

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

ARTICLES OF ASSOCIATION

OF

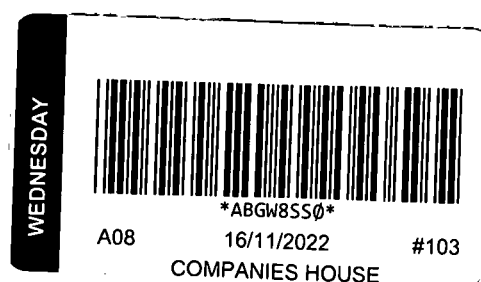
LABXCELL LIMITED

(Adopted by Special Resolution passed on 07.01.2021)

1. **PRELIMINARY**

1.1. In these articles:

"the Act"	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
"the articles"	means the articles of association of the company for the time being in force;
"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;
"communication"	means the same as in the Electronic Communications Act 2000. "electronic communication" means the same as in the Electronic Communications Act 2000;
"Code of Conduct"	means the Company's code of conduct for board members Edition 001, and any update, amendment or replacement to the same as made by the decision of a majority of the board of directors from time to time;
"Conflict"	means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the company;
"executed"	includes any mode of execution;
"Model Articles"	means the model articles for private companies limited by guarantee contained in Schedule 2 to the



Companies (Model Articles) Regulations  
2008 (SI 2008/3229);

"Terms of Reference"	means the terms of reference for the board of directors of the Company Edition 002, and any update, amendment or replacement to the same as made by a decision of the majority of the Members from time to time;
"Objects"	means the objects of the company as stated in article 2;
"office"	means the registered office of the company;
"the seal"	means the common seal of the company;
"secretary"	means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary; and
"the United Kingdom"	means Great Britain and Northern Ireland.

- 1.2. Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act. Any references in these articles to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force. In these articles the masculine includes the feminine and, where appropriate, the singular includes the plural.

- 1.3. The Model Articles do not apply to the company.

2. **OBJECTS**

- 2.1. The company's objects are:

- 2.1.1. to advance external quality assessment in the field of cellular pathology and related areas;
- 2.1.2. to advance scientific knowledge of cellular pathology;
- 2.1.3. to promote education and learning of the science of cellular pathology;
- 2.1.4. to improve the quality provided by practitioners in the field of cellular pathology and related areas;
- 2.1.5. to help enhance the quality of healthcare provision;

- 2.1.6. to carry on any other trade or business which may seem to the company capable of being conveniently carried on in connection with the objects specified in sub-articles 2.1.1 to 2.1.4 hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the company.
- 2.2. In pursuance of the objects, but not further or otherwise, the company has the power to:
  - 2.2.1. accept (or disclaim) any gift of money, legacy or other property;
  - 2.2.2. raise funds by way of subscription, donation or otherwise;
  - 2.2.3. trade in the course of carrying out the Objects;
  - 2.2.4. establish or purchase companies to carry on any trade;
  - 2.2.5. to purchase take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock in trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the company's business or any branch or department thereof;
  - 2.2.6. borrow or raise money and to give security for money borrowed or grants or other obligations by mortgage, charge, lien or other security on the company's property and assets, subject to such consents as may be required by law;
  - 2.2.7. lend and give credit to, take security for such loans or credit and enter into guarantees or give security for the performance of contracts by any person or company;
  - 2.2.8. buy, lease, hire or otherwise acquire and deal with any real or personal property and any rights or privileges of any kind over or in respect of any real or personal property and maintain, alter, improve, manage, develop, construct, repair or equip it for use;
  - 2.2.9. set aside funds for particular purposes or as reserves against future expenditure;
  - 2.2.10. co-operate with other bodies and to exchange information and advice with them;
  - 2.2.11. establish or support or aid in the establishment and support of any organisation formed for objects similar to any or all of the Objects;
  - 2.2.12. enter into partnership or other arrangement with any other body with objects similar to any or all of the Objects;

3.1. The income and property of the Company shall be applied solely towards the promotion of the Objects of the Company and none of the income or property of the Company may be paid or transferred directly or indirectly by

### 3. APPLICATION OF INCOME AND PROPERTY

- 2.2.24. do anything lawful which is calculated to further the Objects or is conducive or incidental to doing so.
- 2.2.23. provide and assist in the provision of money, materials or other aid;
- 2.2.22. organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 2.2.21. alone or with other organisations, seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities are confined to those permitted by law.
- 2.2.20. open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 2.2.19. take out such insurance policies as are necessary to protect the company;
- 2.2.18. employ and remunerate any person or persons as necessary for the proper pursuit of the Objects and make reasonable provision for the payment of pensions for employees and their dependents;
- 2.2.17. promote, undertake and commission research, surveys, studies or other work and to disseminate the useful results;
- 2.2.16. publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes, instructional matter and any other form of information in or on any media;
- 2.2.15. provide or procure the provision of advice;
- 2.2.14. enter into contracts to provide services to or on behalf of other bodies;
- 2.2.13. acquire, amalgamate or merge with, or undertake all or any of the property, liabilities and engagements of any body with objects similar to any or all of the Objects;

way of dividend bonus or otherwise by way of profit to any member of the Company.

3.2. This shall not prevent any payment in good faith by the company of:

- 3.2.1. a benefit to any Member in the capacity of a beneficiary of the Company;
- 3.2.2. reasonable and proper remuneration to any Member for any goods or services supplied to the company in accordance with the Terms of Reference;
- 3.2.3. interest on money lent by a Member to the Company at a reasonable and proper rate;
- 3.2.4. reasonable and proper rent for premises demised or let by a Member to the company; and
- 3.2.5. any payment to a Member who is also a Director which is permitted under article 16.

#### **4. WINDING UP**

4.1. On the winding up or dissolution of the company, after provision has been made for all its debts and liabilities, any assets or property that remain (the company's remaining assets) shall not be paid or distributed to the Members but shall be applied or transferred:

- 4.1.1. directly for one or more of the Objects;
- 4.1.2. to any not for profit company or company for purposes similar to the Objects; or
- 4.1.3. to any not for profit company or company for particular purposes falling within the Objects.

4.2. The decision on who is to benefit from the company's remaining assets, pursuant to article 4.1 may be made by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the Directors at or before the time of winding up or dissolution.

#### **5. LIABILITY OF MEMBERS**

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

- 5.1.1. payment of the company's debts and liabilities contracted before they cease to be a Member;

5.1.2. payment of the costs, charges and expenses of the winding up;  
and

5.1.3. adjustment of the rights of the contributories among themselves.

## **6. MEMBERS**

6.1. 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. The Directors from time to time shall be the only Members. A Director shall become a Member on becoming a Director.

6.2. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require executed by them.

6.3. A member may at any time withdraw from the Company by giving notice to the Company.

6.4. Membership shall not be transferable.

6.5. A member shall cease to be a member if they:

6.5.1. cease to be a Director; or

6.5.2. die.

## **7. GENERAL MEETINGS**

7.1. All general meetings other than annual general meetings shall be called extraordinary general meetings.

7.2. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith 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 directors to call a general meeting any director or any member of the company may call a general meeting.

## **8. NOTICE OF GENERAL MEETINGS**

8.1. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director 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

8.1.1. in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

- 8.1.2. 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.
- 8.2. 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, to the directors and to the auditors.
- 8.3. 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.
9. **PROCEEDINGS AT GENERAL MEETINGS**
- 9.1. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member, shall be a quorum.
- 9.2. 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 time and place as the directors may determine and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved.
- 9.3. The chairperson, if any, of the board of directors or in their absence some other director nominated by the directors shall preside as chairperson of the meeting, but if neither the chairperson nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairperson and, if there is only one director present and willing to act, they shall be chairperson.
- 9.4. If no director is willing to act as chairperson, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairperson.
- 9.5. The chairperson 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.

9.6. 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—

9.6.1. by at least two members having the right to vote at the meeting;  
or

9.6.2. by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

9.7. Unless a poll is duly demanded a declaration by the chairperson 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.

9.8. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson 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.

9.9. A poll shall be taken as the chairperson 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.

9.10. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

## **10. VOTES OF MEMBERS**

10.1. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

10.2. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote



shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

- 10.3. 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 chairperson whose decision shall be final and conclusive.
- 10.4. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)—

..... Limited

I/We, of, being a member/members of the above-named company, hereby appoint, of, or failing them, of „as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the company to be held on ..... 20 , and at any adjournment thereof.

Signed on ..... 20"

- 10.5. Where it is desired to afford members an opportunity of instructing the proxy how they shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)-

..... Limited

I/We, of, being a member/members of the above-named company, hereby appoint, or failing them, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the company to be held on 20 , and at any adjournment thereof

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1. \*for \*against

Resolution No 2 \*for \*against.

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of ..... 20."

- 10.6. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may—

- 10.6.1. in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy

sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

- 10.6.2. in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications

10.6.2.1. in the notice convening the meeting, or

10.6.2.2. in any instrument of proxy sent out by the company in relation to the meeting, or

10.6.2.3. in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting, be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

10.6.2.4. in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

10.6.2.5. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairperson or to the secretary or to any director,

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid In this article and in article 28 "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

- 10.7. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received, before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of

a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

**11. NUMBER OF DIRECTORS AND APPOINTMENT**

- 11.1. The number of directors (other than alternate directors) shall not be subject to any maximum, but shall not be less than six (6), and shall at all times require there to be at least one(1) executive director, and one (1) non-executive director.

Commented [WR1]: Amended to reflect the fact that we have only one executive director and many non-excutive directors.

- 11.2. Any person who is willing to act as a Director, and who is permitted by law to do so and has provided a written notice of willingness, including a statement that they shall comply with the Code of Conduct, the Terms of Reference and the Articles, may be appointed to be a Director by resolution of the Directors.

- 11.3. Where a maximum number of Directors has been fixed, the appointment of a Director must not cause that number to be exceeded.

**12. POWERS OF DIRECTORS**

- 12.1. Subject to the provisions of the Act, the articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

- 12.2. The directors 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 including authority for the agent to delegate all or any of his powers.

- 12.3. The directors shall at all times comply with the Code of Conduct and the Terms of Reference.

**13. DELEGATION OF DIRECTORS' POWERS**

- 13.1. The directors may delegate any of their powers to any committee consisting of one or more directors and (if thought fit) one or more other persons. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by such person. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

- 13.2. A director shall not be required to vacate their office and no person shall be ineligible for appointment or re-appointment as a director by reason of them attaining the age of 70 or any other age.

14. **RETIREMENT**

- 14.1. Executive Directors will hold office for an initial period of three (3) years from the date of their appointment, after which they will be automatically deemed to have resigned, unless they submit themselves for re-appointment and are re-appointed by ordinary resolution. There is no limit on how many successive terms of three (3) years an Executive Director can serve, subject to having been re-appointed in each case pursuant to this clause.
- 14.2. Non-Executive Directors will hold office for an initial period of three (3) years from the date of their appointment, after which they will be automatically deemed to have resigned, unless they submit themselves for re-appointment and are re-appointed by ordinary resolution. A Non- Executive Director may only hold office for a total of nine (9) years, and thereafter shall be deemed to have resigned, unless a unanimous decision of the Board of Directors resolves to propose an extension to such a term due to the value of that individual's continued input in regard to the objectives and strategy of UK NEQAS CPT, and having proposed such extension, the same is approved by ordinary resolution.
- 14.3. No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless:
- 14.3.1. they are recommended by the directors, or
- 14.3.2. not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if they were so appointed or reappointed, be required to be included in the company's register of directors together with notice executed by that person of their willingness to be appointed or reappointed.
- 14.4. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose them at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if they were so appointed or reappointed, be required to be included in the company's register of directors.

Commented [WR2]: Amended to ensure it remains a Board decision

- 14.5. Subject as aforesaid, the company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.
- 14.6. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors.
- 14.7. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, they shall vacate office at the conclusion thereof.
- 14.8. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If they are not reappointed, they shall remain office until the meeting appoints someone in their place, or if it does not do so, until the end of the meeting.

15. **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 15.1. The office of a director shall be vacated if:
- 15.1.1. The individual ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
  - 15.1.2. the individual becomes bankrupt or makes any arrangement or composition with their creditors generally, or
  - 15.1.3. is the individual is, or may be, suffering from mental disorder and either:
    - 15.1.3.1. is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
    - 15.1.3.2. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs; or
  - 15.1.4. they resign their office by notice to the company; or

- 15.1.5. the director is in substantial breach of the Terms of Reference or the Code of Conduct, and it is resolved by a majority of the board of directors (excluding that director) that the director shall be removed from office;
- 15.1.6. they shall have been absent without permission of the directors from 3 consecutive meetings of directors, or from 25% of all meetings of the directors held during any 12 month period, and the directors resolve that their office be vacated.

16. **REMUNERATION OF DIRECTORS**

The directors shall be entitled to such remuneration and expenses in accordance with the Terms of Reference.

17. **DIRECTORS' APPOINTMENTS AND INTERESTS**

- 17.1. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for their employment by the company or for the provision by them of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for their services as they think fit.
- 17.2. Any appointment of a director to an executive office under article 17.1 shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the company.
- 17.3. 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 their duty to avoid conflicts of interest under section 175 of the Act.
- 17.4. Any authorisation under this article 17 shall be effective only if:
  - 17.4.1. 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;
  - 17.4.2. any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
  - 17.4.3. 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.

- 17.5. Any authorisation of a Conflict under this article 17 may (whether at the time of giving the authorisation or subsequently):
- 17.5.1. extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
  - 17.5.2. 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;
  - 17.5.3. 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;
  - 17.5.4. impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
  - 17.5.5. provide that, where the Interested Director obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a director of the Company) information that is confidential to a third party, they 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
  - 17.5.6. permit the Interested Director to absent themselves 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.
- 17.6. Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the directors in relation to the Conflict.
- 17.7. 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.
- 17.8. 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 they derive 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 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.
- 17.9. Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided they have declared the nature and extent of their

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:

- 17.9.1. 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;
- 17.9.2. 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 they are interested;
- 17.9.3. 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 they are interested;
- 17.9.4. may act by themselves or their firm in a professional capacity for the company (otherwise than as auditor) and they or their firm shall be entitled to remuneration for professional services as if they were not a director;
- 17.9.5. 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
- 17.9.6. shall not, save as they may otherwise agree, be accountable to the company for any benefit which they (or a person connected with them (as defined in section 252 of the Act)) derive 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 their duty under section 176 of the Act.

#### **18. DIRECTORS' GRATUITIES AND PENSIONS**

- 18.1. The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary, and for any member of their family (including a spouse and a former spouse) or any person who is or was dependent on them, and may (as well before as after they cease to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.



**19. PROCEEDINGS OF DIRECTORS**

- 19.1. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors.
- 19.2. Notice of a meeting of the directors must be given to each director, but need not be in writing. The notice must specify:
  - 19.2.1. the time, date and place of the meeting;
  - 19.2.2. the general particulars of the business to be considered at the meeting; and
  - 19.2.3. if it is anticipated that the 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.
- 19.3. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.
- 19.4. A director who is also an alternate director shall be entitled in the absence of their appointor to a separate vote on behalf of their appointor in addition to their own vote.
- 19.5. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be 50% of eligible directors, plus one, rounded up to the nearest whole number of eligible directors.. A person who holds office only as an alternate director shall, if their appointor is not present, be counted in the quorum.
- 19.6. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors may act only for the purpose of filling vacancies or of calling a general meeting.
- 19.7. The directors may appoint one of their number to be the chairperson of the board of directors and may at any time remove them from that office. Unless they are unwilling to do so, the director so appointed shall preside at every meeting of directors at which they are present, but if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
- 19.8. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or

were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

- 19.9. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors, but a resolution signed by an alternate director need not also be signed by their appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
- 19.10. Any director may participate in a meeting of the directors in person or by means of video conference, telephone or any suitable electronic means agreed by the directors and by which all those participating in the meeting are able to communicate with all other participants.
- 19.11. 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.

**20. SECRETARY**

Subject to the provisions of the Act, the directors may from time to time decide to appoint a secretary who shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

**21. MINUTES**

- 21.1. The directors shall cause minutes to be made in books kept for the purpose:

- 21.1.1. of all appointments of officers made by the directors;
- 21.1.2. of all proceedings at general meetings of the company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting; and
- 21.1.3. copies of resolutions of the company and of the directors, including those passed otherwise than at meetings.

**22. Communications**

- 22.1. 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.

22.2. Subject to the Articles, any notice or 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 to be sent or supplied with such notices or documents for the time being.

22.3. 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.

23. **INDEMNITY**

23.1. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against:

23.1.1. any liability incurred by that director in defending any proceedings, whether civil or criminal, in which judgment is given in the director's favour or in which the director is acquitted or in connection with any application in which relief is granted to the director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company, and

23.1.2. all losses or liabilities incurred by the director in or about the execution and discharge of the duties of their office.