

THE COMPANIES ACT 2006

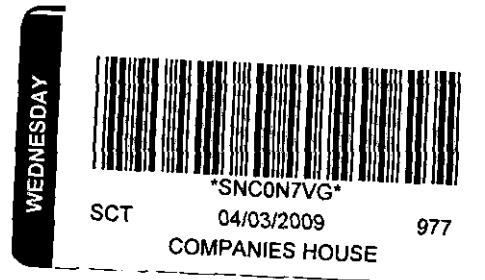
**A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

SPECIAL RESOLUTION

of

The Wise Group ("the Company")

**(Company number: SC091095)
(Scottish charity number: SC004089)**



At a general meeting of the Company (which is a Scottish charity) held at 72 Charlotte Street, Glasgow G1 5DW on 11 April 2008 at 10.30am, the following resolutions were each duly passed as a special resolution of the Company:-

A. That the provisions of the memorandum of association be amended by the deletion of the words "the chief executive" in paragraph (a) of clause 4 and the insertion in their place of the words "any member of the senior management team of the company"

B. That the articles of association of the company be altered as follows:

1. by the deletion in article 4 of the words "(other than the chief executive of the company or the chairman of the board of directors)" wherever they appear in that article and the insertion in their place (in each case) of the words "(other than a member of the senior management team of the company or the chairman of the board of directors)"
2. by the insertion in article 48, immediately after the words "(if he/she is a director)" of the words ", or any other member of the senior management team of the company (if he/she is a director),"
3. by the deletion of the heading to article 50 and the insertion in its place of the heading "Eligibility to serve as a director"
4. by the insertion, immediately after article 50, of the following:

"50A. No member of the senior management team of the company may be elected or appointed as a director if the effect would be that the directors who were entitled to remuneration from the company (whether as members of the senior management team or as the chairman) constituted 50% or more of the total number of directors then in office."

5. by the deletion in paragraph (d) of article 51 of the words "(except in the case of the chief executive or the chairman of the board of directors)" and the

insertion in their place of the words “(except in the case of a member of the senior management team of the company or the chairman of the board of directors)”

6. by the deletion in paragraph (e) of article 51 of the words “(in the case of the chief executive)” and the insertion in their place of the words “(in the case of a member of the senior management team of the company)”
7. by the deletion in paragraph (b) of article 60 of the words “(in the case of the chief executive)” and the insertion in their place of the words “(in the case of a member of the senior management team of the company)”
8. by the deletion in article 63 of the words “The individual for the time being holding the post of chief executive under the company” and the insertion in their place of the words “An individual holding a post within the senior management team of the company”
9. by the deletion in article 65 of the words “the post of chief executive” and the insertion in their place of the words “a post within the senior management team of the company”
10. by the deletion of the existing provisions of article 73 and the insertion in their place of the following:

“73. The quorum for the transaction of the business of the directors shall (subject to article 73A) be three.

73A. A quorum shall not be deemed to be constituted at any meeting of directors unless the number of directors who are employees of the company present at the meeting together with the chairman of the board of directors (if present) represents a minority of the total number of directors present at the meeting.”
11. by the deletion in article 81 of the words “the chief executive of the company” and the insertion in their place of the words “the holder of a post within the senior management team of the company”
12. by the insertion, immediately after paragraph (g) of article 51, of the following:

“(h) he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a material breach of the code of conduct for directors in force from time to time (as referred to in article 61C);

(i) he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005;”

and the re-designation of paragraph (h) as paragraph (j) accordingly

13. by the insertion, immediately after article 51, of the following:

“51A. A resolution under paragraph (h) or (i) of article 51 shall be valid only if:-

- (a) the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for his/her removal is to be proposed;
- (b) the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote; and
- (c) at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.”

14. by the insertion, immediately after article 61, of the following:

“Conduct of directors

61A. It is the duty of each director of the company to take decisions (and exercise his/her other powers and responsibilities as a director) in such a way as he/she considers will be in the best interests of the company, and irrespective of any office, post, engagement or other connection which he/she may have with any other body which may have an interest in the matter in question.

61B. Without prejudice to the principle set out in article 61A, each of the directors shall have a duty, in exercising functions as a charity trustee, to act in the interests of the company; and, in particular, must:-

- (a) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its purposes;
- (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- (c) in circumstances giving rise to the possibility of a conflict of interest between the company and any party responsible for the appointment of that director:
 - (i) put the interests of the company before that of the other party;
 - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any deliberation or decision

of the other directors with regard to the matter in question;

- (d) ensure that the company complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

61C. Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board of directors from time to time; for the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association, and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time."

15. by the insertion, immediately after article 73, of the following:

"73A. A director may participate in a meeting of directors by way of a videoconferencing facility, a teleconferencing facility or other form of communications equipment whereby all of the directors participating in the meeting can hear each other; a director participating in this manner shall be counted in determining whether a quorum is constituted."

16. by the deletion of the existing provisions of article 18 and the insertion in their place of the following:

" 18. The directors must

- (a) convene an annual general meeting in each year, and on the basis that not more than 15 months may elapse between the date of one annual general meeting and the next;
- (b) convene an extraordinary general meeting if there is a valid requisition by the members (under section 303 of the 2006 Act) or a requisition by a resigning auditor (under section 392A of the 1985 Act (for so long as it is in force) or section 518 of the 2006 Act)."

17. by the deletion of the existing provisions of article 19 and the insertion in their place of the following:

" 19. Subject to the preceding article, the directors may convene general meetings whenever they think fit."

18. by the deletion of the existing provisions of article 20 and the insertion in their place of the following:

"20. At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting."

19. by the deletion of the word "posted" in article 21 and the insertion in its place of the word "sent"
20. by the insertion, at the end of the existing provisions of article 22, of the following:

" ; and (c) contain a statement informing members of their right to appoint a proxy."
21. by the insertion, immediately after article 24, of the following:

"24A. Notice of every general meeting shall be given

 - (a) in hard copy form
 - (b) in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
 - (c) (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the 2006 Act) by means of a website."
22. by the insertion in article 28, immediately after the words "present in person" of the words " or represented by proxy"
23. by the deletion in article 26 of the word "Act" and the insertion in its place of the words "the Companies Acts"
24. by the deletion in article 33 of the words "two members present in person at the meeting" and the insertion in their place of the words "two persons present at the meeting and entitled to vote (whether as members or as proxies for members"
25. by the deletion in article 36 of the words "must be given personally" and the insertion in their place of the words "may be given either personally or by proxy"
26. by the insertion, immediately after article 36 of the following:

"36A. Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):

 - (a) shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or
 - (b) shall send by electronic means to the company, at such electronic address as may have been notified to the members by

the company for that purpose, an instrument of proxy (in such form as the directors require)

providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).

- 36B. An instrument of proxy which does not conform with the provisions of article 36A, or which is not lodged or sent in accordance with such provisions, shall be invalid.
 - 36C. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
 - 36D. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be member of the company.
 - 36E. A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where contained in an electronic communication, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded."
- 27. by the deletion in paragraph (j)(as re-designated) of article 51 of the words "section 303 of the Act" and the insertion in their place of the words "section 169 of the 2006 Act"
 - 28. by the deletion in article 80 of the words "Act (excluding any statutory modification not in force at the date of adoption of these articles)" and the insertion in their place of the words "Companies Acts"
 - 29. by the deletion in article 92 of the words "Subject to the provisions of the Act, the secretary shall be appointed by the directors" and the insertion in their place of the words "Notwithstanding the provisions of the 2006 Act, the directors shall appoint a secretary"
 - 30. by the insertion, at the end of the existing provisions of article 95, of the following:

" or, in the case of a member who has notified the company of an address to be used for this purpose, the company may give any notice to that member by electronic means"
 - 31. by the insertion, immediately after article 96, of the following:

“96A. Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.”

32. by the deletion of the existing provisions of article 98 and the insertion in their place of the following:

“98. Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by section 310 of the 1985 Act (for so long as it is in force) and sections 232, 234, 235, 532 and 533 of the 2006 Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office including, without prejudice to that generality (but only to the extent permitted by those sections of the Companies Acts), any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

98A. For the avoidance of doubt, the company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the 2006 Act (negligence etc. of a director).”

33. by the deletion of the existing provisions of article 99 and the insertion in their place of the following:

“99. In these articles:

“the 1985 Act” means the Companies Act 1985;

“the 2006 Act” means the Companies Act 2006.

100. Any reference in these articles to a provision of any legislation shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force."


.....
Company Secretary

Dated: 26th Feb 2009

Registered office: -

72 Charlotte Street
GLASGOW
G1 5DW

THE COMPANIES ACT 1948 to 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL
MEMORANDUM AND ARTICLES OF ASSOCIATION
of
THE WISE GROUP

Burness 
120 Bothwell Street, Glasgow, G2 7JL
Telephone: 0141 248 4933 FAS: 8859
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Caron A Gurney
Company Secretary

THE COMPANIES ACTS 1948 to 2006

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

MEMORANDUM OF ASSOCIATION

of

THE WISE GROUP

- 1 *The name of the company (hereinafter referred to as "the company") is "The Wise Group".
- 2 The registered office of the company will be situated in Scotland.
- 3 [†]This clause shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the company, such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which is regarded as charitable for the purposes of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment for the time being in force). Subject to that over-riding qualification, the company's objects are: -
 - (1) To relieve poverty.
 - (2) To advance education and to promote and/or provide training in skills of all kinds.
 - (3) To preserve, conserve, restore and improve the environment.
 - (4) To promote, establish, operate and/or support other projects and programmes of a charitable nature.

In pursuance of those aims (but not otherwise) the company shall have the following powers: -

- (a) To promote companies whose activities may (directly or through the generation of income to support the charitable activities of the company or any associated company) further one or more of the above objects or any associated purpose, to acquire and hold shares, stocks, debentures and other interests in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.

* The company's name was changed from "Heatwise Glasgow Limited" to "Heatwise Glasgow" with effect from 14 August 1985

The company's name was changed from "Heatwise Glasgow" to "The Wise Group" with effect from 1 April 1987

[†] As amended by special resolutions passed on 1 April 1987 and 8 December 1992

- (b) To provide advice and assistance (whether financial or otherwise) to any company or other body whose activities are directed towards the furtherance of any of the objects set out above.
- (c) To commission research, studies and reports with a view to identifying, evolving and, as appropriate, implementing (directly or indirectly), appropriate strategies, projects and programmes directed towards the furtherance of any of the objects set out above.
- (d) To liaise with public authorities, potential employers, community groups, voluntary bodies and others all with a view to furthering the above objects.
- (e) To carry on any other activity which may appropriately be carried on in connection with any of the objects of the company.
- (f) To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company.
- (g) To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company.
- (h) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.
- (i) To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company.
- (j) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- (k) To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person.
- (l) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (m) To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual, who is or was at any time in the employment of the company and the wife, widow, relatives and dependents of any such individual; to establish, subsidise and subscribe to any

institution, association, club and fund which may benefit any such person.

- (n) To promote any Act of Parliament, Provisional Order and other authority to enable the company to carry on its business, alter its constitution, and achieve any other purpose which may promote the company's interests, and to oppose or object to any application or proceedings which may prejudice the company's interests.
- (o) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company and to obtain from any such organisation, government or authority any charter, right, privilege or concession.
- (p) To enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any charitable or benevolent body, whether incorporated or unincorporated.
- (q) To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.
- (r) To effect insurance against risks of all kinds.
- (s) To invest moneys of the company not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.
- (t) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on.
- (u) To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the company.
- (v) To subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the company is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the company is authorised to amalgamate.
- (w) To transfer all or any part of the undertaking, property and rights of the company to any body, incorporated or unincorporated, with which the company is authorised to amalgamate.

- (x) To subscribe and make contributions to or otherwise support charitable or benevolent bodies, whether incorporated or unincorporated, and to make donations for any public purpose connected with the activities of the company or with the furtherance of its objects.
- (y) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company.
- (z) To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscription, grants, loans, donations or otherwise.
- (aa) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- (bb) To do anything which may be deemed incidental or conducive to the attainment of any of the objects of the company.

And it is declared that in this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated.

- *4. 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 the 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 nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the company or to any member of the company, in return for any services actually rendered to the company, nor prevent the payment of interest at a rate not exceeding the minimum base rate of the Royal Bank of Scotland Limited from time to time in force on money lent by any member of the company, or reasonable and proper rent for premises let by any member of the company; but so that (except as permitted by the other provisions of this clause) no member of the board of directors of the company shall be appointed to any salaried office of the company or any office of the company paid by fees, and that (except as permitted by the other provisions of this clause) no remuneration or other benefit in money or money's worth shall be given by the company to any member of such board of directors except repayment of out of pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises let to the company; provided that the provision last aforesaid shall not apply to any payment to any company in which a member of the board of directors of the company holds not more than one hundredth part of the capital, and such member shall not be bound to account for any share of the profits he may receive in respect of any such payment.

* as amended by special resolution passed on 8th December 1992.

*The company shall, notwithstanding the preceding provisions of this clause 4, be entitled

- (a) to pay reasonable and proper remuneration to any member of the senior management team of the company in his capacity as an employee of the company, notwithstanding that he is a director of the company
- (b) to pay reasonable and proper remuneration to the chairperson of the board of directors, notwithstanding that he is a director of the company, in recognition of his special involvement (outwith the normal role of a director in the context of a non-profit distributing company) in the development of the company and its activities.

5 The liability of the members is limited.

6 Every member of the company undertakes to contribute to the assets of the company in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of debts and liabilities of the company before he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Five pounds.

7 If upon 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 or distributed among the members of the company, but shall be given or transferred to some other charitable 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 among its or their members to an extent at least as great as is imposed on the company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the company with the approval in writing of the Secretary of State for Scotland at or before the time of dissolution or in default thereof by such court of law as may have or acquire jurisdiction in the matter and if so far as effect cannot be given to such provisions then to some other charitable object or objects.

* As altered by special resolution passed on 11 April 2008.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this memorandum of association.

Names,	addresses and descriptions of subscribers
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JOHN ANDERSON	25 DALNAIR STREET, GLASGOW G3 8SD
---------------	-----------------------------------

(sgd) John Anderson
ACTING DIRECTOR,
GLASGOW COUNCIL FOR VOLUNTARY SERVICE

MARTIN NICHOL	31 LAUREL AVENUE, LENZIE, G66 4RT
---------------	-----------------------------------

(sgd) Martin Nichol
CHIEF HOUSING OFFICER,
PROGRAMME MANAGEMENT
GLASGOW DISTRICT COUNCIL

Dated the 4th day of December 1984

Witness to the above signatures.

(sgd) Alistair Grimes
ALISTAIR GRIMES

THE COMPANIES ACT 1985 to 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES of ASSOCIATION

of

THE WISE GROUP

(as adopted by special resolution passed on 26 February 1997)

(as amended by special resolution passed on 29 October 1997)

(as amended by special resolution passed on 13 September 2002)

(as amended by special resolution passed on 11 April 2008)

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Membership

1. The subscribers to the memorandum of association and such other persons as are admitted to membership under the articles of association of the company in force from time to time shall be the members of the company.
2. A member may not transfer his/her membership to any other person.

Qualifications for membership

- 3 Subject to articles 1,4 and 5, membership shall be open to any individual who wishes to support the aims and activities of the company.

- ¹4. No employee of the company (other than a member of the senior management team of the company or the chairman of the board of directors) may become a member; a person admitted to membership (other than a member of the senior management team of the company or the chairman of the board of directors) shall automatically cease to be a member if he/she becomes an employee of the company.
5. The directors shall be entitled at their discretion (and without giving any reason) to refuse to admit any person to membership; in determining whether or not to admit an applicant to membership, the directors shall have regard to the potential contribution which the applicant could make to the conduct and development of the company's activities.
6. A person, once admitted to membership, shall remain a member (subject to the provisions of articles 4, 12, 13 and 15) unless and until he/she submits a written notice of retiral under article 14.

Application for membership

7. Any person who wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require), signed by him/her.
8. A person applying for membership shall lodge with the company such information and evidence in support of his/her application as the directors require.
9. Each application for membership shall be considered by the directors at the first meeting of the directors which is held after receipt by the company of the written application (and, if required by the directors, supporting information and evidence) required under articles 7 and 8.
10. The directors shall, within a period of seven days after the meeting at which an application for membership is considered, notify the applicant in writing of the directors' decision as to whether or not to admit him/her to membership.

Membership subscription

11. For the avoidance of doubt, no membership subscription shall be payable, either on admission to membership or on any periodic basis.

Cessation of membership

12. Membership shall cease on death.
13. Any member who is a director of the company shall automatically cease to be a member if he/she ceases (for whatever reason) to be a director of the company.

¹ As altered by special resolution passed on 11 April 2008.

14. Any person who wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors require), signed by him/her; on receipt of the notice by the company he/she shall cease to be a member.
- ²15. The directors shall (subject to article 16) be entitled to expel any individual from membership by way of a resolution to that effect passed at a board meeting, providing that two thirds or more of the directors then in office voted in favour of that resolution.
16. Any director who wishes to propose at any board meeting a resolution for the expulsion of any individual from membership shall lodge with the company written notice of his/her intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than 28 days before the date of the board meeting; the company shall, on receipt of such a notice, send a copy of the notice to the member concerned, and the member concerned shall be entitled to be heard on the resolution at the board meeting at which the resolution is proposed.

General meetings

17. All general meeting other than annual general meetings are to be called extraordinary general meetings.
- ³18. The directors must
 - (a) convene an annual general meeting in each year, and on the basis that not more than 15 months may elapse between the date of one annual general meeting and the next;
 - (b) convene an extraordinary general meeting if there is a valid requisition by the members (under section 303 of the 2006 Act) or a requisition by a resigning auditor (under section 392A of the 1985 Act (for so long as it is in force) or section 518 of the 2006 Act).
- ⁴19. Subject to the preceding article, the directors may convene general meetings whenever they think fit.

Notice of general meetings

- ⁵20. At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting.
- ⁶21. The reference to "clear days" in article 20 shall be taken to mean that, in calculating the period of notice, the day after the notice is sent, and also the day of the meeting, should be excluded.

² As altered by special resolution passed on 13 September 2002.

³ As altered by special resolution passed on 11 April 2008.

⁴ As altered by special resolution passed on 11 April 2008.

⁵ As altered by special resolution passed on 11 April 2008.

- ⁷22. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of any business to be dealt with at the meeting and (b) if a special resolution (see article 25) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution; and (c) contain a statement informing members of their right to appoint a proxy.
23. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
24. Notice of every general meeting shall be given to all the members and directors and (if there are auditors in office at the time) to the auditors, but the accidental omission to give notice of a meeting to, or on the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- ⁸24A. Notice of every general meeting shall be given
- (a) in hard copy form
 - (b) in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
 - (c) (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the 2006 Act) by means of a website.

Special resolutions and ordinary resolutions

25. For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 20 and 22; for the avoidance of doubt, the reference to 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- ⁹26. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Companies Acts allow the company, by special resolution,
- (a) to alter its name

⁶ As altered by special resolution passed on 11 April 2008.

⁷ As altered by special resolution passed on 11 April 2008.

⁸ As inserted by special resolution passed on 11 April 2008.

⁹ As altered by special resolution passed on 11 April 2008.

- (b) (subject to the provisions of the Act) to alter its memorandum of association with respect to the company's objects
 - (c) to alter any provision of these articles or adopt new articles of association.
27. For the purposes of these articles, an "ordinary resolution" means a resolution passed by the majority vote (taking account only of those votes cast in favour as compared with those votes cast against, and (as applicable) the chairman's casting vote) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 20 and 22.

Proceedings at general meetings

- ¹⁰28. No business shall be transacted at any meeting unless a quorum is present; that number of members which is equal to one fifth (rounded downwards) of the total membership or (if greater) three members (in each case, present in person or represented by proxy), shall be a quorum.
29. If the quorum required under the preceding article is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairman of the meeting.
30. The chairman of the board of directors shall (if present and willing to act as chairman) preside as chairman of the meeting; if the chairman of the board of directors is not present and willing to act as chairman within half an hour of the time appointed for holding the meeting, the depute chairman shall (if present and willing to act as chairman) preside as chairman of the meeting.
31. If neither the chairman of the board of directors nor the depute chairman is present and willing to act as chairman within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairman or, if there is only one director present and willing to act, he/she shall be chairman.
32. The chairman may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests him/her to do so), adjourn the meeting but not for a period in excess of thirty days; no notice need be given of an adjourned meeting.
- ¹¹33. A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairman, or by at least two members present at the meeting and entitled to vote (whether as members or as proxies for members).

¹⁰ As altered by special resolution passed on 11 April 2008.

¹¹ As altered by special resolution passed on 11 April 2008.

34. If a secret ballot is demanded in accordance with the preceding article it shall be taken at once and shall be conducted in such manner as the chairman may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
35. Unless a secret ballot is demanded in accordance with article 33, 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.

Votes of members

- ¹²36. Every member shall have one vote which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy
- ¹³36A. Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
- (a) shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or
 - (b) shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require)
- providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- ¹⁴36B. An instrument of proxy which does not conform with the provisions of article 36A, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- ¹⁵36C. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- ¹⁶36D. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be member of the company.

¹² As altered by special resolution passed on 11 April 2008.

¹³ As inserted by special resolution passed on 11 April 2008.

¹⁴ As inserted by special resolution passed on 11 April 2008.

¹⁵ As inserted by special resolution passed on 11 April 2008.

¹⁶ As inserted by special resolution passed on 11 April 2008.

¹⁷36E. A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where contained in an electronic communication, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

37. In the case of an equality of votes, whether on a show of hands or on a ballot, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he/she may have.

38. No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

Number of directors

¹⁸39. The maximum number of directors shall be fourteen; the minimum number of directors shall be three.

Election, co-option, retirement, re-election of directors

40. Any member who wishes to be considered for election as a director at an annual general meeting must lodge with the company a written notice (in such form as the directors require), confirming that he/she is willing to be appointed; the notice must be signed by him/her and must be lodged with the company at least seven days before the date of the annual general meeting.

41. At an annual general meeting the company may (subject to article 39) elect as a director any member who has given notice of his/her willingness to accept appointment in accordance with the preceding article.

42. The directors may (subject to article 39) at any time appoint any member (providing he/she is willing to act) to be a director, either to fill a vacancy or as an additional director.

43. Each of the directors (subject to articles 48 and 49) shall retire from office at the third annual general meeting which follows the date on which he/she was first appointed as a director of the company, but shall then be eligible for re-election.

¹⁷ As inserted by special resolution passed on 11 April 2008.

¹⁸ As altered by special resolutions passed on 29 October 1997 and 13 September 2002.

44. Each of the directors (subject to articles 48 and 49) shall (if he/she re-elected on the first occasion of retiral under article 43) retire from office at the sixth annual general meeting which follows the date on which he/she was first appointed as a director of the company; unless the chairman of the board of directors otherwise directs in writing, he/she will not be eligible to serve as a director until the annual general meeting which next follows.
45. A director who continues to serve after the conclusion of the sixth annual general meeting which follows the date on which he/she was first appointed (on the basis of a direction by the chairman under article 44) shall retire from office at the seventh annual general meeting which follows the date on which he/she was first appointed as a director of the company, and at every succeeding annual general meeting; on each occasion on which he/she retires under the provisions of this article, he/she will not be eligible to serve as a director until the annual general meeting which next follows, unless the chairman of the board of directors otherwise directs in writing.
46. The provisions of articles 44 and 45, in their application to the retiral of the chairman of the board of directors, shall be interpreted as if each reference in those articles to a direction by the chairman of the board of directors were a reference to a direction passed by majority vote at a meeting of directors.
47. The company may (subject to any necessary direction have been issued under articles 44 to 46) at any annual general meeting re-elect any director who retires from office at the meeting under articles 43 to 45 (providing he/she is willing to act); if any such director is not re-elected, he/she shall retain office until the meeting appoints someone in his/her place or, if it does not do so, until the end of the meeting.
- ¹⁹48. The chief executive of the company (if he/she is a director) or any other member of the senior management team of the company (if he/she is a director) shall not be subject to the provisions as to retiral of directors contained in articles 43 to 45.
49. If a contract is entered into by the company with regard to the services of the chairman of the board of directors, the provisions as to retiral of directors contained in articles 43 to 46 shall not apply to the chairman during the period when that contract is in force.

Eligibility to serve as a director

- ²⁰50. An individual shall not be eligible to serve as a director if he/she has attained the age of 70; a person holding office as a director shall automatically vacate office on attaining that age.
- ²¹50A. No member of the senior management team of the company may be elected or appointed as a director if the effect would be that the directors who were entitled to

¹⁹ As altered by special resolution passed on 11 April 2008.

²⁰ As altered by special resolution passed on 11 April 2008.

²¹ As inserted by special resolution passed on 11 April 2008.

remuneration from the company (whether as members of the senior management team or as the chairman) constituted 50% or more of the total number of directors then in office.

Disqualification and removal of directors

51. A director shall vacate office if

- (a) he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director
- (b) he/she is sequestered
- (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
- ²²(d) (except in the case of a member of the senior management team or the chairman of the board of directors) he/she becomes an employee of the company
- ²³(e) (in the case of a member of the senior management team of the company) he/she ceases to be an employee of the company
- (f) he/she resigns office by notice to the company
- ²⁴(g) he/she is absence (without permission of the directors) from more than three successive meetings of directors and the directors resolve to remove him/her from office
- ²⁵(h) he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a material breach of the code of conduct for directors in force from time to time (as referred to in article 61C);
- ²⁶(i) he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005;

OR

²² As altered by special resolution passed on 11 April 2008.

²³ As altered by special resolution passed on 11 April 2008.

²⁴ As altered by special resolution passed on 11 April 2008.

²⁵ As inserted by special resolution passed on 11 April 2008.

²⁶ As inserted by special resolution passed on 11 April 2008.

- ²⁷(j) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 169 of the 2006 Act.

²⁸51A. A resolution under paragraph (h) or (i) of article 51 shall be valid only if:-

- (a) the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for his/her removal is to be proposed;
- (b) the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote; and
- (c) at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

Appointments to office

- 52. Directors shall be appointed to hold the offices of chairman of the board of directors, and deputy chairman and any other offices which the directors may consider appropriate.
- 53. The appointments under the preceding article shall be made at meetings of directors.
- 54. The period of office of the chairman of the board of directors shall be that specified in the contract relating to the provision of his/her services; if no such contract is in force he/she shall (subject to articles 57 and 58) hold office until the conclusion of the first board meeting which is held after the annual general meeting which next follows appointment.
- 55. The deputy chairman shall (subject to articles 57 and 58) hold office until the conclusion of the first board meeting which is held after the annual general meeting which next follows appointment.
- 56. A director whose period of office expires under article 54 or 55 may be re-appointed to that office under article 52 (providing he/she is willing to act).
- 57. If at the board meeting at which the chairman or deputy chairman retire from office, the directors neither re-appoint as holder of the office the director who is retiring nor appoint some other director to that office, the director then holding that office shall be deemed to have been re-appointed to that office, but on the basis that he/she shall hold office only until the conclusion of any subsequent board meeting at which some other director is appointed to that office; if no such appointment to that office is made prior to the next annual general meeting, the holder of that office shall (subject to the

²⁷ As altered by special resolution passed on 11 April 2008.

²⁸ As inserted by special resolution passed on 11 April 2008.

- 58 The appointment of any director to an office under article 52 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.
- 59 If the appointment of a director to any office under article 52 terminates, the directors shall appoint another director to hold the office his/her place.

Directors' interests

- 60 Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial), a director (notwithstanding his/her office).

(a) may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company.

²⁹(b) (in the case of a member of the senior management team or the chairman of the board of directors only) may be employed by the company

(c) may be a party to, or have some other personal interest in, any transaction in which the company or any associated company has an interest

(d) may be a director or secretary of, or employed by, or have some other personal interest in, any associated company

and

(e) shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company

and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

- 61 For the purposes of the preceding article, an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers; the references to "associated company" shall be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest.

²⁹ As altered by special resolution passed on 11 April 2008.

Conduct of directors

³⁰61A. It is the duty of each director of the company to take decisions (and exercise his/her other powers and responsibilities as a director) in such a way as he/she considers will be in the best interests of the company, and irrespective of any office, post, engagement or other connection which he/she may have with any other body which may have an interest in the matter in question.

³¹61B. Without prejudice to the principle set out in article 61A, each of the directors shall have a duty, in exercising functions as a charity trustee, to act in the interests of the company; and, in particular, must:-

- (a) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its purposes;
- (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- (c) in circumstances giving rise to the possibility of a conflict of interest between the company and any party responsible for the appointment of that director:
 - (i) put the interests of the company before that of the other party;
 - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any deliberation or decision of the other directors with regard to the matter in question;
- (d) ensure that the company complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

³²61C. Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board of directors from time to time; for the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association, and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

Director's remuneration and expenses

62 Subject to articles 63 and 64, no director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any office under article 52.

³⁰ As inserted by special resolution passed on 11 April 2008.

³¹ As inserted by special resolution passed on 11 April 2008.

³² As inserted by special resolution passed on 11 April 2008.

- 63 ³³An individual holding a post within the senior management team of the company may, notwithstanding that he/she is a director, constitute an employee of the company and shall be entitled to retain all remuneration which he/she derives from his/her employment by the company.
- 64 The directors shall have power to pay such remuneration to the person for the time being holding office as chairman of the board of directors as they may reasonably consider appropriate in recognition of his/her special involvement (outwith the normal role of a director in the context of a non-profit distributing company) in relation to the development of the company and its activities.
- 65 ³⁴For the avoidance of doubt, the directors shall be entitled to exercise, in relation to any individual who holds or held a post within the senior management team of the company or the office of chairman of the board of directors, the powers of the company under paragraph (h) of clause 3 of the memorandum of association with regard to the provision of pension and other benefits for him/her and his/her spouse, widow/widower, relatives and dependents.
- 66 The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings or meetings of committees of directors or otherwise in connection with the carrying-out of their duties.

Powers of directors

- 67 Subject to the provisions of the Act, the memorandum of association and these articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.
- 68 A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

Proceedings of directors

- 69 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
- 70 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 71 No notice of a meeting of directors need be given to a director who is absent from the United Kingdom.
- 72 Questions arising at a meeting of directors 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.

³³ As altered by special resolution passed on 11 April 2008.

³⁴ As altered by special resolution passed on 11 April 2008.

- 73 ³⁵The quorum for the transaction of the business of the directors shall (subject to article 73A) be three.
- ³⁶73A. A quorum shall not be deemed to be constituted at any meeting of directors unless the number of directors who are employees of the company present at the meeting together with the chairman of the board of directors (if present) represents a minority of the total number of directors present at the meeting.
- ³⁷73B. A director may participate in a meeting of directors by way of a videoconferencing facility, a teleconferencing facility or other form of communications equipment whereby all of the directors participating in the meeting can hear each other; a director participating in this manner shall be counted in determining whether a quorum is constituted.
- 74 The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, they or he/she may act only for the purpose of filling vacancies or of calling a general meeting.
- 75 Unless he/she is unwilling to do so, the chairman of the board of directors shall preside as chairman at every meeting of directors at which he/she is present; if the chairman of the board of directors is unwilling to act as chairman or is not present within fifteen minutes after the time appointed for the meeting, the depute chairman shall act as chairman of the meeting.
- 76 If neither chairman of the board of directors nor the depute chairman is present and willing to act as chairman within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
- 77 All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was 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.
- 78 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; it may consist of several documents in the same form each signed by one or more directors.
- 79 A director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she

³⁵ As altered by special resolution dated 13 September 2002 and 11 April 2008.

³⁶ As inserted by special resolution passed on 11 April 2008.

³⁷ As inserted by special resolution passed on 11 April 2008.

has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company.

80 ³⁸For the purposes of the preceding article, an interest of a person who is taken to be connected with a director for any purpose of the Companies Acts, shall be treated as a personal interest of the director.

81 ³⁹For the avoidance of doubt, neither the holder of a post within the senior management team of the company nor the chairman of the board of directors shall be entitled to vote at any meeting of directors in relation to a resolution which concerns his/her service contract with the company or his/her contract of employment with the company.

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

83 The company may by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 79 to 82.

Delegation to committees of directors and holders of offices

84 The directors may delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the chairman of the board of directors or a director holding any other office such of their powers as they consider appropriate.

85 Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and may be revoked or altered.

86 Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

Delegation of committees

87 Without prejudice to the directors' powers as to delegation under article 84, the directors may delegate any of their powers to any Management Committee or other committee consisting of one or more directors and such other individuals as the directors may consider appropriate.

88 Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and may be revoked or altered.

89 Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more persons shall be governed by the articles regulating the proceedings at meetings of directors so far as they are capable of applying.

³⁸ As altered by special resolution dated 13 September 2002 and 11 April 2008.

³⁹ As altered by special resolution passed on 11 April 2008.

- 90 The functions of a committee which consists partly of individuals who are not directors of the company shall (subject to article 91) be limited to the preparation of reports and recommendations for consideration by the board of directors of the company.
- 91 A committee of the nature referred to article 87 may, if the board of directors so determines, issue directions to a senior manager of the company as to the manner in which he/she is to discharge his/her functions, but (for the avoidance of doubt) such a committee shall have no power to increase the powers delegated to any senior manager or director by the board of directors of the company.

Secretary

- 92 ⁴⁰Notwithstanding the provisions of the 2006 Act, the directors shall appoint a secretary 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

- 93 The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors, and meetings of committees of directors; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present and the minutes of each meeting shall be signed by the chairman of that meeting or by the chairman of the next succeeding meeting.

Accounts

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

Notices

- 95 ⁴¹Any notice to be given in pursuance of these articles shall be in writing; the company may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address or, in the case of a member who has notified the company of an address to be used for this purpose, the company may give any notice to that member by electronic means.
- 96 Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

⁴⁰ As altered by special resolution passed on 11 April 2008.

⁴¹ As altered by special resolution passed on 11 April 2008.

- ⁴²96A. Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Winding-up

- 97 If the company is wound up, the liquidator shall give effect to the provisions of clause 7 of the memorandum of association.

Indemnity

- 98 ⁴³Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by section 310 of the 1985 Act (for so long as it is in force) and sections 232, 234, 235, 532 and 533 of the 2006 Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office including, without prejudice to that generality (but only to the extent permitted by those sections of the Companies Acts), any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.
- ⁴⁴98A. For the avoidance of doubt, the company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the 2006 Act (negligence etc. of a director).

Interpretation

- 99 ⁴⁵In these articles:

“the 1985 Act” means the Companies Act 1985;

“the 2006 Act” means the Companies Act 2006.

⁴² As inserted by special resolution passed on 11 April 2008.

⁴³ As altered by special resolution passed on 11 April 2008.

⁴⁴ As inserted by special resolution passed on 11 April 2008.

⁴⁵ As altered by special resolution passed on 11 April 2008.

- 100 ⁴⁶Any reference in these articles to a provision of any legislation shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 101 References in these articles to the singular shall be deemed to include the plural.

⁴⁶ As inserted by special resolution passed on 11 April 2008.