

Company Number SC226434

**The Companies Act 2006**

**Private Company Limited by Guarantee without share capital**

**Special Resolutions**

**of**

**Carers of West Lothian (the "Company")**

WEDNESDAY



SCT	*S7BWEVXK*	#22
	08/08/2018	
	COMPANIES HOUSE	
SCT	*S7BJWUZD*	#244
	03/08/2018	
	COMPANIES HOUSE	

At a general meeting of the Company held on 27<sup>th</sup> July 2018 the following resolutions were passed as special resolutions.

**Special Resolutions**

- 1 That the regulations contained in the attached document be and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.
- 2 That the objects clause contained in the attached document be and adopted as the objects of the Company in substitution for and to the exclusion of any existing objects of the Company.

*B. McKenzie*

Chair

27/7/18

**The Companies Act 2006**

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**Company Limited by Guarantee and not having a Share Capital**

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**Articles of Association**

**of**

**Carers of West Lothian**

## **1 Constitution of the Company**

The model Articles as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this Company.

## **2 Defined terms and interpretation**

- 2.1 In these Articles and the Memorandum (as hereinafter defined) the following definitions and rules of interpretation shall apply:
- 2.2 **"2005 Act"** means the Charities and Trustee Investment (Scotland) Act 2005;
- 2.3 **"Act"** means the Companies Act 2006;
- 2.4 **"Articles"** means the Articles of the Company;
- 2.5 **"carer"** means a person who provides help and support to another person who cannot manage independently due to illness, injury or disability;
- 2.6 **"Company"** means Carers of West Lothian;
- 2.7 **"Electronic Communication"** has the same meaning as is assigned to that expression in the Electronic Communications Act 2000;
- 2.8 **"Memorandum"** means the Memorandum of Association of the Company;
- 2.9 **"OSCR"** means the Office of the Scottish Charity Regulator; and
- 2.10 reference in these Articles to the singular shall be deemed to include the plural.

## **3 Objects**

- 3.1 The Company shall operate for the public benefit to promote the benefit of carers and individuals with disabilities of West Lothian and its environs without distinction of any protected characteristics. In pursuit of the same, the Company shall associate with statutory authorities, third and private sector organisations, and citizens in a common effort to advance the education, further the health and relieve the poverty and distress of such carers and individuals with disabilities.
- 3.2 These objects are subject also to article 3.3.
- 3.3 The Company may, subject to first obtaining the consent of OSCR, add to, remove or alter the statement of the Company's objects in article 3.1; on any occasion when it does so, it must give notice to the Registrar of Companies and the amendment will not be effective until that notice is registered on the Register of Companies.

## **4 Powers**

- 4.1 In pursuance of the purposes or objects set out in article 3.1 (but not otherwise), the Company shall have the following powers:
- 4.1.1 to seek funds from all providers of relevant grants;
- 4.1.2 to advertise the activities of the Company for the purposes of increasing membership and support from the community;

- 4.1.3 to subscribe to any charities, to make any charitable donation either in cash or assets and to establish, support or manage, alone or jointly with any other persons or organisations, any other charities;
- 4.1.4 to establish and promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the Company, acquire and hold shares 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;
- 4.1.5 to acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the Company's activities;
- 4.1.6 to purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Company's activities;
- 4.1.7 to improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Company;
- 4.1.8 to sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Company;
- 4.1.9 to lend money and give credit (with or without security) and to grant guarantees and issue indemnities;
- 4.1.10 to borrow money, and to grant security in support of any such borrowings by the Company, in support of any obligations undertaken by the Company or in support of any guarantee granted by the Company;
- 4.1.11 to employ such staff as are considered appropriate for the proper conduct of the Company's activities, and to make reasonable provision for the remuneration of such staff and for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants;
- 4.1.12 to engage such consultants and advisers as are considered appropriate from time to time;
- 4.1.13 to effect insurance of all kinds (which may, for the avoidance of doubt, include officers' liability insurance);
- 4.1.14 to invest any funds which are not immediately required for the Company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments);
- 4.1.15 to liaise with other charitable or voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Company's objects;
- 4.1.16 to establish and/or support any other charitable body, and to make donations for any charitable purpose falling within or analogous to the Company's objects;
- 4.1.17 to take such steps as may be deemed appropriate for the purpose of raising funds for the Company's activities;
- 4.1.18 to accept grants, donations, subscriptions and legacies of all kinds (and to accept any reasonable conditions attaching to them);

- 4.1.19 to oppose, or object to, any application or proceedings which may prejudice the Company's interests;
- 4.1.20 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 enter into any arrangement for co-operation or mutual assistance with any charitable body;
- 4.1.21 to amalgamate with any charitable body, whether incorporated or unincorporated, having objects altogether or in part similar to those of the Company; and
- 4.1.22 to do anything which may be incidental or conducive to the furtherance of any of the Company's objects.

And it is declared that:

- (i) in this article 4, "**property**" means any property, heritable or moveable, wherever situated; and
- (ii) in this article 4, and throughout these Articles: the expression "**charity**" shall mean a body which is either a "**Scottish charity**" within the meaning of the 2005 Act or a "**charity**" within the meaning of section 1 of the Charities Act 1996; and the expression "**charitable purpose**" shall mean a charitable purpose under section 7 of the 2005 Act which is also regarded as a charitable purpose in relation to the **Taxes Acts**; and
- (iii) any reference in these Articles to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

## **5 Restrictions on the use of the Company's assets**

- 5.1 The income and property of the Company shall be applied solely towards promoting the Company's objects (as set out in article 3).
- 5.2 No part of the income or property of the Company shall be paid or transferred (directly or indirectly) to the members of the Company, whether by way of dividend, bonus or otherwise.
- 5.3 No director of the Company shall be appointed as a paid employee of the Company; no director shall hold any office under the Company for which a salary or fee is payable.
- 5.4 No benefit (whether in money or in kind) shall be given by the Company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the Company in accordance with the terms of article 25.5.

## **6 Liability of members**

- 6.1 The liability of the members is limited.
- 6.2 The liability of each member (who, if a natural person, has attained the age of 16) is limited to £1, being the amount that each member (who, if a natural person, has attained the age of 16) undertakes to contribute to the assets of the Company in the event of its being wound up while he/she is a member or within one year after he/she ceases to be a member, for:

- 6.2.1 payment of the Company's debts and liabilities contracted before he/she ceases to be a member;
- 6.2.2 payment of the costs, charges and expenses of winding up; and
- 6.2.3 adjustment of the rights of the contributories among themselves.

## **7 Winding up**

- 7.1 If upon the winding-up of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall not be paid to or distributed among the members of the Company; that property shall instead be transferred to some other charity or charities (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the Company.
- 7.2 The body or bodies to which property is transferred under article 7.1 shall be determined by the members of the Company at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at the time.
- 7.3 To the extent that effect cannot be given to the provisions of articles 7.1 and 7.2, the relevant property shall be applied to some other charitable object or objects.

## **8 Accounting records**

- 8.1 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the Company; such accounting records shall be open to inspection at all times by any director of the Company.

## **9 Qualifications for membership**

- 9.1 The subscribers to the Memorandum shall be the first members of the Company.
- 9.2 Any person with an interest in the objects of the Company is eligible to apply for membership subject to articles 9.3 to 9.5. For the avoidance of doubt, "person" shall include bodies corporate.
- 9.3 Any person who is eligible and who wishes to become a member must sign, and lodge with the Company, a written application for membership in such form as the directors require.
- 9.4 No person shall be admitted as a member of the Company unless they are approved by the directors.
- 9.5 For the avoidance of doubt, persons under the age of 16 are eligible for membership and may attend any general meeting of the Company, but may not:
  - 9.5.1 vote at any general meeting; or
  - 9.5.2 be appointed onto the board of directors.

## **10 Register of members**

The directors shall maintain a register of members, setting out the full name and address of each member, the date of admission to membership, and the date on which any person ceased to be a member.

**11 Withdrawal from membership**

11.1 Membership of the Company is not transferable.

11.2 Subject to the provisions of any rules or bye laws made pursuant to these Articles, any person who wishes to withdraw from membership shall sign, and lodge with the Company, a written notice to that effect; on receipt of the notice by the Company, that person shall cease to be a member with immediate effect.

11.3 A person's membership terminates when that person dies or ceases to exist.

**12 General meetings**

12.1 The directors shall convene an annual general meeting in each year.  
Not more than 15 months shall elapse between one annual general meeting and the next.

12.2 The business of each annual general meeting shall include:

12.2.1 a report by the chair on the activities of the Company; and

12.2.2 consideration of the annual accounts of the Company.

12.3 The directors may, at any time, convene general meetings in addition to the annual general meeting.

12.4 The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

**13 Attendance and speaking at general meetings**

13.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

13.2 A person is able to exercise the right to vote at a general meeting when:

13.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

13.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

13.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

13.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

- 13.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

#### **14 Notice of general meetings**

- 14.1 At least 14 clear days' notice must be given to all members in respect of a general meeting.

- 14.2 *The reference to "clear days" in article 14.1 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted (or, in the case of a notice contained in an Electronic Communication, the day after it was sent) and also the day of the meeting, shall be excluded.*

- 14.3 A notice calling a meeting shall specify:

14.3.1 the date and time of the meeting;

14.3.2 the place of the meeting;

14.3.3 the general nature of the business to be dealt with at the meeting; and

14.3.4 if a special resolution, or a resolution requiring special notice under the Act, is to be proposed, the notice shall also specify the intention to propose such a resolution and include the exact text of the resolution.

- 14.4 Notice of every general meeting shall be given (either in writing or, where the party to whom notice is given has notified the Company of an address to be used for the purpose of Electronic Communications, by way of an Electronic Communication) to all the members and directors, and (if there are auditors in office at the time) to the auditors.

#### **15 Special resolutions and ordinary resolutions**

- 15.1 For the purposes of these Articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution, providing proper notice of the general meeting and of the intention to propose the resolution has been given in accordance with articles 14.1 to 14.4 (inclusive).

- 15.2 For the avoidance of doubt, the reference in article 15.1 to a 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.

- 15.3 In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Act allow the Company, by special resolution:

15.3.1 to alter its name; or

15.3.2 to alter any provision of these Articles or adopt new Articles.

- 15.4 For the purposes of these Articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), providing proper notice of the meeting has been given in accordance with articles 14.1 to 14.4 (inclusive).

#### **16 Procedure at general meetings**



- 16.1 No business shall be dealt with at any general meeting unless a quorum is present.
- 16.2 The quorum for a general meeting shall be seven members that are entitled to vote.
- 16.3 If a quorum is not present within 30 minutes after the time at which a general meeting was due to commence or if, during a meeting, a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chair of the meeting.
- 16.4 The chairperson of the Company shall (if present and willing to act as chair) preside as chair of each general meeting; if the chairperson is not present and willing to act as chair within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chair of that meeting.
- 16.5 The chair of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chair may determine.
- 16.6 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 16.7 When adjourning a general meeting, the chair of the meeting must:
- 16.7.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
  - 16.7.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 16.8 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 16.8.1 to the same persons to whom notice of the Company's general meetings is required to be given, and
  - 16.8.2 containing the same information which such notice is required to contain.
- 16.9 Subject to article 9.5, every member shall have one vote, given by either a show of hands or secret ballot.
- 16.10 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by a member; a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- 16.11 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chair of the meeting may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
- 17 **Content of proxy notices**
- 17.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 17.1.1 states the name and address of the member appointing the proxy;
  - 17.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

- 17.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- 17.1.4 is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 17.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 17.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 17.4 Unless a proxy notice indicates otherwise, it must be treated as:
  - 17.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 17.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 17.5 For the avoidance of doubt, a person attending as a proxy shall exercise only those voting rights as are analogous to the eligibility to vote of the member for whom they are a proxy.
- 18 Delivery of proxy notices**
  - 18.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a ballot) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
  - 18.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
  - 18.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
  - 18.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.
- 19 Number of directors**

The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be two.
- 20 Election, appointment and retirement of directors**
  - 20.1 At each annual general meeting, the members may (subject to article 19) elect any member (providing he/she is willing to act) to be a director. Any nominations under this article 20.1 must be delivered to the Company's registered office, together with a letter of willingness signed by the nominee, at least 14 and no more than 35 clear days before the annual general meeting at which the election is to take place.

- 20.2 The directors may at any time appoint any member (providing he/she is willing to act) to be a director (subject to article 19).
- 20.3 At each annual general meeting, one-third of the directors shall retire from office. The directors to retire shall be those who have been longest in office since their last election / appointment or re-election / re-appointment. If two or more directors have served equally long and cannot agree who should retire, those to retire shall be determined by drawing lots.
- 20.4 Directors who have retired in accordance with article 20.3 are eligible for immediate re-election or re-appointment.
- 20.5 If the Company, at the annual general meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been re-elected or re-appointed unless at that annual general meeting it is resolved not to fill the vacancy or a resolution for the re-election or re-appointment of the director is put to the meeting and lost.
- 21 Termination of office**
- 21.1 A person cannot become or remain as and shall immediately cease to be a director if:
- 21.1.1 he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director and/or a charity trustee;
  - 21.1.2 he/she is or becomes disqualified from being a charity trustee pursuant to section 69 of the 2005 Act or has been suspended or removed as a charity trustee pursuant to section 34 of the 2005 Act;
  - 21.1.3 he/she is found to be or have been in serious or persistent breach of any duties imposed on charity trustees pursuant to section 66 of the 2005 Act;
  - 21.1.4 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - 21.1.5 he/she is/becomes an employee of the Company;
  - 21.1.6 he/she resigns office by notice to the Company;
  - 21.1.7 he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office;
  - 21.1.8 he/she is declared bankrupt under the Bankruptcy (Scotland) Act 1985;
  - 21.1.9 he/she is involved in a formal arrangement with all of his/her creditors;
  - 21.1.10 he/she is sentenced to prison for a month or more or has been convicted of a crime of dishonesty for which the rehabilitation period in terms of the Rehabilitation of Offenders Act 1974 has not expired or for which rehabilitation is excluded in terms of the said Act;
  - 21.1.11 he/she is involved in any legal proceedings in any court or tribunal by or against the Company; or

- 21.1.12 he/she is removed from office by ordinary resolution (special notice having been given) pursuant to section 303 of the Act or has otherwise been required to vacate office in terms of this article 21.

**22 Register of directors**

The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director. 23

**23 Office bearers**

- 23.1 The directors shall elect from among themselves a chairperson and treasurer and such other office bearers (if any) as they consider appropriate.
- 23.2 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, shall then be eligible for re-election.
- 23.3 A person elected to any office shall cease to hold that office if he/she ceases to be a director or if he/she resigns from that office by written notice to that effect.

**24 Powers of directors**

- 24.1 Subject to the provisions of the Act, and these Articles, and subject to any directions given by special resolution, the Company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the Company.
- 24.2 No alteration of these Articles and no direction given by special resolution 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.
- 24.3 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

**25 Personal interests**

- 25.1 A director who has a personal interest in any transaction or other arrangement which the Company is proposing to enter into must declare that interest at a meeting of the directors; he/she will be debarred from voting on the question of whether or not the Company should enter into that arrangement and must leave the meeting while such transaction or other arrangement is being considered.
- 25.2 For the purposes of article 25.1, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited Company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of section 317 of the Act), has a personal interest in that arrangement.
- 25.3 Provided:

- 25.3.1 he/she has declared his/her interest;
  - 25.3.2 he/she has not voted on the question of whether or not the Company should enter into the relevant arrangement; and
  - 25.3.3 the requirements of article 25.5 are complied with;
  - 25.3.4 a director will not be debarred from entering into an arrangement with the Company in which he/she has a personal interest (or is deemed to have a personal interest under article 25.2) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
- 25.4 No director may serve as an employee (full time or part time) of the Company, and no director may be given any remuneration by the Company for carrying out his/her duties as a director.
- 25.5 Where a director provides services to the Company or might benefit from any remuneration paid to a connected party for such services, then:
- 25.5.1 the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;
  - 25.5.2 the directors must be satisfied that it would be in the interests of the Company to enter into the arrangement (taking account of that maximum amount); and
  - 25.5.3 less than half of the directors must be receiving remuneration from the Company (or benefit from remuneration of that nature).
- 25.6 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.
- 26 Procedure at directors' meetings**
- 26.1 Any director may call a meeting of the directors or request the company secretary to call a meeting of the directors, subject to there being at least four meetings of the directors in every year.
- 26.2 A meeting of the directors shall be called by at least seven clear days' notice but may be called by shorter notice if it is so agreed by a majority of the directors. The notice calling a meeting of the directors shall specify the date, time and place of the meeting and shall set out in reasonable detail the general nature of the business to be transacted at the meeting. The accidental omission to give notice of a meeting of the directors to, or the non-receipt of notice of a meeting by, any director shall not invalidate the proceedings at that meeting.
- 26.3 Questions arising at a meeting of the directors shall be decided by a majority of votes. If an equality of votes arises, the chairperson of the meeting shall have a casting vote. If any issue arises which is not dealt with in terms of these Articles, the chairperson of the meeting at which such issue arises shall decide how the issue shall be dealt with and such decision shall be final and binding on the other directors.
- 26.4 No business shall be dealt with at a meeting of the directors unless a quorum is present. The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than three directors.

- 26.5 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may continue to act but may act only for the purpose of filling any vacancies on the board of directors or of calling a general meeting.
- 26.6 Unless he/she is unwilling to do so, the chairperson of the board of directors shall preside as chair at every directors' meeting at which he/she is present; if the chairperson is unwilling to act as chair or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chair of the meeting.
- 26.7 All or any of the directors may participate in a directors' meeting by means of a conference telephone or any other communication equipment which allows all of those participating in the meeting to hear or otherwise communicate with each other. A director so participating shall be deemed to be present, in person, at the meeting and, accordingly, shall be entitled to vote and shall be taken into account in determining whether a quorum is present. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairperson is at the time of the meeting.
- 26.8 A written resolution signed by not fewer than three quarters of the directors will be as valid as if it had been passed at a directors' meeting duly called and constituted. For the purposes of this article 26.8, "written" shall include by way of an electronic communication.
- 26.9 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote and shall not be deemed to constitute a director for the purposes of the Act or any provision of these Articles.
- 26.10 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest (as defined in article 25.2) which conflicts (or may conflict) with the interests of the Company; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 26.11 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.
- 26.12 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 26.10 to 26.11 inclusive.

## **27 Conduct of directors**

- 27.1 Each of the directors shall, in exercising his/her functions as a director of the Company, act in the interests of the Company and, in particular, must:
- 27.1.1 seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its objects (as set out in these Articles);
  - 27.1.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 27.1.3 in circumstances giving rise to a conflict of interest or which may give rise to a conflict of interest between the Company and any other party:
    - 27.1.3.1 put the interests of the Company before that of the other party, in taking decisions as a director; and

27.1.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question;

27.1.4 ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the Act; and

27.1.5 take such steps as are reasonably practicable for the purposes of ensuring:

27.1.5.1 that any breach of a duty under articles 27.1.1 to 27.1.4 inclusive is corrected by the director concerned and not repeated; and

27.1.5.2 that any director who has been in serious or persistent breach of any such duties is removed as a director in terms of article 21.

## **28 Delegation to sub-committees and others**

28.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:

28.1.1 to such person or committee;

28.1.2 by such means (including by power of attorney);

28.1.3 to such an extent;

28.1.4 in relation to such matters or territories; and

28.1.5 on such terms and conditions;

as they think fit.

28.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

28.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

## **29 Operation of bank accounts**

The signatures of two signatories authorised by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Company. At least one out of the two signatures must be the signature of a director.

## **30 Secretary**

The directors may appoint a company secretary for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the company secretary may be removed by them at any time.

## **31 Minutes**

The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chair of the meeting.

## **32 Accounting records and annual accounts**

- 32.1 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 32.2 The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
- 32.3 Any member of the Company shall have the right to inspect any accounting or other records, or any document of the Company at any time.

## **33 Notices**

- 33.1 Any notice which requires to be given to a member under these Articles shall be given either in writing or by way of an electronic communication; such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the Company or (in the case of a member who has notified the Company of an address to be used for the purpose of electronic communications) may be given to the member by way of an electronic communication.
- 33.2 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 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.
- 33.3 Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any electronic communication was 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.
- 33.4 A member present or represented 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.

## **34 Winding up**

If the Company is wound up, the liquidator shall give effect to the provisions of articles 6 and 7.

## **35 Indemnity**

- 35.1 Every director or other officer or auditor of the Company shall be indemnified (to the extent permitted by section 232, 234, 235, 532 and 533 of the 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; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), 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 any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Company.



- 35.2 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 Act.