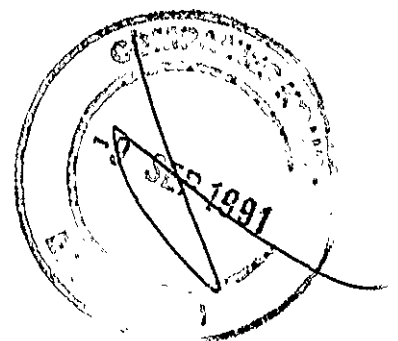


Company Limited by Guarantee and Not Having a Share Capital

Memorandum
and
Articles of Association
of
THE GREENOCK ARTS GUILD
LIMITED

Incorporated the 4th Day of December 1946



Number of
Company 24805

THE COMPANIES ACT 1985

Company Limited by Guarantee and Not Having a Share Capital

SPECIAL RESOLUTION

of

THE GREENOCK ARTS GUILD LIMITED
Passed 24th June 1991

At an Extraordinary General Meeting of the above-named Company duly convened and held at 3 Campbell Street Greenock on Twenty Fourth of June 1991, the following special resolution was duly passed :-

That the foregoing Memorandum and Articles of Association be adopted as the Memorandum and Articles of Association of the Company.

Brian F Gavin

Secretary

THE COMPANIES ACT, 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

of

THE GREENOCK ARTS GUILD LIMITED

- I. The name of the Company (hereinafter called the "Company") is "THE GREENOCK ARTS GUILD LIMITED".
- II. The Registered Office of the Company will be situate in Scotland.
- III. The objects for which the Company is established are:
 - (1) To set up in Greenock, and to equip, carry on and develop a Theatre, Concert Hall or other premises having for its main objects, the communication of instruction in, the study of and entertainment by drama, music, dancing, painting, photography and other kindred arts, by public performances, lectures and exhibitions, and by other suitable means.
 - (2) To promote, facilitate and encourage, and to co-operate in the teaching and study of dramatic art, music, dancing, painting, photography and other kindred subjects in schools and otherwise in Inverclyde, and with these objects to make such grants or such contributions towards costs and generally to enter into such financial and other arrangements as the Company shall from time to time deem expedient.
 - (3) To publish and pay the cost of publishing, literature calculated to advance education in dramatic art, music, dancing, painting, photography and other kindred subjects, and to contribute to and promote such literature and to provide or contribute towards the provision of a library or libraries designed to assist the study of these subjects.
 - (4) To promote entertainment by, education in and study of dramatic art, music, dancing, painting, photography and other kindred subjects by such means as may from time to time be employed by any other institution having objects similar to the objects above-expressed or to some of them or by any other means which promote such entertainment, education and study or any other object above expressed.

- (5) To carry on, as an adjunct to and for the better enjoyment of the above objects, the businesses of a restaurant and cafe, caterers and refreshment contractors, dealers in cooked and prepared foods, provisions and comestibles of all kinds, soft drinks, mineral and aerated waters, fruit, fancy goods and articles of every description; to let the Company's premises or any part thereof for any purpose which the Company may deem desirable; and to buy sell and deal in goods wares merchandise and things of every description capable of being dealt with in connection with these and the above objects, or any of them, or likely to be required by customers of or persons having dealings with the Company.
- (6) To Purchase, acquire, hold, take in feu or on lease, build or manage, improve, sell, let feu, exchange, mortgage or dispose of any lands or heritable property or any estate or interest therein in Scotland or elsewhere to such extent as may be reasonably necessary or expedient for the purpose of carrying out the objects of the Company or any of them.
- (7) To borrow money to such extent and to grant such security for the repayment thereof over the assets heritable or moveable of the Company as may from time to time be determined.
- (8) To accept legacies, donations and endowments having for their objects or part thereof any object similar to any of those herein-expressed, to manage such legacies, donations and endowments, and to carry out and perform any trusts or conditions attached thereto.
- (9) To invest the funds of the Company or under its charge and not immediately required, upon such securities or investments as are from time to time prescribed by law for trust funds.
- (10) To do all such other lawful things as are incidental or conducive to the above objects or any of them:
Provided that the Company shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Company would make it a Trade Union.

Provided also that in case the Company shall take or hold any property subject to the jurisdiction of any competent educational or charitable authority the Company shall not sell, burden, mortgage, charge or lease the same without such authority,

approval or consent as may be required by law, and as regards any such property, the Directors of the Company shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property, in the same manner and to the same extent as they would as such Directors have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Court of Session or any Court of competent jurisdiction or other authority having jurisdiction in the matter over such Directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

- IV The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members thereof: Provided (a) that nothing herein-contained shall prevent the payment in good faith of reasonable and proper remuneration to any teacher, lecturer, officer or servant of the Company, or to any members thereof, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding Bank of Scotland base rate on money lent, or reasonable and proper rent for premises leased by any member of the Company but so that no Director shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given to any Director except repayment for out-of-pocket expenses, and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises leased to the Company; (b) that nothing herein-contained shall prevent the gratuitous distribution among or sale at a discount to subscribing members of the Company of any books or other publications of the Company relating to or calculated to promote the objects of the Company and (c) that the foregoing restrictions on the application of the income and property of the Company shall not apply to any payment to any Company, of which a Director may be a member, or any company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

- V The liability of the members is limited.

- VI Every member of the Company 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 afterwards, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding ONE HUNDRED POUNDS STERLING.
- VII If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause IV hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution; and if and so far as effect cannot be given to the foregoing provisions then to some charitable object.
- VIII True accounts shall be kept of the money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the Balance Sheet ascertained by one or more properly qualified auditor or auditors.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE GREENOCK ARTS GUILD LIMITED

INTERPRETATION

- 1 In the construction of these presents the following words and expressions shall have the following meanings respectively unless there be something in the subject-matter or context repugnant thereto:-

"the Act" means the Companies Act 1985 and any statutory modification or re-enactment thereof from time to time.

"month" means calendar month.

"the company" means The Greenock Arts Guild Limited

"member" means every member admitted in terms of section III hereof but shall not include non-voting members.

"these presents" and "articles" means the Memorandum and Articles of Association of the company.

"office" means the registered office of the company.

"clear days" in relation to the period of 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 takes effect.

"executed" includes any mode of execution.

"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 secretary of the company.

"the United Kingdom" means Great Britain and Northern Ireland.

Words importing persons include corporations.

Words importing the singular number only include the plural and vice versa, and words importing the masculine gender only include the feminine.

REGISTERED OFFICE

2. The Registered Office shall be in Greenock, or at such other place in Scotland as the Council may from time to time to appoint.

MEMBERSHIP

3. The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the company unless he is approved by the directors. 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 him.
4. A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death. The directors may at any time by notice in writing require a member to withdraw from the company and the person so required to withdraw shall at the expiration of seven days from the date of such notice cease to be a member.
5. Members shall pay such entry money and subscriptions as may from time to time be fixed by the company in general meeting. The Directors shall be entitled to cancel the membership of any member who may fail to make payment of any entry money or subscription within a period of one month after the date prescribed for payment thereof, and to delete his name from the register of members.
6. Any person ceasing to be a member shall nevertheless remain liable for and shall pay to the company all monies which at the time of his ceasing to be a member may be due from him to the company.
7. The directors shall be entitled to create and establish categories of non-voting members and to admit to such membership such persons as they consider suitable. Such non-voting members shall pay such entry money and subscriptions as may from time to time be fixed by the directors, but shall have no right to or interest in the property or assets of the company, nor shall they be entitled to receive notice of or be present or vote at any meeting of the company or otherwise take part in the control or management of the company.

GENERAL MEETINGS

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

9. 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 members of the company may call a general meeting.

NOTICE OF GENERAL MEETINGS

10. 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 days' notice but a general meeting may be called by shorter notice if it is so agreed:-
- (a) in the case of an annual general meeting by all the members entitled to attend and vote thereat; and
 - (b) 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.

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 and to the directors and auditors.

11. 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 of that meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum.
13. 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.

14. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman 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 chairman and, if there is only one director present and willing to act, he shall be chairman.
15. If no director is willing to act as chairman, 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 chairman.
16. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
17. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
18. 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 -
 - (a) by the chairman, or
 - (b) by at least 5 members having the right to vote at the meeting, or
 - (c) 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.
19. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

20. 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.
21. 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.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
23. 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 thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
24. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
25. 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 effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in like form each executed by or on behalf of one or more members.
26. On a show of hands every member present in person shall have one vote. On a poll everyone present in person or by proxy shall have one vote. No person shall be entitled to be present or to vote either personally or by proxy or as a proxy at any general meeting or upon a poll or to exercise any privilege as a member unless all entry money subscriptions and any other money due by him to the company shall have been paid.
27. 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

28. 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.
29. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer 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) -

30. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing 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) -

" PLC/Limited
I/We of
being a
member/members of the above-named company, hereby
appoint
of
or failing him
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 19 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 19 "

31. The instrument appointing 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 -
- (a) 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
 - (b) 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
 - (c) 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 or to the secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

32. 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 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.

NUMBER OF DIRECTORS

33. Unless otherwise determined by ordinary resolution the number of directors shall not exceed ten but shall not be less than two.

POWERS OF DIRECTORS

34. Subject to the provisions of the Act the memorandum and 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 memorandum or 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 regulation 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.
35. 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.

DELEGATION OF DIRECTORS POWERS

36. The directors may delegate any of their powers to any committee consisting of one or more directors. 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 him. 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.

APPOINTMENT AND RETIREMENT OF DIRECTORS

37. The directors shall be elected from amongst the members of the company. At every annual general meeting one-third of the directors, or if their number is not three or a multiple of three, the nearest one-third shall retire from office; but if there is only one director who is subject to retirement by rotation he shall retire.

38. Subject to the provisions of the Act the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
39. If the company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
40. No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless-
- (a) he is recommended by the directors; or
 - (b) 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 he if he 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 his willingness to be appointed or reappointed.
41. Not less than seven or 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 him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the company's register of directors.
42. 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.
43. 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. 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, he shall vacate office at the conclusion thereof.

44. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

45. The office of a director shall be vacated if -
- a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - c) he is, or may be, suffering from mental disorder and either -
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - d) he resigns his office by notice to the company; or
 - e) he shall for more than six 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.

DIRECTORS EXPENSES

46. The directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings of the company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

47. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office -
- a) may be party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested.
 - b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested, and
 - c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office 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.
48. For the purpose of regulation 47 -
- a) a general notice given 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 and
 - b) 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.

PROCEEDINGS OF DIRECTORS

49. 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. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
50. 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.

51. 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 or director may act only for the purpose of filling vacancies or of calling a general meeting.
52. The directors may appoint one of their number, or someone outwith their number, to be chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director or person appointed shall preside at every meeting of the directors at which he is present. If the chairman 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.
53. 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.
54. 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.
55. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has directly or indirectly an interest or duty which is material and which conflicts or may conflict with the interests of the company.
56. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
57. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
58. Where proposals are under consideration concerning the appointment of two or more directors to offices or

employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

59. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

60. Subject to the provisions of the Act, 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.

TREASURER

61. A treasurer shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any treasurer so appointed may be removed by them. The treasurer shall keep proper books and accounts of the company and shall, under the control of the directors, generally conduct the financial transactions of the company.

MINUTES

62. The directors shall cause minutes to be made in books kept for the purpose -
- a) of all appointments of officers made by the directors; and
 - b) of all proceedings at meetings of the company and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

THE SEAL

63. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by the Chairman or by a director, and by the secretary or by a second director.

ACCOUNTS

64. No member shall (as such) have any right of inspecting any accounting records or other books or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.

NOTICES

65. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
66. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him, 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.
67. 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.
68. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

69. 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 any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in

which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.