

SC236539

WRITTEN RESOLUTION

FAMILIES OUTSIDE

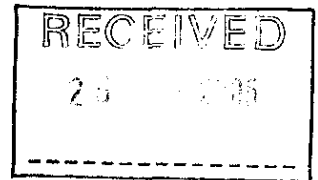
We, the parties whose names and addresses are set out below, being all the members of Families Outside (incorporated under the Companies Acts with registered number SC236539 ("the Company") who would have been entitled to vote in relation to the following resolution had it been proposed at a general meeting at which we were present HEREBY AGREE to the following resolution, such that it shall have effect as if it had been passed as a special resolution of the Company:

That the regulations annexed to this written resolution and signed by me for the purpose of identification be adopted as the company's articles of association in substitution for, and to the exclusion of, the existing articles of association.

Signature	Name	Address	Date of Signing
<i>B. Monaghan</i>	<i>Bernadette</i> MONAGHAN	<i>Apex Scotland</i> 9 Great Stuart St Edinburgh EH3 7TD	24/8/05

22.8.05





WRITTEN RESOLUTION

FAMILIES OUTSIDE

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Signature	Name	Address	Date of Signing
<i>Brian Gowans</i>	BRIAN GOWANS	45 COCKLAW ST. KELTY	23/9/05

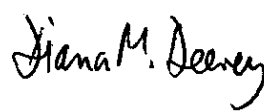
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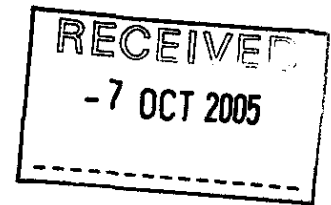
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Signature	Name	Address	Date of Signing
	DIANA M. DEENEY	24 HIGH STREET FOCHABERS IV32 7DX	13/9/05

22.8.05


WRITTEN RESOLUTION

FAMILIES OUTSIDE



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Signature	Name	Address	Date of Signing
	Susana Connery	MH SCOTLAND CITY PARK 368, ALEXANDRA PARK GLASGOW G3 7AU.	6/9/05.

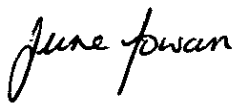
22.8.05

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FAMILIES OUTSIDE

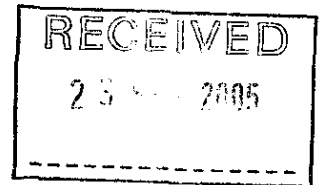
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Signature	Name	Address	Date of Signing
	JUNE COWAN	7 LUMSDEN COURT RATHO EDINBURGH EH28 8RQ	28/8/05
22.8.05			

WRITTEN RESOLUTION

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Signature	Name	Address	Date of Signing
Kate Philpott	KATE PHILPOTT	19, Turnberry M, Glasgow G11 5AJ	20.9.08

22.8.05

WRITTEN RESOLUTION

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Signature	Name	Address	Date of Signing
Maini Moleydds	MAIRI MOLEYDDS	2 HARVESTON MANS COTTAGES GOREBROOGE EH23 4LG	31/8/05

22.8.05

WRITTEN RESOLUTION

FAMILIES OUTSIDE

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<i>Rosamond M. Cullen</i>	ROSAMOND M. CULLEN	62 FOUNTAINHALL ROAD, EDINBURGH, EH9 2LP	31/8/2005.
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22.8.05

WRITTEN RESOLUTION

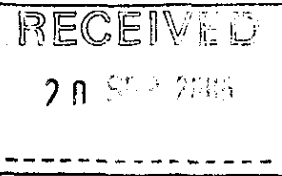
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Signature	Name	Address	Date of Signing
	TB Buyers	2 Oakbank Pl. Grieff PH7 95F	26.8.05

22.8.05



WRITTEN RESOLUTION
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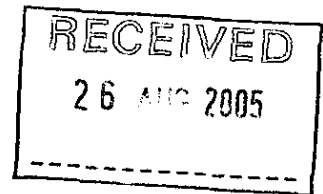
That the regulations annexed to this written resolution and signed by me for the purpose of identification be adopted as the company's articles of association in substitution for, and to the exclusion of, the existing articles of association.

Signature	Name	Address	Date of Signing
<i>Ian M. Tierney</i>	IAN M. TIERNEY	14, ROBERTSON DRIVE BRUSHILL MLA 2ER	19.9.05

22.8.05

WRITTEN RESOLUTION

FAMILIES OUTSIDE



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Signature

Name

Address

Date of Signing

S. A. Brookes

S. A. BROOKES.

CORNTON VALE
STIRLING

25/8/05

22.8.05

DATE: 12.08.05

DRAFT NO: 3

SC 236539

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL
ARTICLES OF ASSOCIATION
of
FAMILIES OUTSIDE

Burness 
242 West George Street, Glasgow G2 4QY
Telephone: 0141 248 4933 FAS: 8859
www.burness.co.uk

SCT	SM4VVBTC	0718
COMPANIES HOUSE		05/01/06

THE COMPANIES ACT 1985

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

ARTICLES OF ASSOCIATION

of

FAMILIES OUTSIDE

(as adopted by written resolution dated 22.8.05)

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Membership

- 1 The subscribers to the memorandum of association and such other individuals and bodies as are admitted to membership under articles 4 to 14 shall be the members of the company.
- 2 Membership shall cease on death or, in the case of an incorporated body, on the dissolution, winding-up, striking-off or receivership of that body.
- 3 A member may not transfer his/her/its membership to any other individual/body.

Categories of membership

- 4 For the purposes of these articles,
"Corporate Member" means a member admitted under paragraph (a) of article 5;
"Individual Member" means a member admitted under paragraph (b) of article 5;

“Associate Member” means a member admitted under paragraph (c) of article 5.

Qualifications for membership

- 5 Subject to articles 1, 6, 7, 11 and 12, membership shall be open to the following:-
- (a) an incorporated or unincorporated body which wishes to support the aims and activities of the company;
 - (b) any individual, aged 18 or over, who supports the aims and activities of the company;
 - (c) any other body or individual (whether in a personal capacity or on the basis that he/she has been nominated for membership by an unincorporated body) who/which wishes to be kept informed of the company's activities but does not wish or is not eligible to be admitted to voting membership;
- 6 Any reference in article 5 to an organisation which is an unincorporated body shall be interpreted as a reference to such individual as may be nominated from time to time by that unincorporated body; no more than one individual nominated by each unincorporated body may constitute a member at any given time.
- 7 No employee of the company may become a Corporate Member or an Individual Member, and a person admitted as a Corporate Member or an Individual Member shall automatically cease to be a member if he/she becomes an employee of the company.

Application for membership

- 8 Any incorporated body eligible for membership under article 5 which wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require), signed on its behalf by one of its authorised officers, and stating the category of membership for which it is applying.
- 9 Any individual who wishes to become a member on the basis of nomination by an unincorporated body eligible for membership under article 5 shall lodge with the company a written application for membership (in such form as the directors require), signed by him/her and also signed by one of the authorised officers of the unincorporated body nominating him/her for membership; the application for membership shall state the category of membership for which he/she is applying.
- 10 Any individual who wishes to become a member in an individual capacity shall lodge with the company a written application for membership (in such form as the directors require), signed by him/her, and stating the category of membership for which he/she is applying:-

- 11 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 required under article 8, 9 or 10.
- 12 The directors shall be entitled at their discretion to refuse to admit any applicant to membership.
- 13 The directors shall, within a period of ten days after the meeting at which an application is considered under article 11, notify the applicant in writing of the directors' decision as to whether or not to admit him/her/it to membership; if the decision was to admit the applicant to membership, the notification shall (except in the case of admission of an employee of the company as an Associate Member) be accompanied by a request for payment of the annual membership subscription applicable to the category of member into which the applicant falls.
- 14 Any resolution by the directors to the effect that an applicant should be admitted to membership shall (except in the case of admission of an employee of the company as an Associate Member) be deemed to be conditional on receipt of the membership subscription for which he/she/it is liable under the preceding article; the name of the applicant shall not be entered in the register of members until a remittance in full settlement of the membership subscription is received by the company.

Membership subscription

- 15 The amount of the annual membership subscription applicable to each category of member (and such that the directors may, for this purpose, split the members within each category into such sub-categories as they may deem appropriate from time to time) shall be determined by the directors from time to time.
- 16 The annual membership subscription shall be due on each accounting reference date of the company and shall (subject to articles 14 and 28) be taken to cover the period from one accounting reference date to the date falling immediately prior to the next accounting reference date.
- 17 The directors shall give to the members at least two weeks' notice of each accounting reference date; each notice shall specify the amount of the membership subscription which will be due and shall state the possible consequence (under the following article) of failure to make payment.
- 18 If the company has not received a member's annual membership subscription within four weeks after the accounting reference date on which notice was given to the member under article 17 (or by such later date as the directors may determine), the directors may by resolution expel that individual or body from membership.

Expulsion

- 19 Subject to articles 20 to 24, the company may, by special resolution, expel any individual or body from membership.
- 20 Any member who/which wishes to propose at any meeting a resolution for the expulsion of any individual or body from membership shall lodge with the company written notice of his/her/its intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.
- 21 The company shall, on receipt of a notice under the preceding article, forthwith send a copy of the notice to the member concerned, and the member concerned shall be entitled to make written representations to the company with regard to the notice.
- 22 If representations are made to the company in pursuance of the preceding article, the company shall (unless such representations are received by the company too late for it to do so):-
- (a) state the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed; and
 - (b) send a copy of the representations to every individual/body to whom notice of the meeting is or was given.
- 23 Whether or not a copy of written representations has been given to each of the individuals/bodies entitled to receive notice of the meeting, the member concerned, or (in the case of a corporate body) the authorised representative of that body, shall be entitled to be heard on the resolution at the meeting.
- 24 Failure to comply with any of the provisions of articles 20 to 23 shall render any resolution for the expulsion of an individual/body from membership invalid.
- 25 An individual/body expelled from membership under articles 19 to 23 shall cease to be a member with effect from the time at which the relevant resolution is passed.

Withdrawal from membership

- 26 Any individual or body who/which 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 or, in the case of an incorporated body, signed on its behalf by one of its authorised officers; on receipt of the notice by the company he/she/it shall cease to be a member.
- 27 Any unincorporated body which wishes to withdraw its nomination for membership shall lodge a notice in writing with the company to that effect (in such form as the directors require), signed on its behalf by one of its authorised officers; on receipt of the notice by the company, the individual

admitted to membership on the basis of nomination by that body shall cease to be a member.

- 28 An individual or body who/which ceases to be a member shall not be entitled to any refund (total or partial) of the annual membership subscription.

General meetings

- 29 All general meetings other than annual general meetings are to be called extraordinary general meetings.
- 30 The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A(2) of the Act).
- 31 Subject to the preceding article and to the requirements under section 366 of the Act (which lay down the maximum period which can pass before the first annual general meeting and the maximum period between one annual general meeting and the next), the directors may convene general meetings whenever they think fit.
- 32 The business of each annual general meeting shall include the following (unless the directors otherwise resolve, in exceptional circumstances):-
- (a) a report by the chair on the activities of the company;
 - (b) consideration of the annual accounts of the company;
 - (c) the election/re-election of directors, as referred to in articles 69 to 74.

Notice of general meetings

- 33 At least twenty one clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 38) or a resolution requiring special notice under the Act is to be proposed; all other extraordinary general meetings shall be called by at least *fourteen clear days' notice*.
- 34 The reference to "clear days" in article 33 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 the time when it was sent) and also the day of the meeting, should be excluded.
- 35 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 38) (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.

- 36 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 37 Notice of every general meeting shall be given (either in writing or, where the individual or body to which notice is given has notified the company of an address to be used for the purpose of electronic communication, by way of electronic communications) to all the members and directors, and (if there are auditors in office at the time) to the auditors.

Special resolutions and ordinary resolutions

- 38 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 33 to 37; for the avoidance of doubt, the reference 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.
- 39 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution
- (a) to alter its name;
 - (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.
- 40 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 cast against, and (as applicable) the chairperson’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 33 to 37.

Proceedings at general meetings

- 41 No business shall be transacted at any general meeting unless a quorum is present; one third (rounded downwards if necessary) of the total number of *Corporate Members and Individual Members, present in person* (in the case of an incorporated body, represented by its authorised representative), or represented by proxy, shall (subject to article 42) be a quorum.
- 42 Associate Members shall not be counted in determining whether a quorum is present at any general meeting.

- 43 If the quorum required under articles 41 and 42 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 chairperson of the meeting.
- 44 The Chairman shall (if present and willing to act) preside as chairperson of the meeting; if the Chairman is not present and willing to act as chairperson of the meeting within half an hour of the time appointed for holding the meeting, the Vice Chairman shall (if present and willing to act) preside as chairperson of the meeting.
- 45 If neither the Chairman nor the Vice Chairman is present and willing to act as chairperson of the meeting within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson of the meeting or, if there is only one director present and willing to act, he/she shall be chairperson of the meeting.
- 46 A director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.
- 47 The chairperson of the meeting 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.
- 48 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 chairperson of the meeting or by any person present at the meeting and entitled to vote (whether as a member, a proxy for a member or the representative of a member which is an incorporated body).
- 49 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 chairperson of the meeting may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
- 50 A resolution in writing signed by or on behalf of all the members of the company who/which, at the date of the resolution, would have been entitled to attend and vote at a general meeting at which the resolution was proposed shall be as effectual as if it had been passed at a general meeting duly convened and held; the signatures need not be on a single document, provided each signature is on a document which accurately states the terms of the resolution.

Votes of members

- 51 Every Corporate Member and Individual Member shall have one vote, which may be given either personally (in the case of a member which is an incorporated body, via its duly authorised representative present at the meeting) or (whether on a show of hands or on a secret ballot) by proxy.

- 52 For the avoidance of doubt, an Associate Member shall be entitled to attend and speak at any general meeting, but shall not be entitled to vote.
- 53 A member who/which wishes to appoint a proxy to vote on his/her/its behalf at any meeting (or adjourned meeting)
- (a) shall lodge with the company, at the company's registered office, not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting), a written instrument of proxy (in such form as the directors require), signed by him/her or (as the case may be) signed by its appropriate officers; or
 - (b) shall send to the company at such address as may have been notified to the members by the company for that purpose, an electronic communication containing the appointment of a proxy, providing such electronic communication is received by the company at such address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- 54 An instrument of proxy, or electronic communication containing the appointment of a proxy, which does not conform with the provisions of article 53, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 55 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 56 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who/which appointed him/her to speak at the meeting and need not be a member of the company.
- 57 A member which is an incorporated body may authorise an individual to act as its representative at any general meeting of the company; the individual so authorised shall be entitled to exercise the same powers on behalf of the member which he/she represents as that incorporated body could exercise if it were an individual member.
- 58 A vote given, or ballot demanded, by proxy or by the duly authorised representative of a member which is an incorporated body 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 communication) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
- 59 In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting shall be entitled to a casting vote.

Categories of director

60 For the purposes of these articles

“Corporate Member Appointed Director” means a director appointed or re-appointed under articles 63 to 68;

“Corporate Member Elected Director” means a director elected, re-elected or appointed under articles 69 to 72;

“Elected Director” means a director elected, re-elected or appointed under articles 73 to 78;

“Co-opted Director” means a director appointed or re-appointed under articles 79 to 80;

Number of directors

61 The maximum number of directors shall be 15, of whom no more than 4 may be Corporate Member Appointed Directors, no more than 2 may be Corporate Member Elected Directors, no more than 6 may be Elected Directors and no more than 3 may be Co-opted Directors.

62 Out of the Elected Directors, at least 2 shall be drawn from Individual Members who have / have had a family member in prison; out of the Corporate Member Elected Directors at least one shall be drawn from Corporate Members which are National Scottish Voluntary Sector organisations working in the field of children/families (the organisations meeting this criterion being determined by the directors from time to time).

Appointment, removal etc: Corporate Member Appointed Directors

63 The Directors may at any time (subject to article 61) invite any Corporate Member which has a national remit and influence which is of significance for the work of the company, to appoint any individual (other than an employee of the company) who is willing so to act as a director (a **“Corporate Member Appointed Director”**).

64 Subject to article 66, each of the Corporate Members invited to appoint a Corporate Member Appointed Director under article 63 may by notice in writing, signed on its behalf by one of its appropriate officers (or, if the Corporate Member is an individual admitted to membership on the basis of nomination by an unincorporated body, signed by him/her) and given to the company:

- (a) appoint any person (other than an employee of the company) who is willing so to act to be a director, either to fill a vacancy or as an additional director; or

- (b) remove any director appointed by that member from office as a director.
- 65 Any appointment or removal of a director under article 64 shall have effect from the date on which the relevant notice is given to the company.
- 66 The powers conferred by article 64 shall be deemed to be limited such that no more than one individual appointed by each of the Corporate Members invited to appoint a Corporate Member Appointed Director under article 63 may hold office as a director at any given time.
- 67 For the purposes of articles 64 to 66, the individuals entered in the register of members from time to time on the basis of nomination by a given unincorporated body shall be deemed to constitute a single member.
- 68 All of the directors appointed under article 64 shall vacate office with effect from the conclusion of each annual general meeting; each of those directors will then be eligible for re-appointment in accordance with articles 63 and 64.

Election, appointment, re-election: Corporate Member Elected Directors

- 69 At every annual general meeting of the company the Corporate Members and Individual Members may (subject to articles 61 and 62) elect as a director (a **“Corporate Member Elected Director”**) any individual (other than an employee of the company) who has been nominated by a Corporate Member which has a national remit and influence through its network representation or which has a local remit which is of significance for the work of the company (the Corporate Members which meet these criteria being determined by the directors from time to time).
- 70 The directors may at any time appoint any individual nominated by a Corporate Member which has a national remit and influence through its network representation or which has a local remit which is of significance for the work of the company (provided he/she is willing to act) to be a director (a **“Corporate Member Elected Director”**), either to fill a vacancy or (subject to articles 61 and 62) as an additional director.
- 71 An individual admitted as a Corporate Member under article 6 may nominate himself/herself for election appointment as a director.
- 72 At every annual general meeting, the Corporate Member Elected Directors shall retire from office, but then shall be eligible for re-election under article 69.

Election, retiral, re-election: Elected Directors

- 73 At every annual general meeting the members may (subject to articles 61 and 62) elect as a director (an **“Elected Director”**) any Individual Member who has lodged with the company a written notice confirming his/her willingness to be appointed; the notice may be lodged by him/her at any time up to the commencement of the annual general meeting.

- 74 The directors may at any time appoint any Individual Member (providing he/she is willing to act) to be a director (an "Elected Director"), either to fill a vacancy or (subject to articles 61 and 62) as an additional director.
- 75 At the first annual general meeting, one third (to the nearest round number) of the Elected Directors shall retire from office; the question of which of them are to retire under the preceding provisions of this article shall be determined by some random method.
- 76 At each annual general meeting (other than the first)
- (a) any Elected Director who was appointed by the directors (under article 74) in the period from the date of the last annual general meeting shall retire from office; and
 - (b) out of the remaining Elected Directors, one third (to the nearest round number) shall retire from office.
- 77 The directors to retire under paragraph (b) of article 76 shall be those who have been longest in office since they were last appointed or re-appointed; if two or more directors were appointed or re-appointed on the same date, the question of which of them is to retire under paragraph (b) of article 76 shall be decided by some random method.
- 78 The members may (subject to articles 61 and 62) at any annual general meeting re-elect any Elected Director who retires from office at the meeting under article 75 or 76 (providing he/she is willing to act); if any such Elected Director is not re-appointed, 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.

Appointment, retiral, re-appointment: Co-opted directors

- 79 The directors may at any time (subject to article 61) appoint any individual (other than an employee of the company) who is willing to act as a director (a "Co-opted Director"); in exercising their powers of appointment under this article 79, the director shall seek to give effect to the following principles:
- (a) one individual will be appointed as a Co-opted Director on the basis that he/she has been nominated by the Scottish Interfaiths Network (or equivalent representative body as shall be determined by the directors from time to time);
 - (b) each individual appointed as a Co-opted Director shall be selected on the basis of his/her ability to contribute to the work of the board of directors and on the basis that he/she has specialist experience or skills which could be of assistance to the directors.
- 80 All of the directors appointed under article 79 shall vacate office with effect from the conclusion of each annual general meeting, but shall then be eligible for re-appointment under article 79.

Disqualification and removal of directors

- 81 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 has continued, or is expected to continue, for a period of more than six months;
 - (d) he/she becomes an employee of the company;
 - (e) in the case of a director appointed by a member which is an incorporated body, the body which appointed him/her ceases to be a member of the company;
 - (f) in the case of a director who is a member of the company, he/she ceases to be a member of the company;
 - (g) he/she resigns office by notice to the company;
 - (h) he/she is absent (without permission of the directors) from more than three consecutive meetings of directors and the directors resolve to remove him/her from office; or
 - (i) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

Appointments to offices

- 82 Directors shall be appointed to hold the offices of Chairman, Vice Chairman and Treasurer, and any other offices which the directors may consider appropriate; the directors shall exercise the powers under the preceding provisions of this article in such a way as to ensure, so far as reasonably practicable, that at any given time Elected Directors are appointed as Chairman and Treasurer.
- 83 The appointments under article 82 shall be made at meetings of directors.
- 84 Each office shall be held (subject to article 87) until the conclusion of the annual general meeting which next follows appointment; a director whose period of office expires under this article may (subject to article 85) be re-appointed to that office under article 82 (providing he/she is willing to act).
- 85 A director who has held any office under article 79 for a period of three years shall not be eligible (unless the directors otherwise resolve, in exceptional circumstances) for re-appointment to that office until a further period of one year has elapsed.

- 86 For the purposes of article 85,
- (a) the period between the date of appointment of any director to an office under article 82 and the annual general meeting which follows shall be deemed to be a period of one year, unless it is of less than six months' duration (*in which case it shall be disregarded*);
 - (b) the period between one annual general meeting and the next shall be deemed to be a period of one year;
 - (c) if a director ceases to hold a particular office under article 79 but is re-appointed to that office within a period of six months, he/she shall be deemed to have held that office without interruption.
- 87 The appointment of any director to an office under article 82 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.
- 88 If the appointment of a director to any office under article 82 terminates, the directors shall appoint another director to hold the office in his/her place.

Honorary President

- 89 The directors may appoint any individual as the Honorary President of the company (and on the basis that there may be more than one Honorary President at any given time); an Honorary President shall be entitled to attend and speak at general meetings of the company, but shall not be entitled to vote and shall not constitute a director of the company.
- 90 An individual appointed as Honorary President shall (subject to article 91) continue to hold that office unless and until he/she resigns office by written notice to the company to that effect, or dies.
- 91 The directors may, for good and sufficient reason, remove any individual from the office of Honorary President, by way of a resolution to that effect passed at a directors' meeting provided at least two thirds of the directors present at the meeting voted in favour of the resolution.

Directors' interests

- 92 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;

- (b) may be a party to, or have some other personal interest in, any transaction or arrangement in which the company or any associated company has an interest;
- (c) may be a director or secretary of, or employed by, or have some other personal interest in, any associated company; and
- (d) 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.

- 93 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.

Directors' remuneration and expenses

- 94 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 82.
- 95 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, meetings of committees of directors or otherwise in connection with the carrying-out of their duties.

Powers of directors

- 96 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.
- 97 No alteration of the memorandum of association or 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.
- 98 The powers conferred by article 96 shall not be limited by any special power conferred on the directors by these articles.
- 99 A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

Proceedings of directors

- 100 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
- 101 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 102 Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson of a meeting of directors shall have a second or casting vote.
- 103 The quorum for the transaction of the business of the directors shall be one third (rounded downwards if necessary) of the total number of directors in office at the time.
- 104 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 may act only for the purpose of filling vacancies or of calling a general meeting.
- 105 Unless he/she is unwilling to do so, the Chairman shall preside as chairperson at every meeting of directors at which he/she is present; if the Chairman is unwilling to act as chairperson of a meeting of directors or is not present within fifteen minutes after the time appointed for the meeting, the Vice Chairman shall preside as chairperson.
- 106 If neither the Chairman nor the Vice Chairman is willing to act as chairperson of a meeting of directors or if neither is present within fifteen minutes after the time appointed for the meeting, the directors may appoint one of their number to be chairperson of the meeting.
- 107 The directors shall be entitled to allow any person to attend and speak (but not vote) at any meeting of the directors in the capacity of adviser.
- 108 A person invited to attend a meeting of the directors under the preceding article shall not be entitled to exercise any of the powers of a director, and shall not be deemed to constitute a director for the purposes of the Act or any provision of these articles.
- 109 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.
- 110 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.

- 111 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 has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company; if a director is debarred by the preceding provisions of this article from voting in relation to any matter, he/she shall absent himself/herself from the meeting while the voting is being conducted in relation to that matter.
- 112 For the purposes of the preceding article:-
- (a) an interest of a person who is taken to be connected with a director for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company), shall be treated as a personal interest of the director;
 - (b) a director shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has a personal interest in that matter.
- 113 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.
- 114 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 111 to 113.
- 115 If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; his/her ruling in relation to any director other than himself/herself shall be final and conclusive.

Delegation to committees of directors and holders of offices

- 116 The directors may delegate any of their powers to any committee consisting of two or more directors; they may also delegate to the Chairman or a director holding any other office such of their powers as they consider appropriate.
- 117 Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
- 118 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.

Standing orders

- 119 The directors may prescribe such standing orders as they may think from time to time regulating the proceedings at general meetings and/or meetings of the directors and/or any other matters of a similar nature, providing that the content of such standing orders is consistent with the provisions of the articles of association of the company in force from time to time.

Secretary

- 120 Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

- 121 The directors shall ensure that minutes are made (and recorded in a manner which complies with the Act) of all proceedings at general meetings, meetings of the directors and meetings of committees of directors, all such minutes being approved at the next relevant meeting; 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 chairperson of that meeting.

Accounts

- 122 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

- 123 Any notice to be given in pursuance of these articles shall be given either in writing or by way of an electronic communication.
- 124 The company may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at *his/her/its registered address or by leaving it at that address; in the case of a member who has notified the company of an address to be used for the purpose of electronic communications, the company may give any notice to that member by way of an electronic communication.*
- 125 A member may give any notice to the company either by sending it by post in a pre-paid envelope addressed to the company at its registered office or by leaving it, addressed to the company secretary, at the company's registered office or (where the company has notified the member of an address to be used for the purpose of electronic communications) by way of an electronic communication.

- 126 .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.
- 127 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.
- 128 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.

Winding-up

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

Indemnity

- 130 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any 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, 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.
- 131 For the avoidance of doubt, the company shall be entitled to purchase and maintain 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.

Interpretation

- 132 In these articles:-

“the Act” means the Companies Act 1985; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time’

“electronic communication” has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.