

The Companies Acts 1985, 1989 and 2006

**Company Limited by Guarantee
and not having a share capital**

Memorandum of Association

of

Arts Gateway MK Ltd

1 Company Limited by Guarantee with no share capital

The Company is to be a company limited by guarantee.

2 NAME

The Company's name is "Arts Gateway MK Limited".

3 REGISTERED OFFICE

The Company's registered office will be in England and Wales.

At the meeting of the Directors of Arts Gateway MK Ltd on Tuesday 11th November 2008 the Directors resolved to amend the Memorandum and Articles to read:

4 OBJECTS

The objects of the Company shall be to foster and develop the arts in the Unitary Council area of Milton Keynes (hereinafter called "The Area Of Benefit").

5. POWERS

The Company has the power to do anything which is incidental or conducive to the furtherance of its object.

- a) To act as a co-ordinating body for individuals and organisations (both amateur and professional) in the furtherance of activities which promote the objects of the Company in the area of benefit to provide the means of liaison between such individuals and organisations and the appropriate Committee or Committees of the local authority.
- b) To offer arts development and funding services to individuals and organisations.
- c) To provide a means for bringing to the attention of the inhabitants of the area of benefit the work of creative artists in all fields of the arts.
- d) To do all such things necessary to the attainment of the foregoing objects.

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COMPANIES HOUSE

- e) To purchase, take on lease, or in exchange, hire or otherwise acquire real property and rights or privileges, and to construct, maintain and alter buildings or erections;
- f) To sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company;
- g) To purchase or otherwise acquire plant and machinery including, without limitation, 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;
- h) 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;
- i) To take and accept any gift of money, property or other assets whether subject to any special trust or not;
- j) To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
- k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- l) To invest moneys of the Company 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;
- m) 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, 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 to be agreed by the Company at the relevant time.
- n) To pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- o) On the dissolution of the Company after all liabilities have been settled any remaining assets are transferred to an organization with similar objectives as the Company

6. LIMITED LIABILITY

The liability of the Members is limited.

7. GUARANTEE

Every Member of the Company undertakes to contribute a sum not exceeding £1 to the assets of the Company if it is wound up during his, her or its membership or within one year afterwards:

- (a) for payment of the debts and liabilities of the Company contracted before he, she or it ceased to be a Member;
- (b) for the costs, charges and expenses of winding up; and
- (c) for the adjustment of the rights of the contributories among themselves.

The Companies Acts 1985, 1989 and 2006

**Company Limited by Guarantee
and not having a share capital**

**Articles of Association
of
Arts Gateway MK Limited**

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PART ONE: DEFINITIONS AND INTERPRETATION

1 DEFINITIONS

In these Articles the following terms shall have the following meanings.

Term	Meaning
"The Companies Acts" 1985 and 1989 and 2006	the Companies Act 1985 ;1989 and 2006 including any statutory modification or re-enactment thereof for the time being in force
"address"	in relation to electronic communications, includes any number or address used for the purposes of such communications
"Articles"	the Company's Articles of Association
"Chair"	the meaning given in article 16
"Charity"	(except in the phrases "Scottish Charity" and "Northern Ireland Charity") the meaning given by Section 96 of the Charities Act 1993
"clear days"	in relation to the period of a notice, 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
"Company"	Arts Gateway MK Limited
"Director"	a Director of the Company, including any person occupying the position of Director, by whatever name called
"Directors' functions"	the meaning given in article 4(1)
"electronic communication"	the meaning given in the Electronic Communications Act 2000
"in writing"	written printed or transmitted writing including by electronic communication
"majority decision"	the meaning given in article 11
"Members"	the members of the Company as defined in the 1985 Act
"Memorandum"	the Company's Memorandum of Association
"Northern Ireland"	a charity within the meaning of the Charities Act

Charity"	(Northern Ireland) 1964
"Regulations"	the Companies Act 1985 and 1989 and 2006 including any statutory modification or re-enactment thereof for the time being in force
"Regulator"	Companies House
"relevant quorum"	the meaning given in article 15(1)
"remuneration"	any reasonable payment or benefit received, or to be received, by a Director or employee of the Company in consideration for that Director's or employee's services to the Company, and any arrangement in connection with the payment of a pension, allowance or gratuity to or in respect of any person who is to be, is, or has been a Director or employee of the Company or any of its predecessors in business
"Scottish Charity"	A body entered in the Scottish Charity Register
"Secretary"	the individual appointed as Company Secretary under article 34
"subsidiary"	the meaning given in section 736 of the Companies Act 1985
"unanimous decision"	the meaning given in article 10.

2 INTERPRETATION

(1) Unless the context requires otherwise, words or expressions defined in:

- (a) the Companies Acts,
- (b) the 1989 Act, or
- (c) the Regulations,

have the same meaning in the Articles.

(2) Without prejudice to the generality of paragraph (1):

- (a) **"financial year"** has the meaning given in section 223 of the 1985 Act; and
- (b) **"transfer"** includes every description of disposition, payment, release or distribution and the creation or extinction of an estate or interest in, or right over, any property, or, in Scotland, a right, title or interest in or over any property.

(3) Unless the context requires otherwise, all references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.

- (4) Unless the context requires otherwise, words in the singular include the plural and words in the plural include the singular.
- (5) All headings and explanatory notes are included for convenience only: they do not form part of the Articles, and shall not be used in the interpretation of the Articles.

PART TWO: Dissolution

- (6) If:
 - (a) the Company is wound up under the Insolvency Act 1986; and
 - (b) all its liabilities have been satisfied,then any residual assets shall be given or transferred as specified in the Memorandum and Articles for the purposes of this article.

PART THREE: DIRECTORS' FUNCTIONS

3 DIRECTORS' GENERAL AUTHORITY TO MANAGE THE COMPANY

- (1) The Directors' functions are:
 - (a) to manage the Company's business; and
 - (b) to exercise all the powers of the Company for any purpose connected with the Company's business.
- (2) The Directors may delegate their functions in accordance with the Articles.

4 LIMITS ON DIRECTORS' FUNCTIONS

- (1) The Members may, by special resolution:
 - (a) alter the scope of the Directors' functions; or
 - (b) require the Directors to act in a specified manner.
- (2) No special resolution passed under paragraph (1) shall have retrospective effect.

5 DIRECTORS' GENERAL AUTHORITY TO DELEGATE FUNCTIONS

- (1) Subject to the Articles, the Directors may delegate any of their functions to any person they think fit.
- (2) The Directors must not delegate to any person who is not a Director any decision connected with:
 - (a) the taking of decisions by Directors; or
 - (b) the appointment of a Director or the termination of a Director's appointment.
- (3) Any delegation under paragraph (1) may authorise further delegation of the Directors' functions by any person to whom they are delegated.

6 COMMITTEES OF DIRECTORS

- (1) Two or more Directors are a "committee" if the Directors have:
 - (a) delegated any of the Directors' functions to them; and
 - (b) indicated that they should act together in relation to that function.
- (2) The provisions of the Articles about how the Directors take decisions shall apply, as far as possible, to the taking of decisions by committees.

PART FOUR: DECISION-MAKING BY DIRECTORS

7 SCOPE OF RULES

- (1) References in the Articles to decisions of Directors are to decisions of Directors which are connected with their functions.
- (2) Except where the Articles expressly provide otherwise, provisions of the Articles about how the Directors take decisions do not apply:
 - (a) when the Company only has one Director; or
 - (b) to decisions delegated to a single Director.

8 DIRECTORS TO TAKE DECISIONS COLLECTIVELY

Any decision which the Directors take must be either a unanimous decision or a majority decision.

9 UNANIMOUS DECISIONS

- (1) The Directors take a unanimous decision when they all indicate to each other that they share a common view on a matter.
- (2) A unanimous decision need not be taken at a meeting of Directors, or involve any discussion between Directors.

10 MAJORITY DECISIONS

- (1) The Directors take a majority decision if:
 - (a) every Director has been made aware of a matter to be decided by the Directors;
 - (b) all the Directors who indicate that they wish to discuss or vote on the matter have had a reasonable opportunity to communicate their views on it to each other; and
 - (c) a majority of those Directors vote in favour of a particular conclusion on that matter at a meeting of Directors.
- (2) Paragraph (1)(a) does not require communication with any Director with whom it is not practicable to communicate, having regard to the urgency and importance of the matter to be decided.

11 MEETINGS OF DIRECTORS

- (1) Any Director may call a meeting of Directors.
- (2) Every Director must be given reasonable notice of a meeting of Directors.
- (3) Paragraph (2) does not require notice to be given:
 - (a) in writing; or
 - (b) to Directors to whom it is not practicable to give notice, having regard to the urgency and importance of the matters to be decided, or who have waived their entitlement to notice.
- (4) Directors participating in a meeting of Directors:
 - (a) must participate at the same time, but may be in different places; and
 - (b) may communicate with each other by any means.
- (5) Questions arising at a meeting of Directors shall be decided by a majority of votes; in case of an equality of votes, the Chair shall have a second or casting vote.
- (6) A Director who is an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.
- (7) Except as provided by paragraphs (5) and (6), in all proceedings of Directors each Director must not have more than one vote.

12 CONFLICTS OF INTEREST

- (1) In this article, a "relevant interest" is:
 - (a) any interest which a Director has in; or
 - (b) any duty which a Director owes to a person other than the Company in respect of,

an actual or proposed transaction or arrangement with the Company.
- (2) For the purposes of paragraph (1)(a), a Director shall be deemed to have an interest in a transaction or arrangement if:
 - (a) the Director or any partner or other close relative of the Director has an actual or potential financial interest in that transaction or arrangement;
 - (b) any person specified in paragraph (2)(a) is a partner in a firm or limited partnership, or a director of or a substantial shareholder in any Company, which has an actual or potential commercial interest in that transaction or arrangement;
or
 - (c) any other person who is deemed to be connected with that Director for the purposes of section 317 of the 1985 Act has a personal interest in that transaction or arrangement.
- (3) Subject to paragraph (8)(b), a Director who has a relevant interest must disclose the nature and extent of that interest to the other Directors.

(4) Subject to paragraphs (5) and (6), when the Directors take a majority decision on any matter relating to a transaction or arrangement in which a Director has a relevant interest:

- (a) no Director who has such a relevant interest may vote on that matter; and
- (b) for the purposes of determining whether a relevant quorum is present, or whether a majority decision has been taken in relation to that matter, such a Director's participation in the decision-making process shall be ignored.

(5) Paragraph (4) does not apply:

- (a) if the Director's interest cannot reasonably be regarded as giving rise to any real possibility of a conflict between the interests of the Director and the Company; or
- (b) if the Director's interest only arises because the Director has given, or has been given, a guarantee, security or indemnity in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries.

(6) The Members may by ordinary resolution decide to disapply paragraph (4), either in relation to majority decisions generally or in relation to a particular decision.

(7) Subject to the Companies Acts, if a Director complies with paragraph (3):

- (a) that Director:
 - (i) may be a party to, or otherwise interested in, the transaction or arrangement in which that Director has a relevant interest; and
 - (ii) shall not, by reason of being a Director, be accountable to the Company for any benefit derived from that transaction or arrangement; and
- (b) the transaction or arrangement in which that Director has a relevant interest shall not be liable to be treated as void as a result of that interest.

(8) For the purposes of paragraph (3):

- (a) a general notice given to the Directors that a Director is to be regarded as having a specified interest in any transaction or arrangement shall be deemed to be a disclosure that the Director has an interest in any such transaction or arrangement of the nature and extent so specified; and
- (b) any interest of which a Director has no knowledge, and could not reasonably be expected to have knowledge, shall be disregarded.

13 RECORDS TO BE KEPT

(1) The Directors are responsible for ensuring that the Company keeps a record in writing, of:

- (a) every unanimous or majority decision taken by the Directors; and
- (b) every declaration by a Director of an interest in an actual or proposed transaction with the Company.

(2) Any record kept under paragraph (1) must be kept:

- (a) for at least ten years from the date of the decision or declaration recorded in it;
- (b) together with other such records; and

- (c) in such a way that it is easy to distinguish such records from the Company's other records.

14 SPECIFIED NUMBER OF DIRECTORS FOR MAJORITY DECISIONS

- (1) Subject to paragraph (2), no majority decision shall be taken at a meeting of Directors unless 2 (the "relevant quorum") participate in the meeting and are entitled to vote on the matter on which a majority decision is to be taken.
- (2) If the Company has one or more Directors, but the total number of Directors is less than the relevant quorum, a meeting of Directors may take a majority decision:
 - (a) to appoint further Directors; or
 - (b) that will enable the Members to appoint further Directors.

15 CHAIRING OF MEETINGS OF DIRECTORS

- (1) The Directors shall appoint a Director to chair all meetings of Directors.
- (2) If the person appointed under paragraph (1) is for any reason unable or unwilling to chair a particular meeting, the Directors shall appoint another Director to chair that process.
- (3) The Directors may terminate an appointment made under paragraph (1) or paragraph (2) at any time.
- (4) A Director appointed under this article shall be known as the Chair for as long as such appointment lasts.

16 DIRECTORS' DISCRETION TO MAKE FURTHER RULES

- (1) Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions.
- (2) The Directors must ensure that any rule which they make about how they take decisions is communicated to all persons who are Directors while that rule remains in force.

17 DEFECT IN APPOINTMENT

- (1) This article applies if:
 - (a) a decision is taken by the Directors, or a committee of the Directors, or a person acting as a Director; and
 - (b) it is subsequently discovered that a person who, acting as a Director, took, or participated in taking, that decision:
 - (i) was not validly appointed as a Director;
 - (ii) had ceased to hold office as a Director at the time of the decision;
 - (iii) was not entitled to take that decision; or
 - (iv) should, in consequence of a conflict of interests, not have voted in the process by which that decision was taken.
- (2) Where this article applies:

- (a) the discovery of any defect of the kind specified in paragraph (1)(b) shall not invalidate any decision which has been taken by, or with the participation of, the person in relation to whom that defect existed; and
- (b) any such decision shall be as valid as if no such defect existed in relation to any person who took it or participated in taking it.

PART FIVE: DIRECTORS' APPOINTMENT AND TERMS OF SERVICE

18 MINIMUM NUMBER OF DIRECTORS

The number of Directors shall not be less than 2.

19 ELIGIBILITY TO BE A DIRECTOR

(1) A person shall not be a Director unless that person:

- (a) is a Member and (if that person is an individual) is willing to serve as a Director and has attained the age of 18 years; and
- (b) is elected or appointed as a Director in accordance with the Articles.

(2) No person shall be elected or appointed as a Director in circumstances which, if that person had already been a Director, would have resulted in that person ceasing to be a Director under the Articles.

20 METHODS OF APPOINTING DIRECTORS

(1) The first Directors shall be the persons named in the Form 10 upon incorporation.

(2) Thereafter, Directors may be appointed:

- (a) by decision of the Directors; or
- (b) by ordinary resolution of the Members,

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.

(3) No powers to appoint Directors may be given to persons who are not Members which immediately after their exercise could result in the majority of the Directors having been appointed by persons who are not Members.

21 ELECTION OF DIRECTORS AT GENERAL MEETINGS

(1) A person who wishes to be considered for election or re-election as a Director at a general meeting shall give notice to the Secretary at least fourteen but not more than thirty-five clear days before the date appointed for the meeting.

(2) At least seven but not 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 who is eligible for election or re-election as Director and has given notice under paragraph (1) (each such person being, for the purposes of this article, a "candidate").

(3) Every notice given under paragraphs (1) and (2) shall state those particulars which would be required to be included in the Company's register of Directors if the person to which the notice relates were to be elected a Director.

(4) Subject to paragraph (5), the question whether each such person is to be elected as a Director shall be decided by a separate ordinary resolution of the Members at the general meeting.

(5) If:

- (a) a number has been fixed by or in accordance with the Articles as the maximum number of Directors (the "relevant maximum"); and
- (b) the election of all of the candidates would cause the number of Directors to exceed the relevant maximum,

then the election of Directors shall follow the procedure set out in paragraph (6) rather than that set out in paragraph (4).

(6) Where the conditions specified in paragraph (5) are fulfilled:

- (a) each Member shall be invited to vote on the candidates by ranking them in order of preference on ballot papers which they must sign and return to the Company at or before the general meeting in order to cast their votes on the candidates (and any ballot papers returned at the general meeting must be returned before the time appointed for the return of ballot papers by the chair of the meeting);
- (b) the general meeting may be adjourned for the counting of votes under paragraph (6)(a) (and, if it is so adjourned, the existing Directors shall continue in office until the outcome of the vote has been determined); and
- (c) the candidates elected as Directors shall be those who have been ranked highest in order of preference, taking account of the average of all Members' votes, and shall be equal in number to the relevant maximum less the number of existing Directors.

(7) If fewer than the minimum number of Directors are elected at a general meeting, the Directors shall appoint further Directors to fill any vacancy.

22 TERMINATION OF DIRECTORS' APPOINTMENT

(1) A person shall cease to be a Director if:

- (a) that person ceases to be a Member;
- (b) that person ceases to be a Director by virtue of any provision of the Companies Acts or is prohibited by law from being a Director;
- (c) any notice to the Company that that person is resigning or retiring from office as Director takes effect (except that where such resignation or retirement would otherwise lead to the Company having fewer than two Directors, it shall not take effect until sufficient replacement Directors have been appointed);
- (d) the Members pass an ordinary resolution removing that person from office;
- (e) a contract under which that person is appointed as a Director of, or personally performs services for, the Company or any of its subsidiaries terminates, and the Directors decide that that person should cease to be a Director;

- (f) the Directors decide, at a meeting of Directors, that that person should be removed from office, but such a decision shall not be taken unless the person in question has been given:
 - (i) at least fourteen clear days' notice in writing of the proposal to remove that person from office, specifying the circumstances alleged to justify removal from office; and
 - (ii) a reasonable opportunity of being heard by, or of making representations in writing to, the Directors.
- (2) No powers to remove Directors may be given to persons who are not Members which immediately after their exercise could result in either:
 - (a) the majority of the remaining Directors having been appointed by persons who are not Members; or
 - (b) the number of Directors removed during the financial year of the Company by persons who are not Members exceeding the number of the remaining Directors,

but this shall not prevent a Director from appointing, or subsequently removing, an alternate director, if permitted to do so by the Articles.

23 DIRECTORS' REMUNERATION AND OTHER TERMS OF SERVICE

- (1) Subject to the Companies Acts, and the Articles, and any resolution passed under paragraph (2), the Directors may decide the terms (including as to remuneration) on which a Director is to perform Directors' functions, or otherwise perform any service for the Company or any of its subsidiaries.
- (2) The Members may by ordinary resolution limit or otherwise specify the remuneration to which any Director may be entitled, either generally or in particular cases.

24 DIRECTORS' EXPENSES

The Company may meet all reasonable expenses which the Directors properly incur in connection with:

- (a) the exercise of their functions; or
- (b) the performance of any other duty which they owe to, or service which they perform for, the Company or any of its subsidiaries.

PART SIX: MEMBERS

25 APPOINTMENT OF MEMBERS

- (1) The subscribers to the Memorandum are the first Members of the Company.
- (2) Such other persons as agree to become Members of the Company, whose names are entered in the register of Members, and who are admitted to membership in accordance with the Articles, shall be Members of the Company.
- (3) No person shall be admitted as a Member of the Company unless he, she or it is approved by the Directors.

- (4) Every person who wishes to become a Member shall execute and deliver to the Company an application for membership in such form (and containing such information) as the Directors require.

26 TRANSFER AND TERMINATION OF MEMBERSHIP

- (1) Membership is not transferable to anyone else.
- (2) Membership is terminated if:
- (a) the Member dies or ceases to exist;
 - (b) the Members pass an ordinary resolution expelling the Member; or
 - (c) otherwise in accordance with the Articles.
- (3) No resolution shall be passed under paragraph (2) unless the Member has been given:
- (a) at least fourteen clear days' notice in writing that it is proposed to expel him, her or it, specifying the circumstances alleged to justify expulsion; and
 - (b) a reasonable opportunity of being heard by or of making written representations to the Members passing the ordinary resolution.

PART SEVEN: GENERAL MEETINGS (MEETINGS OF MEMBERS)

27 GENERAL MEETINGS

- (1) The Directors may decide to call a general meeting at any time.
- (2) The Directors shall call a general meeting on receiving a requisition to that effect in accordance with the Companies Acts.

28 NOTICE

- (1) Notice of general meetings shall be given to every Member, the Directors and the Company's auditors (if any).
- (2) All general meetings shall be called by at least 14 clear days' notice in writing.
- (3) Every notice calling a general meeting shall specify:
- (a) the place, date and time of the meeting; and
 - (b) the general nature of the business to be transacted.
- (4) If a special resolution is to be proposed, the notice shall contain a statement to that effect and set out the text of the special resolution.

29 QUORUM

- (1) No business shall be transacted at any meeting unless a quorum is present.
- (2) The quorum for a general meeting shall be 2 persons present who are entitled to vote on the business to be transacted, each person being a Member, a proxy for a Member or a duly appointed representative of a corporate Member.

- (3) If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned for a minimum of seven days until such time as the Directors determine.

30 CONDUCT OF BUSINESS – GENERAL

- (1) The Chair shall preside as chair of the general meeting. In the Chair's absence, the Members shall appoint some other Director, or (if no Director willing to preside is present) Member to preside.
- (2) The chair:
- (a) may adjourn the meeting from time to time and from place to place, with the consent of a meeting at which a quorum is present; and
 - (b) shall do so if so directed by the meeting or in accordance with the Articles.
- (3) 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.
- (4) 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.
- (5) Except as required by law, all decisions of the Members at a general meeting shall be made by ordinary resolution.

31 VOTING PROCEDURES

- (1) Every Member who is an individual present in person or by proxy, and every corporate Member present by proxy or by its duly authorised representative, shall have one vote.
- (2) A person who is not a Member shall not have any right to vote at a general meeting of the Company (except as the proxy or (in the case of a corporate Member) duly authorised representative of a Member).
- (3) Paragraphs (1) and (2) are without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.
- (4) A declaration by the chair that a resolution has been:

- (a) carried;
- (b) carried unanimously, or by a particular majority;
- (c) lost; or
- (d) 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.

- (5) The proceedings at any general meeting shall not be invalidated by reason of any accidental informality or irregularity (including with regard to the giving of notice) or any want of qualification in any of the persons present or voting.
- (6) No objection shall be raised to the qualification of any voter except at the general 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 binding.

32 MINUTES

- (1) The Directors shall cause minutes to be made and kept in writing of all proceedings at general meetings of the Company.
- (2) Any such minute, if purported to be signed by the chair of the meeting, or by the chair of the next succeeding general meeting, shall be sufficient evidence of the proceedings.

PART EIGHT: MISCELLANEOUS

33 COMPANY SECRETARY

- (1) Subject to the provisions of the Companies Acts, the Directors shall appoint an individual to act as Company Secretary for such term and at such remuneration and upon such other conditions as they may think fit.
- (2) The Directors may decide to remove a person from the office of Secretary at any time.

34 COMPANY SEAL

- (1) This article applies if the Company has a seal (the "common seal").
- (2) The common seal shall only be applied to a document if its use on that document has been authorised by a decision of the Directors.
- (3) If the common seal is applied to a document, the document shall be:
 - (a) signed by an authorised person; and
 - (b) countersigned by another authorised person.
- (4) For the purposes of this article, an authorised person is:
 - (a) any Director;
 - (b) the Secretary; or
 - (c) any person authorised by the Directors for the purpose of signing and countersigning documents to which the common seal is applied.

35 ACCOUNTS AND REPORTS

- (1) The Directors shall comply with the requirements of the Companies Acts and any other applicable law as to keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies of annual reports and accounts.
- (2) Subject to paragraph (3), the Company's statutory books and accounting records shall be open to inspection by the Members during usual business hours.
- (3) The Company may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Company may be inspected by Members.

36 NOTICES

- (1) Except where the Articles provide otherwise, any notice to be given to or by any person under the Articles shall be in writing to an address for the time being notified for that purpose to the person giving the notice.
- (2) The Company may give any notice to any person under the Articles:
 - (a) in person;
 - (b) by sending it by post in a prepaid envelope addressed to that person at that person's registered address, or by leaving it at that address;
 - (c) by fax or by electronic communication to an address provided for that purpose; or
 - (d) by posting it on a website, where the recipient has been notified of such posting in a manner agreed by that person.
- (3) A person present at any meeting shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- (4) Proof that:
 - (a) an envelope containing a notice was properly addressed, prepaid and posted; or
 - (b) that an electronic communication or fax has been transmitted to the correct address or number,shall be conclusive evidence that the notice was given.
- (5) A notice shall, unless the contrary is proved, be deemed to be given:
 - (a) at the expiration of 48 hours after the envelope containing it was posted; or
 - (b) in the case of a notice contained in an electronic communication or fax, at the expiration of 48 hours after the time it was transmitted.

37 INDEMNITY

- (1) Subject to the Companies Acts, a Director shall be indemnified out of the Company's assets against any expenses which that Director incurs:
 - (a) in defending civil proceedings in relation to the affairs of the Company (unless judgement is given against the Director and the judgement is final);
 - (b) in defending criminal proceedings in relation to the affairs of the Company (unless the Director is convicted and the conviction is final);
 - (c) in connection with any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company (unless the Court refused to grant the Director relief, and the refusal is final).
- (2) Judgement, conviction or refusal of relief becomes final if the period for bringing an appeal or any further appeal has ended and any appeal brought is determined, abandoned or otherwise ceases to have effect.
- (3) This article is without prejudice to any other indemnity to which a Director may be entitled.

Names, Addresses and Signatures of Subscribers

1. **Signature:**

Name:

Address:

Date:

Witness to the above signature:

Signature:

Name:

Address:

2. **Signature:**

Name:

Address:

Date:

Witness to the above signature:

Signature:

Name:

Address:

the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;