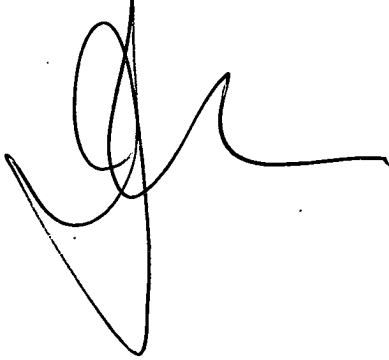


These are the Articles of Association referred to in the foregoing Extract Resolution of Lochaber Chamber of Commerce (Registered Number SC469407)



THE COMPANIES ACT 2006

ARTICLES OF ASSOCIATION

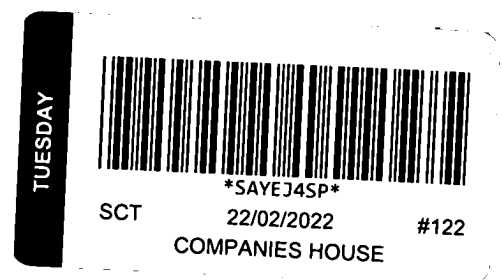
of

LOCHABER CHAMBER OF COMMERCE

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

2022

JRMB/GI/LOCHA02-01



THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

LOCHABER CHAMBER OF COMMERCE

1. Definitions and interpretation

- 1.1 The name of the Company is "LOCHABER CHAMBER OF COMMERCE" ("the Company").
- 1.2 The Registered Office of the Company is situated in Scotland.
- 1.3 In these Articles and in the Memorandum of Association of the Company, if not inconsistent with the subject or context, the words appearing below shall bear the meanings respectively set opposite to them:

"the Companies Act"	the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
"the Articles"	these Articles of Association of the Company for the time being in force;
"Board"	the Board of Directors of the Company;
"Chamber Area"	the geographical area in which the Company is accredited to operate by the SCC and as amended under prior written authority of the SCC from time to time;
"clear days"	in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect;

"the Directors"	the Directors for the time being of the Company (and "Director" has a corresponding meaning);
"executed"	includes any mode of execution;
"Local Authority"	The Highland Council or its statutory successors;
"the Memorandum"	the Memorandum of Association of the Company;
"Objects"	has the meaning given in Article 2;
"Registered Office"	the registered office for the time being of the Company;
"SCC"	the Scottish Chambers of Commerce;
"Secretary"	the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;
"Treasurer"	any treasurer of the Company and any other person appointed to perform the duties of the treasurer of the Company; and
"the United Kingdom"	Great Britain and Northern Ireland.

- 1.4 Words importing the plural number shall include the singular number and vice versa.
- 1.5 Words importing the masculine gender only shall include the feminine gender or no gender.
- 1.6 Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act.
- 1.7 Words importing persons shall include corporations, firms and any other form of recognised individual legal entity.

2. Objects

The Company's Objects are:

- 2.1 to promote, foster and represent commerce, industry, trade, tourism and ancillary services in the Chamber Area and elsewhere in the United Kingdom for the benefit of the business community within the Chamber Area;
- 2.2 to provide information, advice and assistance to the relevant business community;
- 2.3 to undertake, or encourage members to undertake, joint activities and arrangements for mutual support and promotion of the interests of that business community.
- 2.4 without prejudice to the foregoing and recognising the paramount importance to the economy and identity of the Chamber Area of the tourism and outdoor pursuits sectors, to promote and foster the Chamber Area as "the Outdoor Capital of the UK" and as such the "best area of the UK in which to enjoy the outdoors";
- 2.5 to act as the destination organisation for the Chamber Area, including, without prejudice to the generality of the foregoing:-
 - 2.5.1 to lead the promotion of the Chamber Area as a destination for visitors;
 - 2.5.2 to facilitate a managed programme of events and festivals throughout the year, including, to that end, supporting groups to secure marketing and fund raising opportunities;
- 2.6 to provide and develop business services to members;
- 2.7 to promote and protect the collective business interests of the members and stimulate interest in, promote, support or oppose any legislation or policies (whether local, municipal, regional, national or international) affecting the interests of commerce, industry, trade or ancillary services;
- 2.8 to promote high standards of business and the recognition and use of national and international standards;
- 2.9 to provide a means of securing business involvement in the local community or communities, to develop links between business and public authorities, to develop and foster working relationships both within and outside the locality which will achieve the greatest prosperity for the locality and its people, and to stimulate public awareness of business interests;
- 2.10 to seek to attain all or any of the principal objects by united action with other Chambers of Commerce;
- 2.11 such other objects analogous or ancillary thereto as are necessary or desirable for the function of an effective Chamber of Commerce.

3. Application of income and liability of Members

- 3.1 The Company is a private Company limited by guarantee and not having a share capital.
- 3.2 The income and property of the Company shall be applied solely towards the promotion of its Objects as set forth in these Articles and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to Members of the Company.
- 3.3 The liability of the Members of the Company is limited.
- 3.4 Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1.00) to the Company's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities contracted before he 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.
- 3.5 If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid or distributed among the Members of the Company, but shall be given or transferred to (a) some other Company or organisation in the Chamber Area having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as imposed by Article 3.2 above, resolved by the Members of the Company at or before the time of dissolution, or (b) failing such resolution, to the SCC.

4. Powers

The Company shall have the following powers, but only in furtherance of the Objects (and wherein reference to "property" means any property, assets or rights, heritable or moveable, wherever situated) and declaring that the order in which these powers are listed or the terms of the sub-headings are of no significance in terms of their respective priority which shall be deemed to be equal, namely:

4.1 General

- 4.1.1 To encourage and develop a spirit of voluntary or other commitment by, or co-operation with, individuals, unincorporated associations, societies, federations, partnerships, corporate bodies, agencies, undertakings, local authorities, unions, co-operatives, trusts and others and any groups or groupings thereof willing to assist the Company to achieve the Objects.
- 4.1.2 To promote and carry out research, surveys and investigations and to promote, develop and manage initiatives, projects and programmes.

4.1.3 To provide advice, consultancy, training, tuition, expertise and assistance.

4.1.4 To prepare, organise, promote and implement, or to facilitate training courses, festivals, exhibitions, lectures, seminars, conferences, events and workshops, to collect, collate, disseminate and exchange information and to prepare, produce, edit, publish, exhibit and distribute articles, pamphlets, books and other publications, tapes, motion and still pictures, music and drama and other materials, all in any medium.

4.2 Property

4.2.1 To purchase, take on-lease, hire, or otherwise acquire any property suitable for the Company and to construct, convert, improve, develop, conserve, maintain, alter and demolish any buildings or erections whether of a permanent or temporary nature, and manage and operate or arrange for the professional or other appropriate management and operation of the Company's property.

4.2.2 To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the property of the Company.

4.2.3 To establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds.

4.3 Employment

4.3.1 To employ, contract with, train and pay such staff (whether employed or self-employed) as are considered appropriate for the proper conduct of the activities of the Company.

4.4 Funding and Financial

4.4.1 To take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Company.

4.4.2 To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust.

4.4.3 To borrow or raise money for the Objects and to give security in support of any such borrowings by the Company and/or in support of any obligations undertaken by the Company.

4.4.4 To set aside funds not immediately required as a reserve or for specific purposes.

4.4.5 To invest any funds which are not immediately required for the activities of the Company in such investments as may be considered appropriate, which

may be held in the name of a nominee Company under the instructions of the Board of Directors, and to dispose of, and vary, such investments.

4.4.6 To make grants or loans of money and to give guarantees.

4.5 Development

4.5.1 To establish, manage and/or support any charitable organisation, and to make donations for any charitable purpose falling within the Objects.

4.5.2 To establish, operate and administer and/or otherwise acquire any separate trading Company or association, whether charitable or not.

4.5.3 To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Company and to enter into any arrangement for co-operation, mutual assistance, or sharing profit with any charitable organisation.

4.5.4 To enter into contracts to provide services to or on behalf of others.

4.6 Insurance and protection

4.6.1 To effect insurance of all kinds (which may include indemnity insurance in respect of Directors and employees).

4.6.2 To oppose, or object to, any application or proceedings which may prejudice the interests of the Company.

4.7 Ancillary

4.8.1 To pay the costs of forming the Company and its subsequent development.

4.8.2 To carry out the Objects as principal, agent, contractor, trustee or in any other capacity.

5. Membership

5.1 The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the Articles shall be Members of the Company. No person shall be admitted as a Member of the Company unless the Board approves his application for membership and in the sole opinion of the Board, such person has a significant interest in or connection with the Objects of the Company as set out in the Articles. The Board shall not be obliged to give any reason for refusing any application for membership. Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Board require executed by him into which category of membership each applicant shall belong.

- 5.2 The Board shall maintain a Register of Members, setting out the name and postal address of each Member, the relative category of membership (if any) and the date of the Member's appointment and cessation.
- 5.3 A Member may at any time withdraw from the Company by giving at least 14 clear days' notice to the Company. Membership shall not be transferable and shall cease on death or in the case of a corporate member, bankruptcy, striking off, winding up, liquidation or administration.
- 5.4 Membership of the Company shall be open to:-
- 5.4.1 individuals who are in business on their own account;
 - 5.4.2 companies, corporations, firms and other organisations engaged or interested in commerce, industry, trade and ancillary services in the private sector;
 - 5.4.3 members of professions who have an interest in commerce, industry, trade and ancillary services;
 - 5.4.4 any other individuals, companies, corporations, firms or other organisations whom the Directors may in their absolute discretion admit to membership.
- 5.5 Every Member shall use his best endeavours to promote the Objects and interests of the Company and shall observe all the Company's regulations affecting him including these Articles.
- 5.6 The Directors shall be entitled to make it a condition of membership of the Company that an annual subscription is paid and shall be entitled to set the subscription year and rates and other conditions of subscription(s).

6. General Meetings

- 6.1 The Company shall hold an Annual General Meeting ("AGM") each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one AGM of the Company and that of the next, provided that so long as the Company holds its first AGM within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The AGM shall be held at such times and places as the Board shall appoint. The AGM can be held electronically if circumstances require it or determined by the Board. The AGM shall be held for the following purposes:

- (a) to receive from the Board the accounts prepared pursuant to Article 18;
- (b) to receive from the Board a report of the activities of the Company since the previous AGM;
- (c) to allow any Directors due to retire or wishing to retire to stand down from office;
- (d) to re-appoint and/or elect Directors pursuant to Article 10;
- (e) to appoint the Company's accountants and, if required auditors; and
- (f) to transact such other business as may be brought before it.

6.2 All general meetings other than AGMs shall be called extraordinary general meetings. The Board may call general meetings and, on the requisition of Members pursuant to Article 8.1 or otherwise in accordance with the provisions of the Companies Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member of the Company may call a general meeting.

7. Notice of general meetings

- 7.1 The Secretary shall, on an order of the Board or at the written request of not less than one tenth of the Members, convene an extraordinary general meeting. Such order or request indicating the nature of the business to be transacted shall be laid before the Chair who shall authorise the holding of an extraordinary general meeting within 28 days of the receipt of such order or request. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 7.2 An AGM and an extraordinary general meeting called for the passing of a special resolution appointing or terminating the appointment of a person as a Director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by a shorter notice if it is so agreed.
- 7.3 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an AGM, shall specify the meeting as such.

8. Proceedings at general meetings

- 8.1 No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business and for its duration. The quorum at a general meeting shall be the lower of 10 Members or 25% of the Members, in each case to be present in person or, in the case of a body corporate, unincorporated association or partnership, by a duly authorised representative.
- 8.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting the quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Board may determine. If a quorum is not present at that adjourned meeting or does not remain present for its duration, the Member or Members present will form a quorum, subject to a minimum of 10 Members being so present.
- 8.3 The chair, if any, of the Board or in his absence some other Director nominated by the Directors shall preside as chair of the meeting, but if neither the chair nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chair and, if there is only one Director present and willing to act, he shall be chair.
- 8.4 If no Director is willing to act as chair, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chair.
- 8.6 The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 8.7 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Act, a poll may be demanded:-
- 1) by the chair; or
 - 2) by at least two Members having the right to vote at the meeting.

- 8.8 Unless a poll is duly demanded, a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 8.9 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 8.10 A poll shall be taken as the chair directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The results of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 8.11 In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he may have.
- 8.12 A poll on the election of a chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair directs not being more than 28 days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question of which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 8.13 No notice needs to be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

9. Votes of Members

- 9.1 Subject to Articles 6 and 8 and the remaining provisions of this Article 9, every Member shall be entitled to attend general meetings and to cast one vote.
- 9.2 Every Member may appoint a proxy to vote in their place at general meetings. Such persons having a proxy vote should hold a letter signed by their principal giving permission of proxy, and should inform the Secretary prior to the commencement of the meeting that they have a proxy vote. A proxy need not be a Member. The appointment of a proxy shall be executed by or on behalf of the appointer in a form, which the Directors may approve.
- 9.3 No form of proxy shall be valid more than 12 months from the date it was granted.

- 9.4 Subject to the provisions of sections 288-300 of the Companies Act a resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as it is had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members and if described as a special or an extraordinary resolution it shall have effect accordingly.
- 9.5 No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.
- 9.6 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
- 9.7 Any Member of the Company which is not a natural person, may by resolution of its Board, Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of such Members which he represents as such Members could exercise if it were an individual Member of the Company in the capacity of a natural person.

10 Appointment and retirement of Directors

- 10.1 Subject to Article 10.5 a Director shall hold office until the third AGM following his appointment when he shall retire from office. A retiring Director shall be eligible for re-election.
- 10.2 No person other than a retiring Director shall be eligible for re-election unless his nomination, made by one Member and seconded by one other Member, has been received by the Secretary at least fourteen clear days before the meeting. If no nominations for a particular vacancy are so received, nominations made for that vacancy at the meeting shall be valid provided the nominee has agreed to accept office. Any Member shall be entitled to submit nominations. In the event of two or more persons being nominated for any one office, or of opposition to a nomination by any Member present, there shall be a vote by ballot of all Members present.
- 10.3 No person may be appointed as a Director.
- a) if in circumstances such that, had he already been a Director, he would have been disqualified from acting under the provisions of Article 10.5; or
 - b) if they are employed by the Company.

10.4 The Directors may appoint a person, by ordinary resolution who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed as the maximum number of Directors. A Director so appointed shall hold office only until the next AGM. If not reappointed at such AGM, he shall vacate office at the conclusion thereof.

10.5 A Director shall cease to hold office if he:-

- a) is barred from becoming a Director by virtue of any provision in the Companies Act or is disqualified from acting as a trustee pursuant to any charities legislation;
- b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- c) resigns his office by notice to the Company (but only if at least five Directors will remain in office when the notice of resignation is to take effect);
- d) is absent without the permission of the Directors from three consecutive Directors' meetings and the Directors resolve that his office be vacated;
- e) is removed from office by a resolution duly passed pursuant to section 168 of the Companies Act; or
- f) if he breaches any Code of Conduct agreed by the Directors and the Directors resolve that his office be vacated.

11. Powers of Directors

11.1 Subject to the provisions of the Companies Act, 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. No alterations of these Articles and no such direction 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. The powers given by this Article 11 shall not be limited by any special power given to the Directors by those Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

11.2 Subject to the provisions of the Companies Act, the Directors may appoint one or more of their number to the office of managing Director or to any other Executive office under the Company and may enter into an agreement or arrangement with any Director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a Director. Any such appointments, agreement or arrangement may be made upon such terms as the Directors determine and they may remunerate any such Director for his services as they think fit. Any appointment of a Director to an executive office shall terminate.

if he ceases to be a Director but without prejudice to any claim to damages for breach of the contract of service between the Director and the Company.

- 11.3 The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any Managing Director or any Director holding any other executive office such powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Directors as far as applicable and so far as the same shall not be superseded by any regulations made by the Directors. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to all Directors.
- 11.4 Board meetings should be convened at least six times a year. Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. Any Director may call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. However, any Director may waive notice of a meeting either prospectively or retrospectively and if he does so, no objection can be raised as to the validity of that meeting on the basis that notice was not given to him.
- 11.5 Except where specifically provided in these Articles, matters for decision by the Directors will be decided by simple majority vote. Each Director has one vote.
- 11.6 A Committee of Directors may meet and adjourn as it sees fit. The regulations in these Articles applicable to meetings of the Directors apply in exactly the same way to meetings of any Committee of the Directors save that the Directors may determine the regulations to govern such meetings of a Committee of the Directors including without limitation the quorum of such meetings.
- 11.7 All acts done by a meeting of Directors or a Committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were 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 if such acts are ratified by the Board.
- 11.8 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 and may consist of several documents in the like form each signed by one or more Directors.

11.9 A meeting of the Directors may be validly held notwithstanding that all of the Directors are not present at the same place and at the same time provided that:

- a) A quorum of the Directors at the time of the meeting are in direct communication with each other whether by way of telephone, audio-visual link or other form of communication approved from time to time by the Board; and
- b) A quorum of the Directors entitled to attend a meeting of the Directors agree to the holding of the meeting in this manner.

11.10 The Board may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a Committee of Directors. The Board may from time to time promulgate, review and amend any Ancillary Regulations, Guidelines and/or Policies, subordinate at all times to these Articles, as it deems necessary and appropriate to provide additional explanation, guidance and governance to Members.

11.11 If a question arises at a meeting of Directors or 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 Chair of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

12. Meeting of the Board of Directors

12.1 Unless otherwise determined by ordinary resolution, the maximum number of Directors shall be 12. The quorum for the transactions of the business of the Directors may be fixed by the Directors but shall not be less than one half of their numbers or five Directors, whichever is the greater.

12.2 Any bank account in which any part of the assets of the Company is deposited shall be operated pursuant to a mandate expressly approved by the Directors and shall indicate the name of the Company.

12.3 The Directors may appoint one of their number to be the Chair of the Board and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. If there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chair of the meeting.

12.4 The chair of the Board meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote, on a show of hands only, each Director present having one vote. In the event

of an equal number of votes for and against any resolution at a Board meeting, the chair of the meeting shall have a casting vote as well as a deliberative vote.

12.5 The Board may invite or allow any person to attend and speak, but not to vote, at any meeting of the Board or of its sub-committees.

12.6 The Directors shall cause minutes to be made in books kept for the purpose:

12.6.1 Of all appointments of officers made by the Directors; and

12.6.2 Of all proceedings at meetings of the Company, of the Directors, of Committees of Directors and meetings of Members, sub-committees, including the names of the Directors present at each such meeting all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed after approval, either by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

13. Directors' Conflict of Interest

13.1 A Register of Interests of all Directors shall be maintained by the Company to assist in identifying any possibly conflict between a Director and the Company. Each Director shall disclose, within 3 weeks of becoming a Director, their interests outwith the Company, including any of their immediate family (including a partner) or any other individual known to them who may exert influence.

13.2 The Directors may in accordance with the requirements set out in this article, authorise any matter or situation proposed to them by any Director which would, if not authorised, involve a Director (an "Interested Director") breaching his duty under section 175 of the Companies Act to avoid conflicts of interest ("Conflict").

13.3 Any authorisation under this article will be effective only if:

- a) To the extent permitted by the Companies Act, no matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;
- b) Any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
- c) The matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.

- 13.4 Any authorisation of a Conflict under this article may (whether at the time of giving the authorisation or subsequently):
- a) Extend to any actual or potential conflict of interest which may reasonably be expected to arise out the matter or situation so authorised;
 - b) Provide that the Interested Director be excluded from the receipt of documents, information and the participation in discussions (whether at a meetings of the Directors or otherwise) relating to the Conflict;
 - c) Provide that the Interested Director shall or shall not be an eligible Director in respect of any future decision of the Directors in relation to any resolution related to the Conflict;
 - d) Impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Directors think fit;
 - e) Provide that, whether the Interested Director obtain, or has obtained (through his involvement in the Conflict and otherwise, than through his position as a Director of the Company) information that is confidential to a third party, he will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs if to do so would amount to a breach of that confidence; and
 - f) Permit the Interested Director to absent himself from the discussion of matters relating to the Conflict of any meeting of the Directors and be excused from reviewing papers prepared by, or for, the Directors to the extent that they relate to such matters.
- 13.5 Where the Directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms and conditions imposed by the Directors in relation to the Conflict.
- 13.6 The Directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation, in accordance with the terms of such authorisation.
- 13.7 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with the relationship involving a Conflict which has been authorised by the Directors or by the Company in a general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

14. Directors' expenses

The Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meeting or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

15. Company Secretary and Treasurer

15.1 The Board may appoint a Company Secretary for such term and upon such conditions as it may think fit. The Company Secretary may be removed by the Board at any time.

15.2 The Board may appoint a Treasurer for such term and upon such conditions as it may think it. The Treasurer may be removed by the Board at any time.

16. Honorary Patrons

16.1 The Members in a General Meeting may, on a proposal from the Board, agree to the appointment of one or more Honorary Patrons of the Company, who would be appointed either for such fixed period as the Members determine or for an unspecified period until such appointment be terminated by them.

16.2 The Honorary Patron or Patrons are entitled to notice of all General Meetings and to attend and contribute to discussion but not vote thereat.

17. Finances

17.1 The banking account or accounts of the Company shall be kept in such bank or building society and/or banks or building societies as the Board shall from time to time by resolution determine.

17.2 All cheques and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

17.3 The Board shall ensure that all funds and assets of the Company are applied towards achieving the Objects.

18. Accounts

18.1 The Board shall cause accounting records to be kept in accordance with the requirements of the Companies Act and other relevant regulations.

18.2 The accounting records shall be maintained by the Treasurer (if there is one) and overseen by the Principal Officer (if there is one), or otherwise by, or as determined

by, the Board. Such records shall be kept at such place or places as the Board thinks fit and shall always be open to the inspection of the Directors. The Board shall ensure that an audit of the accounts is carried out by an auditor, an audit (within the meaning of the Companies Act) shall not be required in a case where the Company is exempt (under the Companies Act) from the arrangement to have an audit, if and to the extent that proper arrangements for the auditing of the Company's accounts are made in a manner which satisfies the requirements of the Companies Act by a Company auditor (as defined by the Companies Act). Any such auditor shall be appointed for this task by the Board on the direction of Members in a General Meeting.

- 18.3 At each AGM, the Board shall provide the Members with a copy of the accounts for the period since the last preceding accounting reference date (or, in the case of the first account, since the incorporation of the Company). The accounts shall be accompanied by proper reports of the Board and the auditor. Copies of such accounts shall, not less than 21 clear days before the date of the General Meeting at which they fall to be approved, be delivered or sent to all Members, Directors, the Company Secretary and the auditor, or otherwise be available for inspection on the website of the Company (with all Members, Directors, the Company Secretary and the auditor being made aware that they are so available for inspection there).

19. Notices

- 19.1 A notice may be served by the Company upon any member, either personally or by sending it by post, e-mail or other appropriate electronic means, addressed to such member at his or her or its address as appearing in the Register of Members.
- 19.2 Any notice, whether served by post or otherwise, shall be deemed to have been served on the day following that on which the notice is validly despatched.
- 19.3 The business of the Company and all its correspondence with and notification to or from members may be conducted equally validly and effectively if transmitted by e-mail or other appropriate electronic means (except where a member specifically requests all such correspondence and notification by post) or otherwise if publicised on the website of the Company (where the Company has advised each member of this and has taken due steps to notify by other reasonable means all other members who state that they do not have access to the Internet).

20. Indemnity

Subject to the provisions of the Companies Act, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

21. Rules

- 21.1 The Directors may from time to time make such rules or by laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or by laws regulate:
- 21.1.1 the admission and classification of Members of the Company (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;
 - 21.1.2 the conduct of Members of the Company in relation to one another, and to the Company's employees;
 - 21.1.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - 21.1.4 the procedure at general meetings and meetings of the Directors and committees in so far as such procedure is not regulated by the Articles;
 - 21.1.5 generally, all such matters as are commonly the subject matter of Company rules.
- 21.2 The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of Members of the Company all such rules and by laws, which shall be binding on all Members of the Company. Provided that no rule or by law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.