

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **12297120**

The Registrar of Companies for England and Wales, hereby certifies that

RU TRUSTEE LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **4th November 2019**



* N12297120B *



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: 04/11/2019

X8HIPM4N

Company Name in full:

RU TRUSTEE LIMITED

Company Type:

Private company limited by guarantee

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**RICHMOND UNIVERSITY QUEEN'S ROAD
RICHMOND
UNITED KINGDOM TW10 6JP**

Sic Codes:

96090

Proposed Officers

Company Director ***1***

Type: **Person**

Full Forename(s): **STEPHEN**

Surname: **FENTON**

Service Address: **recorded as Company's registered office**

***Country/State Usually
Resident:*** **UNITED KINGDOM**

Date of Birth: ****/03/1952** ***Nationality:*** **BRITISH**

Occupation: **CHARTERED
ACCOUNTANT**

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

Type: **Person**

Full Forename(s): **DAME MARY**

Surname: **RICHARDSON**

Service Address: **recorded as Company's registered office**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/02/1936** **Nationality:** **BRITISH**

Occupation: **PRESIDENT, SOS
CHILDREN'S
VILLAGES**

The subscribers confirm that the person named has consented to act as a director.

Company Director 3

Type: **Person**

Full Forename(s): **GRAHAM ROSS**

Surname: **RUSSELL**

Service Address: **recorded as Company's registered office**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/01/1933** **Nationality:** **BRITISH**

Occupation: **NONE**

The subscribers confirm that the person named has consented to act as a director.

Persons with Significant Control (PSC)

Statement of no PSC

The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company

Statement of Guarantee

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

Name: **RICHMOND, THE AMERICAN INTERNATIONAL UNIVERSITY IN LONDON, INC**

Address **2711 CENTERVILLE ROAD
SUITE 400
WILMINGTON DELAWARE
UNITED STATES
19808**

Amount Guaranteed **£1.00**

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

**MEMORANDUM OF ASSOCIATION OF
RU TRUSTEE LIMITED**

(the "**Company**")

The subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of a company.

Name of subscriber

Authentication by each subscriber

Richmond, the American International University in London, Inc. (CRN: FC008955)

Dated: 4 November 2019

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

RU TRUSTEE LIMITED

1. **PRELIMINARY**

The model articles of association for private companies limited by guarantee contained in Schedule 2 to The Companies (Model Articles) Regulations 2008 in force at the time of adoption of these Articles shall not apply to the Company and these Articles shall be the regulations of the Company.

2. **DEFINITIONS AND INTERPRETATION**

2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

"these Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
"the 2006 Act"	the Companies Act 2006 (as amended from time to time)
"Connected"	in relation to a director of the Company has the meaning given in section 252 of the 2006 Act
"Directors"	the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company
"electronic address"	any address or number used for the purposes of sending or receiving documents or information by electronic means
"electronic form" and "electronic means"	have the meaning given in section 1168 of the 2006 Act
"executed"	includes any mode of execution
"hard copy form"	has the meaning given in section 1168 of the 2006 Act
"office"	the registered office of the Company
"ordinary resolution"	has the meaning given in section 282 of the 2006 Act
"secretary"	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

"the Statutes"

the Companies Acts as defined in section 2 of the 2006 Act and every other statute, order, regulation, instrument or other subordinate legislation in force from time to time relating to companies and affecting the Company

"United Kingdom"

Great Britain and Northern Ireland.

"in writing"

hard copy form or to the extent agreed (or deemed to be agreed by virtue of a provision of the Statutes) electronic form or website communication

- 2.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Statutes but excluding any statutory modification thereof not in force when these Articles become binding on the Company.
- 2.3 Words importing the masculine gender only shall include the feminine gender and the neuter (as appropriate).
- 2.4 References to any Statute or statutory provision include, unless the context otherwise requires, a reference to that Statute or statutory provision as modified, replaced, re-enacted or consolidated and in force from time to time and any subordinate legislation made under the relevant Statute or statutory provision.
- 2.5 Where the word "**address**" appears in these Articles it is deemed to include postal address and, where applicable, electronic address.
- 2.6 The expression "**working day**" in relation to a period of notice means any day other than Saturday, Sunday and Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealing Act 1971 in the part of the UK where the company is registered.
- 2.7 The expression "**clear days**" in relation to a period of notice to call a meeting means the number of days referred to excluding the day when the notice is given and the day of the meeting.

3. OBJECTS

The objects for which the Company is established are as follows:

- 3.1 to undertake and perform the office and duties of trustee, custodian trustee, attorney or nominee of or for any charitable trust, scheme, endowment, association, trust fund, corporation or other body;
- 3.2 to undertake and execute any trust or discretion and to distribute among the beneficiaries of any such charitable trust, scheme, endowment, association, corporation or other body, or other persons entitled to it, any income or capital and whether in money or specie; in furtherance of any discretion, obligation or permission for the above purposes to hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of, or grant any interest in, over or upon any property, of any kind and any other property that may be conveyed, assigned or otherwise transferred;
- 3.3 to promote or join in the promotion of any body in connection with such charitable trust, scheme, endowment, association, corporation or other body, or any of the objects of such charitable trust, scheme, endowment, association, corporation or other body.

4. POWERS

- 4.1 In pursuance of the objects set out in **Article 3**, the Company has the power to:

- 4.1.1 buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;
- 4.1.2 borrow and raise money in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets;
- 4.1.3 invest and deal with the funds of the Company not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
- 4.1.4 invest all or any part of the capital or income held by the Company as trustee of any trust the Company is trustee of in or upon such investments, securities or property as may be thought fit;
- 4.1.5 perform any duty, act or function in compliance with, and otherwise to carry into effect, any directions or instructions relating to any property vested in the Company or any directions or instructions that may be given to the Company by any duly constituted body entitled to give such directions or instructions;
- 4.1.6 subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;
- 4.1.7 lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary;
- 4.1.8 give warranties, guarantees, indemnities or undertakings in support of any obligation of the Company or any other person in connection with any objects of any trust the Company is trustee of;
- 4.1.9 receive and apply money and other property from persons desiring to promote the objects of any trust the Company is trustee of and to hold funds on trust for the same;
- 4.1.10 lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the objects in any way;

- 4.1.11 pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and to contract with any person, firm or company to pay the same;
- 4.1.12 enter into contracts to provide services to or on behalf of other bodies;
- 4.1.13 provide and assist in the provision of money, materials or other help; including by providing by way of grant, donation, gift or otherwise goods, services or other assistance or support to any person in connection with any of the objects of any trust the Company is trustee of;
- 4.1.14 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;
- 4.1.15 employ all such officers and servants as may be required;
- 4.1.16 to remunerate any person (except a director who must not be remunerated for acting as such), firm or company rendering services to the Company either by cash payment or otherwise as may be thought expedient;
- 4.1.17 commence, defend or compromise legal proceedings by and against the Company;
- 4.1.18 insure the property of the Company or the property of any trust the Company is trustee of against any foreseeable risk and take out other insurance policies as considered necessary by the Directors;
- 4.1.19 to contract for services (and goods) provided to the Company;
- 4.1.20 incorporate subsidiary companies to carry on any trade; and
- 4.1.21 do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the objects set out in **Article 3**.

5. **NOT FOR DISTRIBUTION**

- 5.1 The income and property of the Company shall be applied solely in promoting the objects of the Company as set out in **Article 3**.
- 5.2 No dividends or bonus may be paid or capital otherwise returned to the members, provided that nothing in these Articles shall prevent any payment in good faith by the Company of:
 - 5.2.1 reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company;
 - 5.2.2 any interest on money lent by any member or any director at a reasonable and proper rate;
 - 5.2.3 reasonable and proper rent for premises demised or let by any member or director; or

5.2.4 reasonable out-of-pocket expenses properly incurred by any director.

5.3 A director must not be remunerated for acting as such.

6. WINDING UP

6.1 On the winding-up or dissolution of the Company, any assets or property that remains available to be distributed or paid to the members shall not be paid or distributed to such members but shall be transferred to another body (charitable or otherwise):

6.1.1 with objects similar to those of the Company; and

6.1.2 which shall prohibit the distribution of its or their income to its or their members,

6.2 such body to be determined by the members at the time of winding-up or dissolution.

7. GUARANTEE

7.1 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 he is a member or within one year after he ceases to be a member, for

7.1.1 payment of the Company's debts and liabilities contracted before he ceases to be a member,

7.1.2 payment of the costs, charges and expenses of the winding up, and

7.1.3 adjustment of the rights of the contributories among themselves.

8. MEMBERS

8.1 The subscriber to the Memorandum of Association of the Company is the first member.

8.2 No person shall become a member of the Company unless:

8.2.1 that person has completed and delivered to the Company an application for membership in a form approved by the members from time to time; and

8.2.2 the members have approved the application by ordinary resolution.

8.3 The members may delegate any of their powers to such person or persons and/or a committee consisting of any such persons as the members think fit. Any such delegation may be made subject to any conditions that the members may impose and may be collateral to their own powers and may be revoked or altered. Subject to any such conditions the proceedings of a committee shall be governed by the articles regarding the proceedings of the members so far as they are capable of applying.

8.4 Membership shall not be transferable and shall cease on death.

9. GENERAL MEETINGS

9.1 The Directors may call general meetings.

9.2 If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any director or any member of the Company may convene a

general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

10. NOTICE OF GENERAL MEETINGS

- 10.1 A notice convening a general meeting of the Company shall be called by at least 14 clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted, in case of special business.
- 10.2 Subject to the provisions of these Articles notice of general meetings shall be given to all members and to the auditors.
- 10.3 Notwithstanding the foregoing provisions of these Articles a general meeting may be called by shorter notice if it is so agreed in accordance with section 307(4) of the 2006 Act.
- 10.4 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.
- 10.5 Notwithstanding that the Company does not have a share capital, every notice convening a general meeting shall comply with the provisions of section 325(1) of the 2006 Act as to giving information to members in regard to their right to appoint proxies.
- 10.6 Every notice convening a general meeting shall be given in accordance with section 308 of the 2006 Act that is, in hard copy form, electronic form or by means of a website.
- 10.7 The Company may send a notice of meeting by making it available on a website or by sending it in electronic form and if notice is sent in either way it will be valid provided it complies with the relevant provisions of the Companies Act 2006.

11. PROCEEDINGS AT GENERAL MEETINGS

- 11.1 No business shall be transacted at any general meeting unless a quorum of members is present. The members shall determine the quorum from time to time save that, if and for so long as the Company has only one person as a member, one member present in person or by proxy shall be a quorum. If within half an hour from the time appointed for the general meeting a quorum is not present the general meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
- 11.2 The chairman, if any, of the Directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairman of the meeting.
- 11.3 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 11.4 At any general meeting a resolution put to the vote of the 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 Statutes, a poll may be demanded:

11.4.1 by the chairman; or

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

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

11.5 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 of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

11.6 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.

11.7 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.

11.8 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 time and place as the chairman directs not being more than 30 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.

11.9 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 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken.

12. **VOTES OF MEMBERS**

12.1 On a written resolution, every member has one vote, on a show of hands every member (being an individual) present in person or by proxy (not being himself a member entitled to vote) or (being a corporation) present by a duly authorised representative or proxy (not being himself a member entitled to vote) has one vote and on a poll every member present in person or by proxy or by a duly authorised representative (as the case may be) has one vote.

12.2 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, by his receiver, curator bonis or other person authorised in that behalf. 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 these 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. In calculating the time period in this **Article 12.2**, no account shall be taken of any part of a day that is not a working day.

- 12.3 No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Company pursuant to any rules or bye-laws made by the Directors under **Article 26** or otherwise have been paid.
- 12.4 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.
- 12.5 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor.
- 12.6 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 12.7 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority notari ally or in some other way approved by the Directors may:
- 12.7.1 in the case of a proxy not being sent in electronic form be deposited at the office or at such other place within the United Kingdom as is specified for that purpose 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
 - 12.7.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited 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
 - 12.7.3 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 chairman of that meeting or to the secretary or to any director;
 - 12.7.4 a proxy appointment which is being sent in electronic form must be received at an address specified by the Company for the purpose of receiving such communications in electronic form:
 - 12.7.4.1 in (or by way of a note to) the notice convening the meeting; or
 - 12.7.4.2 in any form of proxy appointment sent out by the Company; or
 - 12.7.4.3 in any invitation contained in an electronic form to appoint a proxy issued by the Company,
- in each case not less than 48 hours before the time for holding the meeting at which the person named in the instrument proposes to vote or in the case of a poll taken more than 48 hours after it is demanded, not less than 24 hours before the poll is taken or 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 chairman of that meeting or to the secretary or to any director.
- An instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- 12.8 In calculating the time periods in **Article 12.7**, no account shall be taken of any part of a day that is not a working day.
- 12.9 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 before 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.

13. WRITTEN RESOLUTIONS

13.1 A written resolution, proposed in accordance with section 288(3) of the 2006 Act, will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.

13.2 For the purposes of this **Article 13** "circulation date" is the day on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different days, to the first of those days.

14. NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution the number of Directors shall not be less than two but shall not be subject to a maximum number.

15. POWERS OF DIRECTORS

15.1 Subject to the provisions of the 2006 Act and these 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 these 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 15.1** shall not be limited by any special power given to the Directors by these Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

15.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

16. DELEGATION OF DIRECTORS' POWERS

16.1 The Directors may delegate any of their powers to any committee consisting of one or more directors and such other persons (if any) not being directors co-opted on to such committee as the Directors think fit provided that the number of co-opted persons not being directors shall not exceed one half of the total number of members of such committee.

16.2 Any such delegation may be made subject to any conditions the Directors may impose and may be collateral to 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.

17. APPOINTMENT AND RETIREMENT OF DIRECTORS

17.1 The first Directors shall be those persons notified to Companies House as the first Directors of the Company. Subsequent Directors are appointed by members by ordinary resolution.

18. DISQUALIFICATION AND REMOVAL OF DIRECTORS

The office of a director shall be vacated if:

18.1 he ceases to be a director by virtue of any provision of the Statutes or these Articles or he becomes prohibited by law from being a director; or

- 18.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 18.3 a registered medical practitioner who is treating him gives a written opinion to the Company stating that he has become mentally or physically incapable of acting as a director and may remain so for more than 3 months; or
- 18.4 he is or has been suffering from mental or physical ill health and the Directors resolve at a meeting of the Directors that his office be vacated; or
- 18.5 he resigns his office by notice to the Company;
- 18.6 the members pass an ordinary resolution that he should be removed from office; or
- 18.7 he shall for more than 6 consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.

19. **DIRECTORS' APPOINTMENTS AND INTERESTS**

- 19.1 Subject to the provisions of the Statutes, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a director notwithstanding his office:
 - 19.1.1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;
 - 19.1.2 may hold any other office or employment with the Company (other than the office of auditor);
 - 19.1.3 may be a director or other officer of or employed by or be 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 in any way interested;
 - 19.1.4 may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested other than as an auditor;
 - 19.1.5 shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or 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; and
 - 19.1.6 save for a vote under section 175(4) of the 2006 Act authorising any conflict of interest which the director or any other interested director may have or where the terms of authorisation of such conflict provide that the director may not vote in situations prescribed by the Directors when granting such authorisation shall be entitled to vote on any resolution and (whether or not he shall vote) shall be counted in the quorum on any matter referred to in any of **Articles 19.1.1 to 19.1.4** (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any resolution as aforesaid his vote shall be counted.
- 19.2 For the purposes of **Article 19.1**:
 - 19.2.1 a general notice to the Directors that a director 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 director has an interest in any such transaction of the nature and extent so specified;

- 19.2.2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and
- 19.2.3 an interest of a person who is for any purpose of the 2006 Act (excluding any statutory modification not in force when the Company was incorporated) connected with a director shall be treated as an interest of the director.

20. **PROCEEDINGS OF THE DIRECTORS**

- 20.1 Subject to the provisions of these Articles, the Directors may regulate their meetings, as they think fit. A director may call a meeting of the Directors. 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. Notice of every meeting of the Directors shall be given to each director, including Directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service.
- 20.2 Any director may participate in a meeting of the Directors or a committee constituted pursuant to **Article 16** of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Statutes, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
- 20.3 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 two.
- 20.4 Notwithstanding any vacancies in their number, the continuing Directors or where there is only one, the sole continuing Director, may continue to act but if the number of Directors is less than the number fixed as the quorum they, or (in the case of a sole director) he, may only act for the purpose of calling a general meeting.
- 20.5 The Directors may appoint one of their number to be the chairman of the board of Directors and may remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of the Directors at which he is 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 chairman of the meeting.
- 20.6 All acts done by any meeting of the Directors or of a committee constituted pursuant to **Article 16**, or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any director or person acting as aforesaid, or that they or 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.
- 20.7 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of directors or of a committee constituted pursuant to **Article 16** shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) such a committee duly convened and held and may consist of several documents in the like form each signed by one or more Directors or members of the committee (as the case may be).
- 20.8 If, and as a consequence of section 175(6) of the 2006 Act a director cannot vote or be counted in the quorum at a meeting of the Directors then the following apply:

20.8.1 if the meeting is inquorate then the quorum for that purpose of that meeting shall be one;

20.8.2 notwithstanding **Article 20.8.1** if the meeting is still inquorate then it must be adjourned to enable the members of the Company to authorise any situation in which a director has a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.

21. **SECRETARY**

21.1 Subject to the provisions of the Statutes, the secretary 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; provided always that no director may hold office as secretary where such office is remunerated.

21.2 A provision of the Statutes or these Articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

22. **MINUTES**

The Directors shall cause minutes to be made in books kept for the purposes:

22.1 of recording the names and addresses of all members; and

22.2 of all appointments of officers made by the Directors; and

22.3 of all proceedings at meetings of the Company and of the Directors and of committees constituted pursuant to **Article 16** including the names of Directors and members (as appropriate) present at each such meeting.

23. **AUDITORS APPOINTMENT AND RE-APPOINTMENT**

23.1 Auditors must be appointed for each financial year of the Company to the extent required by law. Other than the Company's first financial year, the appointment must, to the extent required by law, be made in the period for appointing auditors as defined in section 485 of the 2006 Act.

23.2 Auditors cease to hold office at the end of next period for appointing auditors unless and until they are re-appointed by the members in accordance with section 485(4) of the 2006 Act.

24. **NOTICES**

24.1 Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Directors) shall be in writing and sent to an address for the time being notified for that purpose to the person giving the notice.

24.2 The Company may give any notice to a member either personally or by sending it by first class post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it in electronic form to an address for the time being notified to the Company by the member. A member who gives to the Company an address either within or outside the United Kingdom at which notices may be given to him, or an address to which notices may be sent in electronic form, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

24.3 A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

24.4 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 in electronic form 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 24 hours after the envelope containing it was posted or, in the case of a notice contained in electronic form, at the expiration of 24 hours after the time it was sent.

24.5 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least 7 days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

25. INDEMNITIES FOR DIRECTORS

25.1 Subject to the provisions of, and so far as may be permitted by, the 2006 Act but without prejudice to any indemnity to which the person concerned may be otherwise entitled, the Company may indemnify every director, or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or the exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, including any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust in relation to anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, or other officer of the Company.

25.2 The directors may buy and maintain at the cost of the Company insurance cover for or for the benefit of every director, or other officer of the Company or of any associated company (as defined in section 256 of the 2006 Act) against any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the Company (or such associated company), including anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, auditor, or other officer of the Company or associated company.

25.3 Subject to the provisions of, and so far as may be permitted by, the Statutes, the Company shall be entitled to fund the expenditure of every director, or other officer of the Company incurred or to be incurred:

25.3.1 in defending any criminal or civil proceedings; or

25.3.2 in connection with any application under section 1157 of the 2006 Act.

26. RULES OR BYE-LAWS

The Directors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company provided, nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in these Articles.

27. DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE

27.1 Where the 2006 Act permit the Company to send documents or notices to its members in electronic form or by means of a website, the documents will be validly sent provided the Company complies with the requirements of the 2006 Act.

27.2 Subject to any requirement of the 2006 Act documents and notices may be sent to the Company in electronic form to the address specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified.

Name, address and description of Subscribers
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