

DATE: 22/03/22

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
MEMORANDUM and ARTICLES of ASSOCIATION
of
[UK Electronics Skills Foundation]

COMPANY REGISTRATION NUMBER SC300544



THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM of ASSOCIATION

of

[UK Electronics Skills Foundation]

1. The company's name is "[UK Electronics Skills Foundation]".
2. The company's registered office is to be situated in Scotland.
3. The company's objects are:-

To advance education in the field of electronics, associated technologies, and engineering design and in particular (1) through engagement of industry, schools & academia to attract UK students to study school, sixth form, and degree courses of relevance to the electronics industry (2) to encourage increased diversity and equality of opportunity (3) through the engagement of teaching support and industrial sponsorships for under-graduates.

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

- (a) To advise in relation to, prepare, organise, support (whether financially or otherwise) and/or conduct, educational and training conferences, seminars and other events, and courses and programmes of all kinds.
- (b) To commission research and studies, and to disseminate the results of such research and studies.
- (c) To provide information and other services, and to establish and maintain databases, websites and/or other means for sharing information.
- (d) To liaise with government authorities and agencies (whether Scottish, UK, European or otherwise), local authorities, local enterprise companies, higher/further educational establishments and others, all with a view to contributing to the more effective and efficient pursuit of the aims set out above.

- (e) To carry on any other activity which may appropriately be carried on in connection with any of the objects of the company.
- (f) To 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, stocks, debentures and other interests in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- (g) To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company.
- (h) To purchase, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company.
- (i) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.
- (j) To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company.
- (k) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- (l) To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person.
- (m) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.
- (n) To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the spouse, widow/er, relatives and dependents of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- (o) To oppose or object to any application or proceedings which may prejudice the company's interests.
- (p) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities

of the company and to obtain from any such organisation, government or authority any right, privilege or concession.

- (q) To enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- (r) To effect insurance against risks of all kinds.
- (s) To invest funds not immediately required for the purposes of the company's activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirements) and to dispose of and vary such investments and securities.
- (t) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on.
- (u) To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects.
- (v) To take such steps as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of donations, grants, subscriptions, loans or otherwise.
- (w) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company.
- (x) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- (y) To do anything which may be incidental or conducive to the attainment of any of the objects of the company.

And it is declared that

- (i) in this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated
- (ii) in this clause and throughout this memorandum of association the word "charitable" shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force.

4.
 - (a) The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 3 of this memorandum of association).
 - (b) 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.
 - (c) No director of the company, other than the Executive Director (as defined in the articles of association), shall be appointed as a paid employee of the company; no director, other than the Executive Director, shall hold any office under the company for which a salary or fee is payable.
 - (d) 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 (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company or (iii) (in the case of the Executive Director only) reasonable remuneration, and reasonable pension and/or other benefits, paid or provided to him/her in his/her capacity as an employee of the company.
5. The liability of the members is limited.
6. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while it is a member or within one year after it ceases to be a member, for payment of the company's debts and liabilities contracted before it ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves.
- 7.1 If on 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 but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does clause 4 of this memorandum of association.
- 7.2 The body or bodies to which property is transferred under clause 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 or may acquire jurisdiction.
- 7.3 To the extent that effect cannot be given to the provisions of clauses 7.1 and 7.2, the relevant property shall be applied to some other charitable object or objects.
8. 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.

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

ARTICLES OF ASSOCIATION

of

[*UK Electronic Skills Foundation*]

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Members

1. The subscribers to the Memorandum of Association of the Company (being The TechWorks Hub ("TechWorks") and Dialog, a Renesas company ("Dialog") and such other persons (being persons who operate in the field of electronics design and manufacture, or are bona fide intending to operate in the field of electronics design and manufacture) as are admitted to membership in accordance with these Articles shall be the members of the Company.
2. Applications for membership of UK Electronic Skills Foundation ("UKESF") shall be made to the nominated Executive Director. The Executive Director may accept or reject the application for membership in accordance with criteria established by the Board.
3. A Member shall cease to be a Member of the Company upon:

- (a) his name being removed from the Register of Members, following the receipt by the Company of a notice in writing, giving at least twenty eight days' notice, intimating that he resigns his membership; or
- (b) a resolution being passed at a meeting of the Board removing such Member provided that such resolution is passed unanimously at a Board meeting called for the purpose of considering such removal (the Director nominated by the Member being the subject of the vote not being counted for this purpose), of which such Member shall have been given not less than fourteen days' notice in writing, and of which shall have been given the right to attend and to be heard: or
- (c) (if a Company) its passing a resolution to wind up or having a winding up petition presented against it or a receiver being appointed in respect of any of its assets.

4. Membership of the Company shall not be transferable.

General meetings

- 5. All general meetings other than annual general meetings are to be called "extraordinary general meetings".
- 6. 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 the resigning auditor (under section 392A(2) of the Act).
- 7. 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.
- 8. For the avoidance of doubt, the members may dispense with the need to hold an annual general meeting by elective resolution.

Notice of general meetings

9. 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 14) 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.
10. The reference to "clear days" in article 10 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
11. 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 15) (or a resolution requiring special notice under the Act) is to be proposed, state that fact, giving the exact terms of the resolution.
12. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
13. Notice of every general meeting shall be given (either in writing or, where the 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 communication) to all the members and directors and (if auditors are in office at the time) to the auditors.

Special resolutions and ordinary resolutions

14. 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 9 and 11; 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.
15. 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) 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.

16. For the purpose 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) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 9 and 11.

Proceedings at general meetings

17. No business shall be transacted at any general meeting unless a quorum is present; one person present and entitled to vote (being a proxy for a member or the duly authorised representative of a member which is a corporate body) shall be a quorum.
18. If the quorum required under article 17 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.
19. The Chair shall (if present and willing to act) preside as chairperson of the meeting; if the Chair is not present and willing to act as chairperson of the meeting, the Vice Chair shall preside as chairperson of the meeting.
20. If neither the Chair nor the Vice Chair is present and willing to act as chairperson of a meeting within fifteen minutes after the time appointed for the meeting, the directors present shall elect one of their number to act as chairperson of the meeting; if there is only one director present and willing to act, he/she shall be chairperson of the meeting.
21. A director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.
22. 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.
23. 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 proxy for a member or as the representative of a corporate member).
24. 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.

Votes of Directors

25. Every Director shall have one vote which may be given either personally (in the case of a member which is a corporate body, via its duly authorised representative) or (whether on a show of hands or on a secret ballot) by proxy.
26. A Director who wishes to appoint a proxy to vote on its behalf at any 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, a written instrument of proxy (in such form as the directors require), signed by one of the appropriate officers of that body; 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.
27. An instrument of proxy, or electronic communication containing the appointment of a proxy, which does not conform with the provisions of article 26, or which is not lodged or sent in accordance with such provisions, shall be invalid.
28. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
29. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member which appointed him/her to speak at the meeting and need not be a member of the company.
30. A member which is a corporate 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 corporate body could exercise if it were an individual member.
31. A vote given, or ballot demanded, by proxy or by the duly authorised representative of a corporate member 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.
32. In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting shall not be entitled to a casting vote.

Number of directors

33. The maximum number of directors shall be ten; the minimum number of directors shall be three.

Appointment/removal of directors

34. Any appointment or removal of a director under the provisions of article 33 shall have effect from the date on which the relevant notice is given to the company.
35. The first Directors will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with section 10 of the Act.
36. The directors, at their convenience, shall agree to appoint an individual to the post of Executive Director. This person will also become a director ("the Executive Director") of the company. The directors may form an extended sub-committee for the purpose of candidate selection.
37. The Executive Director shall (subject to article 38) continue to hold office as a director of the company unless and until he/she ceases (for whatever reason) to hold the post of project manager of the company.

Disqualification and removal of directors

38. A director shall vacate office if
- (a) he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director
 - (b) he/she is sequestered
 - (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - (d) (except in the case of the Executive Director) he/she becomes an employee of the company
 - (e) in the case of the Executive Director, he/she ceases to hold the post of project manager 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 directors and the directors resolve to remove him/her from office; or

- (h) 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

- 39. Directors shall be appointed to hold the offices of Chair and any other offices which the directors may consider appropriate.
- 40. The appointments under the preceding article shall be made at meetings of directors.
- 41. Each office shall be held (subject to articles 39 and 43) for a term of three years or until he/she resigns. Such term may be extended by a maximum of two further three year terms at the discretion of the Board.
- 42. The appointment of any director to an office under article 39 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.
- 43. If the appointment of a director to any office under article 39 terminates, the directors shall appoint another director to hold the office in his/her place.

Directors' interests

- 44. Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that (i) he/she has disclosed to the directors of the company the nature and extent of any personal interest which he/she has (unless immaterial)
 - (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) (in the case of the Executive Director only) may be employed by the company
 - (d) may be a director or secretary of, or employed by, or have some other personal interest in, any associated company; and
 - (e) shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company;

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

45. 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

46. Subject to article 48, 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 39.
47. An Executive Director shall, notwithstanding that he/she is a director of the company, be entitled to retain the remuneration, and pension and/or other benefits, paid or provided to him/her in his/her capacity as an employee of the company.
48. 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

49. 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.
50. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

Proceedings of directors

51. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
52. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
53. 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.
54. The quorum for the transaction of the business of the directors shall be three.
55. If the quorum required under the preceding article is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

56. 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 calling a general meeting.
57. Unless he/she is unwilling to do so, the Chair shall preside as chairperson at every meeting of directors at which he/she is present; if the Chair is unwilling to act as chairperson of a meeting of directors, within fifteen minutes after the time appointed for the meeting, the directors present shall elect one of their number to act as chairperson of the meeting.
58. A director may participate in a meeting of the directors or a meeting of a committee of directors by means of a conference telephone, videoconferencing facility or similar communications equipment whereby all the directors participating in the meeting can hear each other; a director participating in a meeting in this manner shall be deemed to be present in person at the meeting.
59. The directors shall be entitled to allow any person to attend and speak (but not vote) at any meeting of the directors; a person invited to attend a meeting of the directors under the preceding provisions of this 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.
60. 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.
61. 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.
62. 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.
63. For the avoidance of doubt, an Executive Director shall not be entitled to vote in relation to any matter connected with his/her terms and conditions of employment.
64. 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.
 - (c) a director shall not be deemed to have a personal interest in any transaction or arrangement to which The National Microelectronics Institute, Senta or Dialog Semiconductor PLC is a party by reason only of the fact that he/she is an officer or employee of that body.
65. 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.
66. 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 62 to 65.
67. 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

68. The directors may delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the Chair or a director holding any other office such of their powers as they consider appropriate.
69. Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and may be revoked or altered.
70. 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.

Secretary

71. 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

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

Accounts

73. 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

74. Any notice to be given in pursuance of these articles shall be given either in writing or by way of an electronic communication.
75. 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 its registered address or by leaving it at that address; in the case of a member which 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.
76. 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.
77. 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.
78. 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.

Winding-up

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

Indemnity

80. 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.
81. 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

82. 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.

83. References in these articles to the singular shall be deemed to include the plural.