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MEMORANDUM & ARTICLES OF ASSOCIATION

of

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Burnett & Reid, Advocates

11 Golden Square, Aberdeen AB9 1JF

22/11/88

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
THE ROWETT RESEARCH INSTITUTE

- I. The name of the Company is "The Rowett Research Institute".
- II. The Company's registered office will be situated in Scotland.
- III. The objects for which the Institute is established are:-
- (1) To conduct and promote research and the scientific work having a bearing on the agriculture and food industries, including work relating to -
- (a) the nutrition of animals;
 - (b) the quality and characteristics of animal foodstuffs and their changes during digestion, absorption and metabolism;
 - (c) animal husbandry and the influence of environment and care,
 - (d) the constitution and growth of animals, and factors influencing their health and disease;
 - (e) associated crafts and skills
 - (f) the nutrition of man and his dietary needs;
- and cognate work of any other kind.
- (2) to promote these objects for the benefit of the United Kingdom and to collaborate with similar research institutes and with universities and colleges of agriculture, within the United Kingdom, the European Communities and elsewhere for this purpose.
- (3) to promote generally the efficient development of agriculture, fisheries and their associated industries by the provision of advisory, testing and other services to those engaged in agriculture and its associated industries or in the biological sciences.
- (4) to engage in the breeding of farm animals, in the development of their feedstuffs and supplements and additives thereto, and of prophylactic and curative agents; to engage also in the evaluation and testing of farm animals, or their feedstuffs, supplements and additives, and prophylactic and curative agents, as well as of equipment, machinery and devices designed to secure the handling of livestock and their feedstuffs.
- (5) to affiliate with, or to work in association with or to assist, the research institutes, universities and colleges mentioned above, other corporate bodies, and to establish with them common services and facilities; and, with the authorisation of
- 11th Nov 1988

Buckysburn 14th December 1988

These are the memorandum and articles of Association referred to in the Special Resolution of the Company passed on even date hereto.

14th Dec 1988

CHAIRMAN

of the Secretary of State, to amalgamate with such bodies.

(6) To obtain finance for the achievement of these objects, inter alia by making applications for EEC, State, Local Authority and other capital and recurrent grants, seeking research grants and gifts from 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 specified in this Memorandum) and to carry out and perform these trusts and conditions.

(7) To invest the funds of the Company not immediately required in such stocks and shares, debentures or other securities as the directors may deem appropriate unless specifically excluded by the terms under which these funds have been obtained.

(8) Subject to any guidelines from time to time issued by the Secretary of State for Scotland, to borrow money to such extent and to grant such security for the repayment thereof over the assets of the company as to the directors may from time to time deem appropriate.

(9) 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 the objects of the Company, or any of them.

(10) Subject to any guidelines from time to time issued by the Secretary of State for Scotland, 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.

(11) To acquire or to take on lease any road vehicles and other means of transportation which may be necessary for the fulfillment of these objects.

(12) 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 and food processing industries whether in Scotland or elsewhere inter alia by:

(a) establishing, equipping and conducting, and co-operating in establishing, equipping and conducting lectures, classes, training and/

and 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 otherwise disseminating 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 in such materials.

(13) 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, subject to any guidelines from time to time issued by the Secretary of State, to grant bursaries and scholarships for research in these subjects, and to make payments by way of monetary recognition of success.

(14) To design and supply, incidentally to the other objects of this Memorandum, 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.

(15) To make or to 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 of this Memorandum.

(16) 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 dependents of employees of the Company or of any body with which it may amalgamate, may indirectly facilitate the attainment of these objects.

(17) 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.

(18) To give, award or contribute to pensions, annuities, and superannuation, whether by way of insurance or otherwise, for former employees of the Company and for their dependents; and to make to such employees payments on their redundancy or early retirement.

(19) Subject to any guidelines from time to time issued by the Secretary of State for Scotland, 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/

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;

(20) 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 of reward or profit therefrom.

(21) To carry on business as technical or scientific advisers and consultants to any company, association or other entity, public or private;

(22) 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.

(23) Generally, to do all such lawful things as may to the Directors seem incidental or conducive to the above objects.

IV The liability of the members of the Company is limited.

V 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 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 of out-of-pocket expenses to its directors.

VI 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/

the costs, charges and expenses of winding up, and for the adjustment of the rights of contributories among themselves.

- VII 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 by agreement with the Secretary of State to another body having charitable objects similar to its own.
- VIII 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, and the books of account shall be kept at the registered office of the Company and shall be open to the inspection in accordance with the provisions of the Articles of Association. Separate accounts shall be kept of any special trust funds or of any other funds received appropriated to a particular purpose.
- IX No addition, alteration or amendment shall be made to or in the provisions or regulations contained in the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Secretary of State for Scotland.

WE, the subscribers etc.

20/07/87

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THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY GUARANTEE WITHOUT A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE ROWETT RESEARCH INSTITUTE

INTERPRETATION

1. In the following Articles:-

"the Act" means the Companies Act 1985 together with any statutory modification or re-enactment thereof for the time being in force.

"the Articles" shall mean the Articles of Association of the Company as presently framed or as altered from time to time by Special Resolution.

"the Company" shall refer to the Rowett Research Institute.

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"executed" includes any mode of execution.

"the Governors" shall be the persons referred to in Articles 4 to 6.

"office" means the registered office of the Company.

"the seal" means the common seal of the Company.

"the secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

MEMBERS

2. The members of the Company shall comprise:-

(a) those persons who were Governing Members of the Rowett Research Institute immediately before the adoption of these Articles, and

(b) any person subsequently appointed as a Governor of the Company and remaining/

remaining a Governor in terms of Articles 4 to 7 below;

Provided that no such person shall become a member of the Company unless he shall have agreed to do so.

3. Membership of the Company shall not be transferable. An individual shall cease to be a member of the Company on his death or on his office as a Governor of the Rowett Research Institute being vacated under Articles 8 and 9 below. A member may at any time withdraw from the Company on giving seven clear days notice to the Secretary.

GOVERNORS

4. Those persons holding office as Governors of the Rowett Research Institute at the time of the adoption of these Articles shall continue in office as Governors of the Institute for the period that would have applied to them if these Articles had not been adopted. Thereafter Governors shall be appointed from time to time up to a total number of fifteen. Three Governors shall be appointed by each of the following bodies: The University of Aberdeen, the North of Scotland College of Agriculture, and the Secretary of State for Scotland. Two Governors shall be appointed by each of, the Royal Society of Edinburgh or other similar learned Society, and the Confederation of British Industry from national and international companies. Two other Governors may be co-opted by the existing Governors. The appointment shall be by letter, specifying inter-alia the period of the appointment.

5. A Governor shall be appointed and shall hold office, subject to the following provisions, for such a period not exceeding three years as may be specified in his letter of appointment. He shall be eligible for re-appointment. A Governor may resign from office at any time and his office may be vacated under Articles 8 and 9 below. A Governor appointed to fill a vacancy caused by the death, resignation, or termination of office of an existing Governor shall hold his appointment only for the remainder of his predecessors's period of office.

6. The secretary of the Company or other officer shall, at least one clear month before the expiry of the term of office of any Governor, give notice to the proper electing body or person nominating such Governor, and the electing body or person nominating shall, not later than six months after the expiry of said term, elect or nominate a Governor to hold office from the expiry of said term. Any election or nomination not made as aforesaid within six months from the expiry of said term of office may be made by the Governors. Such representative elected or nominated by the Governors shall hold office only until the expiry of the term of office of the Governor in place of whom he has been re-elected end of one year from the occurrence of the vacancy, but he may be re-elected.

7. A written communication from any electing body, signed by the secretary or other responsible officer thereof and notifying to the Secretary/

Secretary of the Institute the election of a Governor or Governors or of his or their vacation of office, shall be sufficient evidence to the Governors of the fact. The communication shall be entered in the Minutes of the Institute.

VACATION OF OFFICE BY GOVERNORS

8. A Governor shall vacate office as a Governor and as a member of the Company:-

- (a) at the conclusion of the period for which he was appointed if he has not been re-appointed.
- (b) on his appointment being recalled by the appointing body.
- (c) if he would be disabled under the general law from continuing in office as the director of a public limited liability company or against whom a disqualification order has been made, or would be liable to be made, under the Company Directors Disqualification Act 1986 or any legislation amending or complementing that Act.

DIRECTORS

9. The first Directors of the Company shall be the subscribers to the memorandum and Articles. Subsequently, the Governors from time to time of the Rowett Research Institute shall be its Directors.

POWERS OF DIRECTORS

10. 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 a company without a share capital limited by guarantee. 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.

11. The powers which may be exercised by the directors include, subject to Section 80 of the Act and to any directions given by the Secretary of State, the power to borrow money upon such terms and in such manner as they may think fit and to grant any mortgage, charge or standard security over its undertaking and property, or any part thereof, and to issue debentures and other securities.

12. 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/

conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

13. The directors may delegate any of their powers to any committee consisting of or including one or more of their number. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable. Any such delegation may be made subject to any conditions the directors may impose, 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 any such committee shall be governed by the Articles regulating the proceedings of directors so far as these Articles are capable of applying.

PROCEEDINGS OF DIRECTORS

14. Subject to the provisions of these Articles, the directors may regulate their proceedings as they may think fit. A director may, and at the request of a director the secretary 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. No matter considered to be special business shall be determined unless full notice thereof shall have been given to the meeting.

15. 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 five.

16. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number.

17. The directors may appoint one of their own number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unable or 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 own number to be chairman of the meeting.

18. 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/

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

19. 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 the resolution may consist of several documents in the like form each signed by one or more directors.

DIRECTORS' EXPENSES, GRATUITIES AND PENSIONS

20. The directors may be paid all travelling, subsistence and other expenses properly incurred by them in connection with their attendance at meetings of directors, or committees of directors, or general meetings, or separate meetings of the holders of debentures of the Company, or otherwise in connection with the discharge of their duties.

21. The directors [subject to Section 312 of the 1985 Act] may pay compensation for loss of office and may pay or provide other benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

DIRECTORS' APPOINTMENTS AND INTERESTS

22. 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 transactions 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 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/

corporate but shall be entitled to retain such benefit and interest except to the extent that the directors may appoint.

23. For the purposes of the preceding Article:

(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.

24. 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.

25. A director shall not be counted in the quorum at a meeting in relation to a resolution on which he is not entitled to vote.

INDEMNITY

26. 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 assets of the company against liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement 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.

GENERAL MEETINGS

27. The first general meeting of the Company shall be convened by the signatories to the Memorandum and Articles and shall be held no later than three months after the incorporation of the Company. The directors shall hold a general meeting as the company's annual general meeting in addition to any other meetings in that year and shall specify the meeting as the annual general meeting in the notices calling it. The annual general meeting shall be held at such time and place as the directors may appoint; but not more than fifteen months shall elapse between the date of one annual general meeting and another.

28. The directors may convene general meetings and, on the requisition of/

of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting.

29. All general meetings of the members of the Company other than the first general meeting and annual general meetings shall be called extraordinary general meetings.

NOTICE OF GENERAL MEETINGS

30. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days notice but a general meeting may be called by shorter notice if it is so agreed:-

- (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.

The notice convening the meeting shall specify its time and place, the 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 the auditors.

31. 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.

32. A general meeting called for the purpose of altering the provisions of these Articles may be called only after twenty-one days clear notice. No such alteration shall be put to the vote without the prior consent in writing of the Secretary of State.

PROCEEDINGS AT GENERAL MEETINGS

33. All business which is transacted at general meetings of the Company (including the annual general meeting) shall be deemed to be special except the consideration of the accounts, balance sheets, the reports of the directors and of the auditors, and the appointments of and the fixing of the remuneration of the auditors.

34. No business shall be transacted at any meeting unless a quorum is present. Five persons entitled to vote upon the business to be transacted, each being a member of the Company shall be a quorum.

35./

35. 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 such time and place as the directors may determine.

36. 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.

37. 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.

38. 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 two members having the right to vote at the meeting.

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

40. 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.

41. 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.

42. 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.

43. In the case of an equality of votes, whether on a show of hands or on a poll/

poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

44. 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.

45. 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.

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

47. 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.

48. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.

49. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):-

ROWETT RESEARCH INSTITUTE/

ROWETT RESEARCH INSTITUTE

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.
Signed on _____ 19 _____.

50. 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):-

ROWETT RESEARCH INSTITUTE

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 _____.

51. 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/

permitted shall be invalid.

52. 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.

NOTICES

53. 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.

54. The Company may give any notice to any director or to any member either personally or by sending it by post in a prepaid envelope addressed to him at his registered address or by leaving it at that address.

55. A director or 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.

56. 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, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

ACCOUNTS

57. The directors shall cause true accounts to be prepared and submitted to them of the assets and liabilities of the company and of its income and expenditure. These accounts shall be properly vouched and shall give a true and fair view of the financial position of the Company and explain its transactions. They shall be submitted annually to the Directors or at such shorter periods as they may require. These accounts, or other accounts in such form as he shall prescribe shall be submitted to the Secretary of State for Scotland as and when he may require.

58. The books of account shall be kept at the registered office of the Company and shall be open to inspection by the Directors and the auditors of the Company at any time. The Secretary of State and the Comptroller and Auditor General, or any person appointed by them for the purpose, shall have the right to require at any time the production of the accounts and of any other books or records of the Institute.

59./

59. A copy of the annual balance sheets and accounts of income and expenditure and such other reports as may be required by the Act shall be sent to each member of the Company and the auditors not less than twenty-one clear days before the date of the annual general meeting and they shall be submitted to the meeting.

AUDITORS

60. An auditor or auditors of the company shall be appointed and may be removed from office in terms of the provisions applicable to public limited liability companies under sections 384 to 392 of the Act. Such an auditor or auditors shall, so far as relevant, be subject to the duties imposed and rights conferred upon the auditors of public limited liability companies under the Act.

WINDING-UP

61. The provisions of paragraph VII and VII of the Memorandum of Association of the Company relating to its winding-up or dissolution shall have effect and be observed as if those paragraphs were repeated in these Articles.

SECRETARY

62. 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.

MINUTES

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

- (a) of all appointments of officers made by the directors, and
- (b) of all proceedings at meetings of the Company or of the directors, and of committees appointed under Article 13, including the names of the directors present at each such meeting.

THE SEAL

64. The seal shall only be used with 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 a director and by the Secretary or by a second director.

Names and addresses of the subscribers