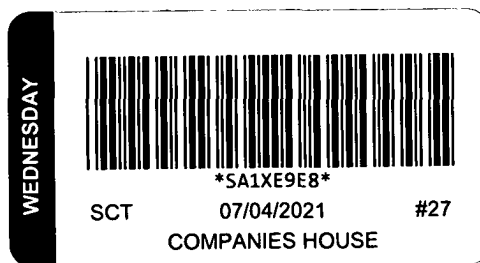


ARTICLES OF ASSOCIATION

THE ROWETT RESEARCH INSTITUTE

Company Number SC037444

Registered Charity No SC007269



ARTICLES OF ASSOCIATION THE ROWETT RESEARCH INSTITUTE

(Company Number SC037444)
(the "**Company**" or the "**Institute**")

Adopted by Special Resolution dated: 29 March 2021

1. Definitions and interpretation

1.1. The Regulations contained in Tables A ("Table A") and C in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and in force at the date of the adoption of these Articles shall not apply to the Company.

1.2. In these Articles, unless the context requires otherwise:

the "**Act**" means 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,

the "**Acts**" means the Companies Acts 1985 and 2006,

"**Auditor**" means the auditor of the Company from time to time,

the "**Board**" means the board of directors of the Company from time to time, the "**Company**" means the above named company,

"**Director**" means any person appointed to perform the duties of a director of the Company and any reference in the Act to a director shall be construed accordingly,

"**in writing**" shall include communications in electronic form,

"**month**" means a calendar month,

"**Objects**" means the objects of the Company set out at Article 3.1,

"**Secretary**" means any person appointed to perform the duties of secretary of the Company, and

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

1.3. These Articles shall take effect subject to the requirements of the Acts and of every other statute for the time being in force affecting the Company.

1.4. In these Articles where the context so permits

(a) words importing the singular number only shall include the plural number, and *vice versa*,

(b) words importing the masculine gender only shall include the feminine gender, and

(c) words importing persons shall include bodies corporate, unincorporated associations and partnerships.

1.5. Words and expressions defined in or for the purposes of the Act or the Acts shall, unless these Articles provide otherwise, have the same meaning in these Articles.

1.6. Words and expressions defined elsewhere in these Articles shall bear the meanings thereby ascribed to them.

1.7. Headings used in these Articles shall not affect their construction or interpretation.

1.8. References to any statute or section of any statute shall include reference to any statutory amendment, extension, modification or re-enactment thereof for the time being in force including, for the avoidance of doubt, any modificatory or replacement provision made under the Companies Act 2006.

2. Registered Office

The Company's registered office will be situated in Scotland.

3. Objects

3.1. The Objects for which the Institute is established are the advancement of education and the advancement of health for the public benefit, in particular through the provision of funding to the University of Aberdeen:

- a) To advance understanding of the mechanisms underlying nutrition in human beings; and
- b) To conduct or support research into the underlying mechanisms of nutritionally related disorders and diseases using relevant technologies and to have the outputs of this research exploited and used by the most appropriate means to improve the health and wellbeing of human beings.

3.2. In furtherance of the Objects, the Company may:

- a) promote these objects for the benefit of the United Kingdom and of mankind and to collaborate with similar research institutes and with universities and colleges within the United Kingdom, the European Union and elsewhere for this purpose;
- b) promote through the development and provision of appropriate advisory, testing or other services, the efficient development of the agricultural, fishing, food, health and biotechnology industries; and
- c) conduct human volunteer trials for health related research, define how nutrition impacts upon health and link this with the nature and quality of food production.

4. Powers

In pursuit of the Objects, the Company is empowered:

- 4.1. To affiliate with or to work in association with or to assist, other research institutes, universities, colleges and other corporate bodies and to establish with them common services and facilities, and to amalgamate with such bodies.
- 4.2. To obtain finance for the achievement of these objects, inter alia by making applications for EU, State, Local Authority and other capital and recurrent grants, seeking research grants and gifts from Research Councils, business companies, corporate or other, and private foundations and seeking gifts and legacies from, private persons, to accept legacies, donations, whether on covenant or otherwise and whether or not subject to conditions or trusts but provided that these conditions or trusts are not inconsistent with the Objects and to carry out and perform these trusts and conditions.
- 4.3. To invest funds of the Company not immediately required in such stocks and shares, debentures and other securities as the Directors may deem appropriate unless specifically excluded by the terms under which these funds have been obtained.
- 4.4. To borrow money to such extent and to grant such security for the repayment thereof over the assets of the Company as the Directors may from time to time deem appropriate.

- 4.5. To purchase, acquire, hold, lease, 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, in such manner and to such extent as to the Directors may seem expedient for the carrying out of the objects of the Company or any of them.
- 4.6. To erect and maintain or improve such buildings as may be required for securing these objects or any of them, including lecture halls, laboratories, libraries, halls of residence, refectories, offices, workshops, farm buildings, fencing and gates, and to equip the same with all appropriate fixtures, fittings, facilities, apparatus, machinery, appliances, books and other source materials.
- 4.7. To acquire or to take on lease any road vehicles and other means of transportation which may be necessary for the fulfilment of these objects.
- 4.8. To disseminate, as the Directors may deem appropriate, the results of the Company's research and knowledge and its implications for agricultural practice and for the agricultural, food and health industries and for consumers, whether in Scotland or elsewhere inter alia by
 - (a) establishing, equipping and conducting, and co-operating in establishing, equipping and conducting lectures, classes, other courses, conferences, exhibitions and other events
 - (b) preparing and paying the cost of preparing, related books, articles and other sources of information, including films, video tapes and computer software, and publishing or disseminating by electronic or other means, such materials and, where thought appropriate, securing rights of copyright, licences and other rights to reproduce such materials, and to market, license and otherwise deal with such materials.
- 4.9. To make grants to facilitate research in subjects within the scope of paragraph III (1) of these objects, to make payments towards the expenses of such research, establish and to grant bursaries and scholarships for research in these subjects, and to make payments by way of monetary recognition of success.
- 4.10. To design and supply, incidentally to the other Objects, computer software, including operating systems, compilers, utilities, service software and other programmes and their associated documentation and to market, licence or otherwise deal in such software.
- 4.11. To make or produce any other article or commodity which may conveniently be made or produced in connection with or in association with the activities of the Institute and to market or deal in any such article or commodity in order to further the Objects.
- 4.12. To support and subscribe to any charitable (or public) object and to support and subscribe to any institution, society or club which, being of benefit to the employees and the dependants of employees of the Company or of any body with which it may amalgamate, may indirectly facilitate the attainment of these objects.
- 4.13. To employ or to secure the services of academic, professional, clerical, manual, agricultural and other staff, by agreement with such staff to allocate their services to any institution, company, firm or person.
- 4.14. To give, award or contribute to pensions and annuities and superannuation, whether by way of insurance or otherwise, for former employees of the company and for their dependants, and to make to such employees payments on their redundancy or early retirement.
- 4.15. To subscribe for, purchase or otherwise acquire and hold shares or other interests in, or to promote, any other company or companies for the purpose of carrying on any business

or undertaking in the field of biological science or nutrition whose operations appear likely to be beneficial to the Company or to secure the achievement of any of its objects, to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of such other company, to pay the expenses in connection with such subscription, acquisition or promotion, and subsequently to control and manage or to participate in the control and management of such other company.

- 4.16. To apply for, purchase or otherwise acquire and obtain exclusive or other interests in patents, trade marks, copyrights, know how and other rights of intellectual property, to protect, prolong and renew such interests or rights, and to sell, assign, let out on hire, grant licences for the use of, or otherwise market or turn to account such interests or rights, and to negotiate the fair apportionment or reward or profit therefrom.
- 4.17. To carry on business as technical or scientific advisers and consultants to any company, association or other entity, public or private.
- 4.18. To initiate any judicial or other proceedings, to apply for and obtain any departmental privilege or licence or other authority, to oppose any proceedings or applications which may seem, directly or indirectly, to be likely to prejudice the interests of the Company, and to take any other action which may seem calculated directly or indirectly to promote the interests of the Company.
- 4.19. To purchase insurance cover for any of the Company's risks and liabilities which, in the opinion of the Directors, would be in the interests of the Company to secure and for the benefit of any Relevant Officer in accordance with the provisions of these Articles.
- 4.20. Generally, to all such lawful things as may to the Directors seem incidental or conducive to the Objects.

5. Liability

The liability of the members of the Company is limited.

6. Application of income and property

The income and property of the Company whenever or wherever derived shall be applied solely towards the promotion of the Objects, 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 of the Company provided that this shall not prevent the payment in good faith to any member of the company of reasonable and proper remuneration for any services actually rendered to the Company or out of pocket expenses to its Directors.

7. Winding up

- 7.1. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities 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 contributors among themselves.
- 7.2. If, upon the winding up or dissolution of the Company, there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the staff or members of the Company, but shall be transferred to another body having charitable objects similar to its own.

8. Members

- 8.1. The Company shall at any given time have a minimum of one Member but there shall be no maximum number of Members.
- 8.2. An applicant for membership shall sign a written consent in a form approved by the Board to become a Member of the Company.
- 8.3. Notwithstanding the foregoing the Directors shall have absolute discretion as to the admission of any person as a Member.

9. Termination of membership

- 9.1. A Member shall *ipso facto* cease to be a Member of the Company in any of the following events:

- (a) If a Member resigns by giving notice in writing to the Company of his intention to *resign*, or
- (b) If the Member is a body corporate, an unincorporated body, trust or other organisation or institution and is wound up or otherwise dissolved,

and thereupon such Member's name shall be removed from the Register of Members of the Company and he shall cease to be a Member and shall forfeit his interests and privileges in the Company.

- 9.2. The rights and privileges of a Member shall be personal to himself and shall not be transferable by the Member's own act or by operation of law and shall cease on his death or on his ceasing to be a Member of the Company.

10. Register of Members

The Company shall keep a Register of Members containing the names and addresses and all other particulars required by the Acts.

11. General meetings

The Board may whenever it thinks fit convene a general meeting, and general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by the Act.

12. Notice of general meetings

- 12.1. General meetings of the Company shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the date on which it is served or deemed to be served and of the day for which it is given, and shall specify:

- (a) the place, the day and the time of the general meeting, and
- (b) the general nature of the business to be dealt with at the meeting.

- 12.2. The notice shall be given in accordance with the Companies Act 2006 and in such manner, if any, as may be prescribed by the Company in general meeting, to such persons as are entitled under the Companies Act 2006 and these Articles to receive such notice from the Company.

13. Proceedings at general meetings and attending and speaking at general meetings

- 13.1. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the general meeting proceeds to business, except as otherwise

provided in these Articles, the quorum of Members shall be two, provided that if the Company shall have a single member, that single member present in person or proxy shall be a quorum.

- 13.2. The chairman of the Board shall preside as chairman at every general meeting of the Company or if there is no such chairman at the time or if he shall not be present within fifteen minutes after the time appointed for the holding of the general meeting the Directors present shall elect one of their number to be chairman of the general meeting.
- 13.3. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 13.4. A person is able to exercise the right to vote at a general meeting when:
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 13.5. The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 13.6. In determining attendance or presence at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 13.7. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

14. Voting at general meetings

Every Member shall have one vote.

15. Board

- 15.1. The property and affairs of the Company shall be under the management of the Board.
- 15.2. The Board shall consist of up to 6 Directors. All appointments shall be by letter specifying, inter alia, the period of appointment. A Director shall be appointed and shall hold office for such period not exceeding four years as may be specified in his letter of appointment.
- 15.3. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with these Articles and provided always that such appointment is in accordance with the provisions of Article 15.2.
- 15.4. The Directors shall also have the power at any time to remove any person as a Director by notice in writing by each co Director to that Director.
- 15.5. The Members may by ordinary resolution, of which special notice has been given in accordance with Section 168 of the Companies Act 2006, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.
- 15.6. The Members may by ordinary resolution, appoint another duly nominated person in place of a Director removed from office under Article 15.4. The person appointed to fill such a

vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

16. The chairman

At the date of adoption of these Articles, the existing Chairman of the Board shall be re-appointed as Chairman for a period not exceeding three years provided that he shall, at that date, have been appointed as a lay member of the University Court of the University of Aberdeen. Thereafter the Chairman shall be appointed from time to time by a majority of the Members.

17. Board powers and duties

17.1. The Directors may exercise all the powers of the Company to borrow money, and to grant securities over or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

17.2. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting the Company, and may exercise all such powers of the Company as are not, by the Acts or by these Articles or by regulation(s) made by the Company in General Meeting, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Acts or these Articles and to such regulations being not inconsistent with the aforesaid provisions. No regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

17.3. The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any attorney as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

17.4. The Directors shall cause minutes to be made

- (a) of all appointments of officers made by the Directors,
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors,
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.

17.5. No remuneration shall be payable to the Directors for acting as such, but they shall be entitled to reimbursement of all expenditure properly incurred by them in attending meetings of the Directors or general meetings of the Company or in connection with the business of the Company.

17.6. The office of Director shall be vacated if the Director

- (a) holds any other office of profit under the Company, or
- (b) becomes insolvent or bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) becomes prohibited from being a Director or charity trustee by virtue of any provision made under either the Acts or the Charities and Trustee Investment

(Scotland) Act 2005 or he becomes prohibited by law from being a Director or trustee, or

- (d) becomes of unsound mind, or
- (e) resigns his office by notice in writing the Company, or
- (f) is removed from office by a resolution duly passed pursuant to Section 168 of the Companies Act 2006, or
- (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of their interest in manner required by Section 177 or 182 of the Act, or
- (h) 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.

17.7. For the purposes of section 175 of the Companies Act 2006, the Directors have (or if there is only one Director who is not conflicted or interested in the matter in question, that sole Director has) the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a Director under that section to avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.

17.8. The power of the Directors (or any sole Director as the case may be) to authorise any matter under Article 17.7:

- (a) applies (but is not limited) to the exploitation of any property, information or opportunity (and it is immaterial whether the Company could take advantage of the property, information or opportunity); and
- (b) does not apply to a conflict of interest arising in relation to a transaction or arrangement with the Company.

17.9. Authorisation of a matter under this Article is effective only if:

- (a) the matter in question has been proposed in writing for consideration at a meeting of the Directors in accordance with the board's normal procedures or such other manner as the Directors may decide;
- (b) any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question or any other interested Director but on the understanding that if there is only one Director who is not conflicted or interested in the matter in question, that Director shall, notwithstanding any other provisions of these Articles, be permitted to authorise the matter which would or might otherwise constitute or give rise to a breach of the duty of a Director; and
- (c) the matter was agreed to without such Director (or Directors) voting, or would have been agreed to if the votes of any interested Directors had not been counted but on the understanding that if there is only one Director who is not conflicted or interested in the matter in question, that Director shall, notwithstanding any other provisions of these Articles, be permitted to authorise the matter which would or might otherwise constitute or give rise to a breach of the duty of a Director.

17.10. Any authorisation of a matter under this Article shall be subject to such conditions, limitations and/or terms as the Directors (or sole Director as the case may be) may decide, whether at the time such authorisation is given or subsequently, and may be varied or

revoked by the Directors (or sole Director as the case may be) at any time and at their absolute discretion.

- 17.11. Subject to any such conditions, limitations and/or terms imposed by the Directors (or sole Director as the case may be), any authorisation given shall be deemed to be given to the fullest extent permitted by the Companies Acts. A Director shall comply with any obligations imposed on them by the Directors (or sole Director as the case may be) pursuant to any such authorisation.
- 17.12. A Director shall not, save as otherwise agreed by the other Directors, be accountable to the Company for any benefit which that Director (or a person connected with that Director) derives from any matter authorised by the Directors (or sole Director as the case may be) under this Article and any such related contract, transaction or arrangement relating is not liable to be avoided on the grounds of any such benefit.
- 17.13. Any authorisation of a matter under this Article shall extend to any actual or potential conflict of interest, which may reasonably be expected by the Directors (or sole Director as the case may be), at the time such authorisation is given, to arise out of the matter so authorised.
- 17.14. Provided they have declared their interest in accordance with either sections 177 or 182 of the Acts, as appropriate, and subject as appropriate to s175 of the Acts and the operation of Articles 17.7-17.13 above, a Director may:
- (a) be a party to, or in any way interested, whether directly or indirectly, in any contract, arrangement or transaction to which the Company is a party, or in which the Company is in any way interested, whether directly or indirectly; and
 - (b) shall be entitled to be counted in the quorum and to vote on any resolution in respect of any contract, transaction or arrangement, or any other proposal, in which they (or a person connected with them) are interested.

18. Proceedings of the Directors and Participation in meetings of the Directors

- 18.1. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meetings, shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall not have a second or casting vote.
- 18.2. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.
- 18.3. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three.
- 18.4. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
- 18.5. If there is no chairman of the Company at the time or if at any meeting of the Directors the chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
- 18.6. Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

- (a) the meeting has been called and takes place in accordance with the Articles; and
 - (b) they can each communicate to the other Directors any information or opinions they have on any particular item of the business of the meeting.
- 18.7 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other Director.
- 18.8 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 18.7. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
- 18.8. A committee appointed in terms of the foregoing paragraph may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
- 18.9. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present. The Chairman of the committee shall not have a second or casting vote.
- 18.10. All acts *bona fide* done by any meetings of the Directors or of a committee of Directors, 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 such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 18.11. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors or of a committee of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors or such committee duly convened and held.

19. Secretary

The Secretary shall be appointed by the Directors for such time, at such remuneration and upon such conditions as (consistent with the provisions of these Articles) they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed. The Directors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

20. Accounts

- 20.1. The Company shall cause true accounts to be kept of all sums of money received and expended by it, and of its assets and liabilities. Separate accounts shall be kept of any special trust funds or of any other funds received and appropriated to a particular purpose.
- 20.2. The Directors shall cause accounting records to be kept in accordance with normal accounting practice and the statutory requirements from time to time applying.
- 20.3. The accounting records shall be kept at the registered office or subject to the provisions of the Act at such other place or places as the Directors shall think fit and shall always be open to the inspection of the Directors.
- 20.4. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the

Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any accounts or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

20.5. The Directors shall from time to time in accordance with the provisions of the Acts cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are required by the Acts.

20.6. A copy of every income and expenditure account, balance sheet and auditor's report and any other documents required by law to be annexed or attached thereto and to accompany the same and which are to be laid before the Company in general meeting shall not less than twenty one days before the day of the general meeting be sent to every Member. Provided that this Article 20.6 shall not require a copy of the documents to be sent to any person of whose address the Company is not aware.

21. Audit

The accounts of the Company shall be reviewed and reported upon by a properly qualified Auditor who shall be appointed and whose duties shall be regulated in accordance with the provisions of the Acts.

22. Notices and Communications

22.1. The Company may send, supply or give any document, information or notice to a member by hard copy, electronic form or by making that document or information available on a website and giving notice of the availability of that document or information to the relevant member (provided that member has individually agreed (or is deemed to have agreed) to the Company sending or supplying documents or information generally or those documents or information in question to him by means of a website), in each case subject to the provisions of sections 1143 to 1148 and Schedule 5 of the Companies Act 2006.

22.2. A notice given by means of a website shall be deemed to have been sent, supplied or given when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

22.3. Any document, information or notice which is required to be sent or given to the Company shall be sent by hard copy or electronic form in each case, subject to the provisions of sections 1143 to 1148 and Schedule 5 of the Companies Act 2006.

22.4. Proof that an envelope containing a document, notice or information was properly addressed, prepaid and posted shall be conclusive evidence that the document, notice or information was sent, supplied or given by post. A comprehensive transaction report or log generated by fax machine, suitably certified by or on behalf of the company, shall be conclusive evidence that a document, notice or information was sent, supplied or given by fax. A copy of a record of the total number of recipients sent to or each recipient to whom an email message was sent together with any notices of failed transmissions and copies of records of subsequent re sending, suitably certified by or on behalf of the company, shall be conclusive evidence that the document, notice or information was sent, supplied or given by email.

23. Indemnity

23.1. A Relevant Director may be indemnified out of the Company's assets against any liability (other than a liability to the Company or an associated company) which that Director incurs in connection with

- (a) civil proceedings relating to the Company or an associated company (other than a liability incurred in depending proceedings brought by the Company or an associated company in which final Judgment is given against the Directors),
- (b) criminal proceedings relating to the Company or an associated company (other than a fine imposed in such proceedings, or a liability incurred in defending proceedings in which the Relevant Director is convicted and the conviction is final),
- (c) regulatory action taken by or a regulatory investigation by a regulatory authority in relation to the Company or an associated company (unless a sum is payable to a regulatory authority by way of a penalty in respect of noncompliance with any requirement of a regulatory nature (however arising)), or
- (d) any application for relief:
 - (i) under section 661(3) or (4) of the Companies Act 2006 (power of court to grant relief in case of acquisition of shares by innocent nominee), or
 - (ii) section 1157 of the Companies Act 2006 (general power of court to grant relief in case of honest and reasonable conduct),
 unless the court refuses to grant the Director relief, and the refusal of relief is final, or
- (e) civil proceedings in relation to an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006) of which the Company is a trustee in respect of liability incurred in connection with the Company's activities as trustee of the scheme (other than a fine imposed in criminal proceedings, a sum payable to a regulatory authority by way of a penalty in respect of noncompliance with any requirement of a regulatory nature (however arising) or a liability incurred in defending proceedings in which the Director is convicted and the conviction is final).

23.2. A judgment, conviction or refusal of relief becomes final:

- (a) if not appealed against, at the end of the period for bringing an appeal, or
- (b) if appealed against, at the time when the appeal (or any further appeal) is disposed of.

23.3. An appeal is disposed of

- (a) if it is determined and the period for bringing any further appeal has ended, or
- (b) if it is abandoned or otherwise ceases to have effect.

23.4. For the purposes of this Article 23

- (a) Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "Relevant Director" means any Director or former Director of the Company.

24. Insurance

24.1. The Directors may purchase and maintain insurance, at the expense of the Company, for the benefit of any Relevant Officer in respect of any Relevant Loss.

24.2. In this Article

- (a) a "Relevant Officer" means any Director or former Director of the Company, any other officer or employee or former officer or employee of the Company (but not its auditors), and
- (b) a "Relevant Loss" means any loss or liability which has been or may be incurred by a Relevant Officer in connection with that Relevant Officer's duties or powers in relation to the Company, any associated company (within the meaning of Article 23.4).