shall be treated as taking place where the largest group of the participants are or if there is no such group where the chairman is unless the Governors decide otherwise.

CLERK TO THE GOVERNORS

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

MINUTES

- 69 The Governors shall cause minutes to be made in books kept for the purpose
- 69 1 of all appointments of officers made by the Governors, and
- 69 2 of all proceedings at meetings of the Company, and of the Governors, and of committees of Governors, including the names of the Governors present at each such meeting

THE SEAL

- 70 The Seal, if any, shall only be used by the authority of the Governors or of a committee of Governors authorised by the Governors. The Governors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Governor and by the Clerk to the Governors or by two Governors

NOTICES

- 71 Any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using Electronic Communications to an Address for the time being notified for that purpose to the person giving the notice
- 72 The Company may give any notice to a member or Governor either personally or by sending it by post in a prepaid envelope addressed to the member or Governor at his last known Address or by leaving it at that Address or by giving it using Electronic Communications to an Address for the time being notified to the Company by the member or Governor
- 73 A member or Governor present at any meeting shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called
- 74 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an Electronic Communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted or, in the case of a notice contained in an Electronic Communication, at the expiration of forty-eight hours after the time it was sent

INDEMNITY AND INSURANCE

- 75 Subject to the provisions of the Act but without prejudice to any indemnity to which a Governor may otherwise be entitled, every Governor, Clerk to the Governors 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 is 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

- 4
- 76 The Governors shall have power to purchase and maintain for any Governor, Clerk to the Governors other officer or auditor of the Company insurance against any such liability as is referred in section 310 (1) of the Act and, subject to the provisions of the Act, against any other liability which may attach to him, or loss or expenditure which he may incur, in relation to anything done or alleged to have been done, or omitted to be done, as a Governor, Clerk to the Governors other officer or auditor

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Date

Witness to the above signatures