

MEMBERS' WRITTEN SPECIAL RESOLUTION


OF

SCOTTISH SOCIAL ENTERPRISE COALITION

REGISTERED NUMBER: SC294227

In accordance with sections 288 to 300 inclusive of the Companies Act 2006, we, the individuals and bodies whose names are set out below, being members of SCOTTISH SOCIAL ENTERPRISE COALITION ("the Company") who/which at the date of this resolution represent not less than 75% of the voting rights of those members who would be entitled to vote on this resolution on the circulation date hereof, AGREE that the following resolution shall have effect as if passed by the Company in general meeting as a special resolution and accordingly we resolve

That the regulations set out in Document A annexed to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

Insert name of Member	Print name of signatory	Signature	Date
CCPS	ANNIE GUNNER		12/3/08

Certified a true copy

Glasgow 8-4-08



for and on behalf of Burness LLP



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That the regulations set out in Document A annexed to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

Insert name of Member	Print name of signatory	Signature	Date
Social Enterprise Academy	NEIL McLEOD		25/2/08

Certified a true copy

Glasgow 1-4-08


for and on behalf of Burness LLP

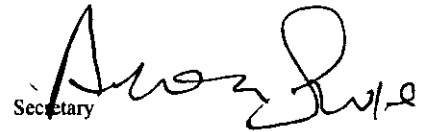
SC294227

THE COMPANIES ACTS 1985 to 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES of ASSOCIATION
of
SCOTTISH SOCIAL ENTERPRISE COALITION

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THE COMPANIES ACTS 1985 to 2006

Secretary



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

ARTICLES of ASSOCIATION

of

SCOTTISH SOCIAL ENTERPRISE COALITION

(adopted by written resolution dated 12 March 2008)

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General structure

- 1 The structure of the company consists of.
 - (a) the MEMBERS who have the right to attend general meetings and have important powers under the articles of association and the Companies Acts, in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves
 - (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

Categories of membership

- 2 For the purposes of these articles.

"Member" means a member admitted under paragraphs (a), (b) or (c) of article 4;

"Associate" means a (non voting) member admitted under paragraph (d) of article 4

Qualifications for membership

- 3 The members of the company shall consist of such bodies and individuals as are admitted to membership under articles 4 to 13, all other individuals who are members of the company as at the time when the resolution adopting these articles of association is passed shall automatically cease to be members immediately after the passing of that resolution
- 4 Membership shall be open to
 - (a) any national or regional intermediary organisation (as determined from time to time by the directors) which represents, brings together, or provides a support or development function within the social enterprise sector and which wishes to support the aims and activities of the company,
 - (b) any body which is a social enterprise or supports social enterprise, and wishes to support the aims and activities of the company;
 - (c) any individual who operates a social enterprise (as a sole trader) and wishes to support the aims and activities of the company,
 - (d) any individual or body who/which supports social enterprise, and wishes to support the aims and activities of the company.

- 5 Any reference in article 4 to an unincorporated body shall be deemed to be a reference to an individual nominated for membership open by such unincorporated body.
- 6 No more than one individual nominated by each unincorporated body may be a member of the company at any given time.
- 7 Employees of the company shall not be eligible for membership, a person who becomes an employee of the company after admission to membership shall automatically cease to be a member

Application for membership

- 8 Any incorporated body eligible for membership under article 4 which wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require, stipulating the category of membership applied for), signed on its behalf by one of its authorised officers
- 9 Any individual who wishes to become a member on the basis of nomination by an unincorporated body in accordance with article 4 (as read with article 5) shall lodge with the company a written application for membership (in such form as the directors require, stipulating the category of membership applied for), signed by him/her and also signed by one of the authorised officers of the body nominating him/her for membership.
- 10 Any individual eligible for membership under article 4 who wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require, stipulating the category of membership applied for), signed by him/her.
- 11 An application for membership submitted under articles 8, 9 or 10 must be accompanied by a remittance to meet the annual membership subscription
- 12 The directors may, at their discretion, refuse to admit any person to membership.
- 13 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application (and accompanying remittance), the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application and, if the decision was to refuse admission, shall return to the applicant the remittance lodged by him/her/it under article 11

Membership subscription

- 14 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 into such categories as they may deem appropriate from time to time) shall, in respect of the period from the date of incorporation of the company until the first annual general meeting, be determined by the

directors from time to time and, as from the first annual general meeting of the company, shall be determined by ordinary resolution passed at each annual general meeting.

- 15 The annual membership subscription shall be due on each accounting reference date of the company and shall (subject to articles 11 and 19) be taken to cover the period from one accounting reference date to the date falling immediately prior to the next accounting reference date.
- 16 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
- 17 If the company has not received a member's annual membership subscription within three months after the accounting reference date on which notice was given to the member under article 16 (or by such later date as the directors may determine), the directors may by resolution expel that individual or body from membership
- 18 Any person who/which wishes to withdraw from membership shall sign (in the case of a corporate body, through an appropriate officer), and lodge with the company a written notice to that effect; on receipt of the notice by the company, he/she/it shall cease to be a member.
- 19 Any person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription

Register of members

- 20 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she/it was admitted to membership, and the date on which any individual or body ceased to be a member, in the case of a member who was admitted on the basis of nomination by an unincorporated body, the entry against his/her name shall also include details of the unincorporated body which nominated him/her for membership.

Expulsion from membership

- 21 Any person may be expelled from membership by special resolution (see article 52) providing the following procedures have been observed.
 - (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
 - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

- 22 Membership shall cease on death or (in the case of a corporate body) on receivership, liquidation, dissolution or striking off of the body which constituted the member
- 23 An unincorporated body which has nominated an individual for membership may withdraw its nomination at any time by written notice to the company to that effect, on receipt of the notice by the company, the individual in question shall automatically cease to be a member of the company
- 24 A member may not transfer his/her/its membership to any other person

General meetings (meetings of members)

- 25 The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed), the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
- 26 Not more than 15 months shall elapse between one annual general meeting and the next.
- 27 The business of each annual general meeting shall include:-
 - (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 67 to 71
- 28 Subject to articles 25, 26 and 29, the directors may convene general meetings at any time.
- 29 The directors must convene a general meeting if there is a valid requisition by 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)

Notice of general meetings

- 30 At least 14 clear days' notice of general meetings must be given to all the members, directors and (if auditors are in office at the time) to the auditors
- 31 The reference to "clear days" in article 30 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 sent by electronic means, the day after it was sent), and also the day of the meeting, should be excluded
- 32 A notice calling a meeting shall specify the time, date and place of the meeting, it shall (a) indicate the general nature of the business to be dealt

with at the meeting, (b) if a special resolution (see article 52) (or a resolution requiring special notice under the Companies Acts) is to be proposed, state that fact, giving the exact terms of the resolution; and (c) contain a statement informing members of their right to appoint a proxy.

33 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.

34 Notice of every general meeting shall be given:

- (a) in hard copy form,
- (b) (where the individual or body 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.

Procedure at general meetings

35 No business shall be dealt with at any general meeting unless a quorum is present, the quorum for a general meeting shall be (a) twelve persons entitled to vote, or (b) 10% of the total number of Members, whichever is the greater, each being a Member or a proxy for a Member; for the avoidance of doubt, no account shall be taken of Associates in determining the quorum.

36 If a quorum is not present within 15 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 chairperson of the meeting.

37 The Chairperson shall (if present and willing to act) preside as chairperson of the meeting, if the Chairperson 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 Chairperson shall (if present and willing to act) preside as chairperson of the meeting.

38 If neither the Chairperson nor the Vice Chairperson 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

39 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine

Votes of members

- 40 Every Member shall have one vote, which may be given either personally or by proxy or (in the case of a Member which is a corporate body) given via its duly authorised representative present at the meeting, or by proxy
- 41 An Associate shall be entitled to attend and speak at a general meeting, but shall not be entitled to vote.
- 42 A Member who/which wishes to appoint a proxy to vote on his/her/its behalf at any 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 (in the case of a Member which is a corporate body) by an appropriate officer of that Member, 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, for the avoidance of doubt, in calculating the 48 hour period referred to in the preceding provisions of this article 42, no account shall be taken of any day that is not a working day
- 43 An instrument of proxy, or electronic communication containing the appointment of a proxy, which does not conform with the provisions of article 42, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 44 A proxy need not be a member of the company
- 45 A Member shall not be entitled to appoint more than one proxy to attend the same meeting
- 46 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.
- 47 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 sent by electronic means, 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 at which the vote was given or the ballot demanded

- 48 A member which is a corporate body shall be entitled to authorise an individual to attend and vote at general meetings; he/she will then be entitled to exercise the same powers on behalf of the body which he/she represents as that body could have exercised if it had been an individual member of the company
- 49 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 the chairperson (or by at least two persons present at the meeting and entitled to vote, whether as members or as representatives of corporate members or as proxies for members); 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.
- 50 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct, the result of the ballot shall be declared at the meeting at which the ballot was demanded
- 51 If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote.

Special resolutions and ordinary resolutions

- 52 For the purposes of these articles, a “special resolution” means (but subject to articles 55 to 58) a resolution of the Members, which is passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 30 to 34 (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).
- 53 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;
 - (b) 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
- 54 For the purposes of these articles (but subject to articles 55 to 58), an “ordinary resolution” means a resolution, which is passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against) at a general meeting, providing proper notice of the meeting has been given in accordance with articles 30 to 34.

Written resolutions

- 55 A written resolution can be passed by the Members of the company (having been proposed by either the Members or the directors in accordance with the procedures detailed in Chapter 2 of Part 13 of the 2006 Act) and will have effect as if passed by the Members of the company in general meeting, a written resolution is passed when the required majority of eligible Members have signified their agreement to it by sending to the company (in hard copy or electronic form) an authenticated document which identifies the resolution to which it relates and which indicates the Member's agreement to it (which agreement cannot thereafter be revoked)
- 56 For the purposes of the preceding article:
- (a) the reference to "eligible Members" is to those Members who would have been entitled to vote on the resolution on the circulation date of the resolution (which is either (i) the date on which copies of the written resolution are sent or submitted to the members in accordance with the procedures detailed in Chapter 2 of Part 13 of the 2006 Act; or (ii) if copies are sent or submitted to members on different days, the first of those dates);
 - (b) the reference to "required majority" is to the majority required to pass an ordinary or a special resolution under the Companies Acts, as follows -
 - (i) in order to pass an ordinary resolution by way of written resolution, it must be passed (in accordance with article 55) by Members representing a simple majority of the total voting rights of eligible Members,
 - (ii) in order to pass a special resolution by way of written resolution, it must be passed (in accordance with article 55) by Members representing not less than 75% of the total voting rights of eligible Members and the resolution must specifically state that it was proposed as a special resolution.
- 57 For the avoidance of doubt, a resolution to remove a director (under section 168 of the 2006 Act) or a resolution to remove an auditor (under section 391 of the 1985 Act (for so long as it is in force) or section 510 of the 2006 Act) cannot be proposed as a written resolution under article 55.
- 58 For the purposes of article 55, a proposed written resolution will lapse if it is not passed before the end of a period of 28 days beginning with the circulation date (as defined in article 56), and the agreement of any Member to a written resolution will be ineffective if signified after the expiry of that period

Categories of Directors

59 For the purposes of these articles

“Member Director” means a director elected, re-elected or appointed under articles 67 to 73,

“Co-opted Director” means a director appointed or re appointed under articles 75 to 76.

Maximum number of directors

60 The maximum number of directors shall be eleven; out of that number, no more than ten shall be Member Directors (of whom, no more than six shall be Members admitted under paragraph (a) of article 4 (national or regional intermediary organisations) and no more than four shall be Members admitted under paragraph (b) or (c) of article 4 (social enterprises) and (subject to article 61) no more than one shall be a Co opted Director.

61 If, following an annual general meeting, or during the period between annual general meetings, there are fewer than the maximum permitted number of Member Directors in office and the directors are, after making reasonable efforts, unable to appoint a Member (who is willing and able to act) to hold office as a Member Director in accordance with article 68 to fill each vacancy, the directors shall be entitled to appoint an additional Co opted Director in respect of each such vacancy, the maximum number of Co opted Directors shall not in any event exceed four

Eligibility

62 A person shall not be eligible for election/appointment as a Member Director unless he/she is a Member of the company or has been nominated for election/appointment as a Member Director by a Member which is a corporate body

63 A person who has served as a director for a period of six years shall automatically vacate office on expiry of that six year period and shall then not be eligible for re election

64 For the purposes of article 63·

(a) the period from the date of the adoption of these articles of association to the first annual general meeting held thereafter 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 the date of appointment of a director and the annual general meeting which next 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),

- (c) the period between one annual general meeting and the next shall be deemed to be a period of one year;
 - (d) if a director ceases to hold office but is re appointed as a director within a period of six months, he/she shall be deemed to have held office as a director continuously.
- 65 A person shall not be eligible for election/appointment as a Co opted Director unless he/she is an Associate of the company or has been nominated for appointment as a Co opted Director by an Associate which is a corporate body
- 66 A person shall not be eligible for election/appointment as a director if he/she is an employee of the company

Election, retiral, re election: Member Directors

- 67 At each annual general meeting, the Members may (subject to article 60) elect any Member (providing he/she is willing to act) to be a director (a **"Member Director"**).
- 68 The directors may (subject to article 60) at any time appoint any Member (providing he/she is willing to act) to be a director (a **"Member Director"**)
- 69 A Member which is a corporate body may (subject to a article 70) nominate any individual for election/appointment as a director (a **"Member Director"**) he/she will then be deemed to be a Member of the company for the purposes of articles 60, 67 and 68.
- 70 No more than one individual nominated under article 69 by each Member which is a corporate body may serve as a director at any given time
- 71 At the first annual general meeting following the adoption of these articles of association, all of the Member Directors shall retire from office.
- 72 At each annual general meeting (subsequent to the first annual general meeting held following the adoption of these articles of association)
- (a) any Member Director appointed under article 68 during the period since the preceding annual general meeting shall retire from office
 - (b) any Member Director who has held office as a director for a period of three years since he/she was last elected/re elected as a director shall retire from office
- 73 For the purposes of article 72.
- (a) the period from the date of adoption of these articles of association to the first annual general meeting held thereafter 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 the date of appointment of a director and the annual general meeting which next 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),
- (c) the period between one annual general meeting and the next shall be deemed to be a period of one year,
- (d) if a director ceases to hold office but is re appointed as a director within a period of six months, he/she shall be deemed to have held office as a director continuously.

74 A director who retires from office under article 71 or 72 shall (subject to article 63) be eligible for re election

Appointment/re-appointment: Co-opted Directors

- 75 In addition to their powers under article 68, the directors may (subject to articles 60, 65 and 66) at any time appoint any individual to be a director (a **"Co-opted Director"**) (providing he/she is willing to act) either on the basis that he/she has been nominated by a body with which the company has close contact in the course of its activities or on the basis that he/she has specialist experience and/or skills which could be of assistance to the directors
- 76 At each annual general meeting, all of the Co opted Directors shall retire from office – but shall then (subject to article 63) be eligible for re appointment under article 75.

Termination of office

- 77 A director shall automatically vacate office if
- (a) he/she ceases to be a director through the operation of any provision of the Companies Acts or becomes prohibited by law from being a director,
 - (b) 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,
 - (c) (in the case of a Member Director) he/she ceases to be a Member of the company or (if he/she was nominated by a corporate body) the corporate body which nominated him/her ceases to be a Member of the company,
 - (d) (in the case of the Co opted Director) he/she ceases to be an Associate of the company or (if he/she was nominated by a corporate body) the corporate body which nominated him/her ceases to be an Associate of the company;
 - (e) he/she becomes an employee of the company,

- (f) he/she resigns office by notice to the company;
- (g) 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;
- (h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the 2006 Act.

Register of directors

- 78 The directors shall maintain a register of directors, setting out full details of each director, the name of the corporate Member which nominated each director (if applicable), the date on which each such person became a director, and the date on which any person ceased to hold office as a director.

Office bearers

- 79 The directors shall elect from among themselves a Chairperson, Vice Chairperson and such other office bearers (if any) as they consider appropriate
- 80 Each office bearer shall cease to hold office at the conclusion of the annual general meeting which is held three years after his/her appointment, an office bearer whose period of office expires under this article shall be eligible for re election under article 79 (providing he/she is willing to act).
- 81 For the purposes of article 80:
- (a) the period from the date of adoption of these articles of association to the first annual general meeting held thereafter 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 the date of appointment of an office bearer and the annual general meeting which next 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);
 - (c) the period between one annual general meeting and the next shall be deemed to be a period of one year,
 - (d) if an office bearer ceases to hold office but is re appointed as an office bearer within a period of six months, he/she shall be deemed to have held office as an office bearer continuously.
- 82 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.

Powers of directors

- 83 Subject to the provisions of the Companies Acts, the memorandum of association 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
- 84 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors

Personal interests

- 85 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 (in terms of article 99) from voting on the question of whether or not the company should enter into that arrangement
- 86 For the purposes of the preceding article, 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 1985 Act (for so long as it is in force) and section 182 of the 2006 Act), has a personal interest in that arrangement.
- 87 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the company should enter into the relevant arrangement 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 86) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
- 88 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
- 89 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

Conduct of directors

- 90 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, in good faith, will be most likely to promote the success of the company in achieving its objects (as outlined in clause 3 of the memorandum of association) and 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

Procedure at directors' meetings

- 91 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors
- 92 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 not have a casting vote.
- 93 No business shall be dealt with at a meeting of the directors unless a quorum is present, the quorum for meetings of the directors shall be 4
- 94 Any director or a member of a committee of the directors, may participate in a meeting of the directors, or such committee, by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in the manner shall be deemed to constitute presence in person at such meeting
- 95 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting
- 96 Unless he/she is unwilling to do so, the Chairperson shall preside as chairperson at every meeting of directors at which he/she is present; if the Chairperson 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 Chairperson shall preside as chairperson
- 97 If neither the Chairperson nor the Vice Chairperson 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.
- 98 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.
- 99 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 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
- 100 For the purposes of article 99, a person shall be deemed to have a personal interest in a particular matter 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, has a personal interest in that matter

- 101 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
- 102 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 99 to 101.

Delegation to sub committees

- 103 The directors may delegate any of their powers to any sub committee consisting of one or more directors and such other persons (if any) as the directors may determine, they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.
- 104 Any delegation of powers under article 103 may be made subject to such conditions as the directors may impose and may be revoked or altered
- 105 The rules of procedure for any sub committee shall be as prescribed by the directors

Secretary

- 106 The directors shall (notwithstanding the provisions of the 2006 Act) appoint a company secretary, and on the basis that the term of office, remuneration (if any), and other terms and conditions attaching to the appointment of the company secretary shall be as determined by the directors; the company secretary may be removed by the directors at any time.

Minutes

- 107 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 chairperson of the meeting

Accounting records and annual accounts

- 108 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements
- 109 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

- 110 No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company

Notices

- 111 Any notice to be given in pursuance of these articles shall be in writing
- 112 The company may give any notice to a member in pursuance of these articles 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; alternatively, in the case of a member who has notified the company of an electronic address to be used for this purpose, the company may give any notice to that member by electronic means.
- 113 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
- 114 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.
- 115 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 Institute of Chartered Secretaries and Administrators

Winding-up

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

Indemnity

- 117 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 2006 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 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 company.

- 118 For the avoidance of doubt, the company shall be entitled to purchase and maintain for any director insurance against any loss or liability which he/she 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

- 119 In these articles:

- (a) “the 1985 Act” means (subject to article 120) the Companies Act 1985;
- (b) “the 2006 Act” means (subject to article 120) the Companies Act 2006,
- (c) “the Companies Acts” means (subject to article 120) the Companies Acts 1985 to 2006

- 120 Any reference in these articles to a statutory provision shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time,

- 121 Reference in these articles to the singular shall be deemed to include the plural