

The Companies Act 1985

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

MEMORANDUM OF ASSOCIATION

(As amended by Special Resolution dated 15th January 1993)

Of

GREENWICH & BEXLEY COTTAGE HOSPICE LIMITED

1. The Company's name is Greenwich & Bexley Cottage Hospice Limited.
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are: -

The Company is established for charitable purposes, for the relief of pain and suffering among the ill, the provision, management and maintenance of a hospice for the terminally ill, to promote and further the awareness of individuals and the public at large in the relief of pain and suffering.

And the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely: -

- (a) To raise funds, whether by levying or subscriptions by the Company, by means of donations from Companies and other business concerns, or from other charities, private or public appeals, devises and bequests or otherwise.
- (b) To seek any form of assistance, sponsorship or grant from government, municipal, commercial or private sources or from any national or international health, welfare, educational, social or cultural organisation for or on behalf of the Company, or any person or body or persons pursuing any charitable object which this Company is authorised to carry on, and to take and accept gifts of property, whether subject to any special trust or not, for the objects of the Company.
- (c) To take such lawful steps by personal and written appeals public meetings or otherwise as may be permissible within the charitable purposes of the Company and from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions, or otherwise.
- (d) To recruit and assist in the recruitment of voluntary workers in and for the Company and to retain or employ professional or technical advisers or workers in connection with the objects of the Company and to pay reasonable and proper fees for their services.



(e) To make any financial grant or award, and to enter into any contract or arrangement for the provision to any person or body of persons of any technical, financial or other assistance, of any service or equipment, labour or of travel, accommodation or other facilities, and generally to do all such things as may in the opinion of the Officers, further the primary charitable objects of the Company.

(f) To make any charitable donation either in cash or assets which the Officers of the Company may deem expedient.

(g) To undertake research and surveys and publish the useful results of such research, to establish, equip and maintain a library, to collect, compile, print, publish and disseminate information, to provide, publish or contribute to the publication of any papers, books, periodicals, reports or other documents, films, slides, tapes, pictures, plans or models to give and exchange information and advice and to promote, encourage, foster and maintain the interest and support of the public in the objects and activities of the Company.

(h) To organise and provide facilities for and hold conferences, meetings, and courses of instruction, demonstrations, lectures, exhibitions, competitions, tours and displays.

(i) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of, or amalgamate, purchase, co-operate or federate with any other charitable organisations or associations whose objects are in whole or in part similar to the objects of the Company or the establishment or promotion of which may be beneficial to the Company, to act as trustees or agents for and to manage and to undertake the property, assets, liabilities and engagements of any such organisations or associations and to subscribe or guarantee money for any purpose in any way calculated to further the objectives of the Company.

(j) To foster and encourage co-operation and communication between similar organisations, societies, other charitable institutions and local and national authorities and to co-ordinate the activities and represent the views of those making use of the facilities of the Company and its members.

(k) Subject to such consents as may be required by law, to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, sell, mortgage, lease or otherwise dispose of or turn to account any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.

(l) Subject to such consents as may be required by law, to borrow or raise money for the purposes of the Company on such terms and on such security as the Officers think fit, and whether by the creation and issue of debentures or debenture stock or otherwise.

(m) Subject to such consents as may be required by law, to receive money on deposit or loan upon such terms as the Company may approve, and to undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be conducive to its objects.

(n) Subject to such consents as may be required by law, to invest and deal with the moneys of the Company not immediately required for its purposes in or upon such investments or securities and in such manner as may from time to time be determined, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(o) Subject to such consents as may be required by law, to sell, mortgage, improve, manage, turn to account, exchange, let, or grant licences, easements and other rights in or over, and in any other manner deal with or dispose of all or any of the property and assets for the time being of the Company as may be expedient for the promotion of its objects.

(p) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents.

(q) Subject to such consents as may be required by law, to pay out of the funds of the Company, the costs, charges and expenses of and incidental to the formation and registration of the Company.

(r) True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure takes place and the property credits and liabilities of the Company; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with regulations of the Company for the time being in force, such accounts shall be open to inspection of members. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and the balance sheet ascertained by one or more properly qualified auditor or auditors.

(s) To do all such things as are incidental to the attainment of the objects of the Company or any of them.

Provided that: -

(i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The objects of the Company shall not extend to the regulation of relations between employers and workers or organisations of employers and organisations of workers.

(iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law, and as regards any such property the Board of Management of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would have been; as such Board of Management if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Management but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum and Articles of Association, and no proportion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company, and no member of its Board of Management shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit on money or money's worth from the Company.

Provided that nothing herein shall prevent the payment, in good faith, by the Company: -

(a) Of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Board of Management) for any services rendered to the Company;

(b) Of interest on money lent by any member of the Company or of its Board of Management at a rate per annum not exceeding 2 per cent less than the base lending rate for the time being prescribed by the National Westminster Bank Limited, or 3 per cent, whichever is the greater;

(c) Of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Management;

(d) Of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Management or may be a member holding not more than 1/100th part of the capital of that company;

(e) To any member of its Board of Management of out-of-pocket expenses.

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 £1.00) 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.

7. If, upon the winding up or dissolution of the Company, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects the same as or similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect can be given to this last provision, then to some other charitable object as near as may be to that of the Company.

ARTICLES OF ASSOCIATION

Of

GREENWICH & BEXLEY COTTAGE HOSPICE LIMITED

GENERAL

1. In these Articles the words standing in the first column of the Table next hereinafter contained shall **bear the meaning** set opposite to them respectively in the second column thereof if not inconsistent with the subject or context.

WORDS	MEANING
The Act	The Companies Act 1985
The Company	The above named Company
The Secretary	Any person appointed to perform the duties of the Secretary of the Company
The Office	Registered Office of the Company
The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written printed or lithographed or partly one and partly another and Other modes of representing or reproducing words in a visible form
The Committee	The Board of Management
Officers	The members of the Board of Management

And words importing the singular member only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.

Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company shall if not inconsistent with the subject or context bear the same meaning in these Articles.

MEMBERS AND MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as the Company shall admit in accordance with the provisions hereinafter contained shall be members of the Company. The number of members of the Company is limited to fifty, of whom Donald Phillip Sturrock, Vera Irwin and Gerald Christopher Peters shall be entitled to life membership of the Company.

3. Every person desirous of becoming a member of the Company must sign and deliver to the Company an application for membership in the form following namely: -

"To
"I/We
"desire to become a member of the Company
and request you to enter my/our name in the
Register of Members accordingly, subject to
the Memorandum and Articles of Association."

4. The sole right of admission to membership shall be vested in the Committee who may without showing cause refuse to admit any person as a member of the Company. When the Committee shall have resolved to admit any application to membership the Secretary of the Company shall forthwith notify the applicant of his admission to membership either personally or by notice in writing to the address given on his application for membership.

5. The Secretary shall keep an accurate Register of Members of the Company and an accurate Register of Associates of the Company.

6. The privileges of a member shall not be transferable and every member shall cease to be a member on the happening of any of the events following namely: -

(a) If being an individual he shall die or become of unsound mind or if being a company or others statutory body a resolution be passed or order made for its winding up or dissolution

(b) If he serves upon the Company at the expiration of one months' notice in writing of his intention to resign his membership in which event he shall cease to be a member at the expiration of one month from the date of service of such notice upon the Company.

(c) If any annual, quarterly or other subscription payable by him as a member remains unpaid at the expiration of the period of two months from the date upon which it became payable and the Committee resolve that by reason of such non-payment he shall cease to be a member.

(d) If his membership be terminated in accordance with the next following sub-clause of this Article

(e) If (during any period in which no subscription is payable by members) any member shall in consecutive period of at last two calendar years not have attended in person any General Meeting of the Company and not have caused to be deposited pursuant to Article 27 a proxy for any such meeting or if during such consecutive period the registered address of a member shall be out of date, the Committee may at any time within the third calendar year cause to be posted to such member at his registered address, a notice stating that if he shall not within one month after the date on which such notice was posted *inform the Company in writing that he wishes to remain a member thereof his name will be* struck off the list of members and if at the expiry of such notice he shall not so have informed the Company the Committee may at any time before the end of such calendar year declare that he has ceased to be a member and on such declaration he shall so cease and the Register of Members shall be altered accordingly.

(f) The Committee shall be entitled to suspend or expel from membership any person on the ground of misconduct, in relation either to the Company, its property or its members, or of conduct likely to prove prejudicial to the good standing of the Company or to the attainment of its objects. A member whose suspension or expulsion is to be decided upon at a meeting of the Committee shall be entitled to not less than 7 clear days' notice of that meeting, stating the case made against him. Such member shall be entitled to attend and speak at that meeting at any time throughout the period during which his membership is discussed but shall withdraw prior to voting, notwithstanding that he may himself be an Officer. A resolution under this provision shall not be effective unless passed by a majority of not less than two thirds of the Officers present and voting.

GENERAL MEETINGS

7. The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation nor in the following year. The Annual General Meeting shall be held at such time and place as the Committee shall appoint.

8. All general meetings other than Annual General Meetings shall be called extraordinary general meetings.

9. The Committee may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Officers capable of acting to form a quorum, any Officer or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

NOTICE OF GENERAL MEETING

10. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have duly called if it is so agreed: -

(a) In the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

(b) In the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority together representing not less than ninety-five per cent, of the total voting rights at that meeting of all the members.

11. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate the proceedings at that meeting nor any resolution passed thereat.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Committee and Auditors, the election of Officers on the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors.

QUORUM AT GENERAL MEETINGS

13. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the quorum shall be five members present in person or by proxy or one half of the total membership whichever is lessor.

14. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or at such other place as the Officers may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.

CHAIRMAN

15. The Chairman, if any, of the Committee shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Officers present shall elect one of their number to be the Chairman of the meeting.

16. If at any meeting no Officer is willing to act as Chairman or if no Officer is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be the Chairman of the meeting.

17. The Chairman may with the consent of any 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 and adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment or if the business to be transacted at an adjourned meeting.

VOTING AT MEETINGS

18. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is before or upon the declaration of the result of the show of hands demanded: -

(a) By the Chairman, or

(b) By at least two members present or by proxy, or

(c) By any member or members present in person or by proxy and representing but less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and on entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

19. Subject to the provision of Article 20, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of a poll.

21. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote.

22. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than question on which a poll has been demanded.

23. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice and to attend and vote at general meetings (or being corporations by their duly authorised representative) shall be as valid and effective as if the same had been passed at a general meeting of

the Company duly convened and held and may consist of several documents in the like form each signed by our on behalf of one or more members.

VOTES OF MEMBERS

24. Subject as hereinafter provided every member shall have one vote.

(a) No member other than a member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership shall be entitled to vote on any question either personally or by proxy or as proxy for another member at any general meeting.

(b) If any vote shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the resolution unless the question be raised before the declaration of the result by the Chairman and not in that case unless it shall in the opinion of the Chairman be material as to the outcome of the vote.

25. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy need not be a member.

26. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if such appointer is a corporation, under its common seal if any and, if none then under the hand of some officer duly authorised in that behalf.

27. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the registered office not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit: -

"I/We
"of
"a member of
"hereby appoint
"of
"to vote for me and on my behalf at the
"(Annual or Extraordinary or Adjourned as the case
may be) General Meeting of the Company to be held.
on the day of and at every
adjournment thereof"

"Signed this day of 20 "

"This form is to be used in favour/against the resolution"

Strike out whatever is not desired

"Unless otherwise instructed the proxy will vote as he thinks fit."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

29. (a) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

(b) A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction under the Mental Health Acts may vote, whether on a show of hands or on a poll, by, his committee, receiver, curator bonis or other person in the nature of committee, receiver or curator bonis

appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

30. Any corporation which is a member of the Company may by resolution of its Board 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 the corporation which he represents as the corporation could exercise if it were an individual member of the Company.

HONORARY OFFICES

31. It shall be lawful for the Board of Management to provide for the creation of the office of President and (one or more) Vice-President and Patrons and for the admission and retirement of persons to such office and to grant to such persons powers, rights, duties and liabilities (if any) as the Board of Management in its absolute discretion considers appropriate to that position.

BOARD OF MANAGEMENT

32. (a) The business of the Company shall be managed by the Board of Management who may pay all such expenses of and preliminary and incidental to the promotion, formation, registration and establishment of the Company as they think fit and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in general meeting subject nevertheless to any regulations of these Articles, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Officers which would have been valid if such regulation had not been made.

(b) Subject to such consents as may be required by law, the Officers may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company.

POWERS AND DUTIES OF THE BOARD OF MANAGEMENT

33. Without prejudice to the generality of the last preceding Articles the Officers may from time to time (but subject to contrary direction by the Company in general meeting): -

(a) Elect a Chairman, a Vice-Chairman, a Treasurer and a Secretary of the Company and may delegate to such persons such powers and authority and such duties and responsibilities as they shall think fit.

(b) Make regulations as to the terms on which subscribers to the funds of the Company or other persons may become and be known as President, Vice President or Patrons or be known by some other honorific title provided that no such person shall by reason thereof alone become a member or an Officer of the Company.

(c) Make, adopt, alter and revoke Bye-laws for the regulation of the matters specified in the next following sub-clause of this Article and such other matters as the Company may from time to time determine, but in respect only of such matters as shall not under the Act require the passing of a Resolution of the Company in General Meeting and PROVIDED ALWAYS that no Bye-law of the Company shall be construed as having the effect of modifying or excluding the operation of any of the provisions for the time being of the Memorandum and Articles of Association and that any Bye-law made hereunder may be revoked by the Company by Ordinary Resolution.

(d) The Committee may make regulations as to

- The joining fees to be paid (if any) and annual, quarterly or other subscriptions (if any) to be

made by members of the Company to the funds of the Company provided that such fees or subscriptions shall not exceed its total in any year the maximum annual rate from time to time fixed by the Company in general meeting or, until such a maximum has been fixed, the maximum rate of £10.00 a year.

- The categories or classes of membership, the conditions upon which persons may be admitted to various classes of membership and the rights and obligations attaching to those respective classes.
- The establishment and management of Working Parties and Committees, their elections and composition, their functions and powers, and the holding of consultative meetings of members or of committees of members.
- The terms upon which members and others may make use of the premises, vehicles, equipment and all other property or goods belonging or made available to the Company.
- the admission to Committee meetings or General Meetings of the Company of Presidents, Vice Presidents or Patrons, members of the Press and others, the distribution of press statements and the making of public announcements in the name of the Company.

MEMBERSHIP OF THE BOARD OF MANAGEMENT

34. The number of the Officers shall not be less than four unless and until otherwise determined the Company in general meeting, more than twenty. The first Officers shall be the persons named in the statement delivered to the Register of Companies in accordance with Section 10 of the Act. No person may be appointed or continue to hold his position as an Officer of the Company unless he is a member, or he becomes a member within one month of his appointment.

35. (a) At the first Annual General Meeting of the Company all the Officers shall retire from office, and at the Annual General Meeting in every subsequent year one half of the Officers for the time being or, if their number is not two or a multiple of two, then the number nearest one half, shall retire from office.

(b) The Officers to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Officers on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

APPOINTMENT AND REMOVAL OF OFFICERS

36. (a) The Committee shall have power at any time, and from time to time, to appoint any person to be an Officer, either to fill a casual vacancy or as an addition to the existing Officers, but so that the total number of Officers shall not at any time exceed the number fixed in accordance with these Articles; any Officer so appointed shall hold office only until and shall retire at the next Annual General Meeting, but shall be eligible for election by the members as an Officer of the Company. Any Officer so retiring shall not be taken into account in determining the Officers who are to retire by rotation at such meeting. The Officers for time being of the Company may act notwithstanding any vacancy in their body provided that if at any time the Officers be reduced in number to less than the minimum number prescribed herein, they may act for the purpose of admitting persons to membership of the Company, filling up vacancies in their body and summoning a general meeting but not otherwise.

(b) The Company at the meeting at which an Officer retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Officer shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Officer shall have been put to the meeting and lost.

37. No person other than an Officer retiring at the meeting shall unless recommended by the Committee be eligible for election as an Officer at any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is

given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to act.

38. The Company may from time to time by ordinary resolution increase or reduce the number of the Officers. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Officer before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Officer.

39. The Company may by Ordinary Resolution appoint another person in place of an Officer removed from office under the immediately preceding Article and, without prejudice to the powers of the Committee may appoint any person to be an Officer either to fill a casual vacancy or as an additional Officer.

DISQUALIFICATION OF A MEMBER OF THE BOARD OF MANAGEMENT

40. A member of the Board of Management shall vacate his position if he: -

- (a) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) Becomes prohibited from being an Officer by reason of any order made under the Act.
- (c) Becomes of unsound mind; or
- (d) Resigns his office by notice in writing to the Company; or
- (e) Fails to become a member of the Company within one month of his appointment or ceases thereafter to be a member.
- (f) Is directly or indirectly interested in any contract with the Company, and fails to declare the nature of his interest in the manner required by Sections 317 of the Act.

Any person may be appointed or elected as an Officer, whatever may be his age, and no Officer shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

PROCEEDINGS OF THE BOARD OF MANAGEMENT

41. The Officers may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. An Officer may, and the Secretary on the requisition of an Officer shall, at any time summon a meeting of the Committee. It shall not be necessary to give notice of a meeting of the Committee to any Officer for the time being absent from the United Kingdom.

QUORUM FOR BOARD OF MANAGEMENT MEETINGS

42. The quorum necessary for the transaction of the business of the Committee may be fixed by the Officers, but this shall never be less than three, or 50% of the Officers whichever is the lessor.

43. The Officers shall cause minutes to be made in books provided for the purpose: -

- (a) Of all appointments of Officers made by the Committee
- (b) Of the names of the Officers present at each meeting of the Committee and of any sub-committee of the Committee.
- (c) Of all resolutions of and proceedings at all meetings of the Company, and of the Committee and of sub-committees of the Committee.

44. The Committee may elect a Chairman of its meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Officers may choose one of their number to be chairman of the meeting.

45. A resolution in writing signed by all the Officers for the time being entitled to receive notice of a meeting of the Board of Management shall be as valid and effectual as if it had been passed at a meeting of the Board of Management duly convened and held and may consist of several documents in the like form each signed by one or more of the Officers.

SUB COMMITTEES OF THE BOARD OF MANAGEMENT

46. The Committee may delegate any of its powers to sub-committees consisting of such members of their body or other persons not members of the Committee as they think fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed upon it by the Committee and shall, in respect of each of its meetings, deposit with the Secretary for the time being to the Board of Management within 7 working days of the conclusion of such meeting or such shorter period shall be reasonably practicable, a copy of the Minutes of that meeting and a copy of the Minutes of that meeting and a copy of any agenda or other document laid before the meeting.

47. A sub-committee may with the prior approval of the Board of Management elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting a Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

48. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote. All resolutions of a sub-committee shall be subject to ratification by the Board of Management.

49. All acts done by any meeting of the Committee or of a sub-committee of the Committee or by any person acting as an officer shall, notwithstanding, that it be afterwards discovered that there was some defect in the appointment of any such member of the Committee or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be an Officer.

INDEMNITY

50. Subject to the provisions of Section 310 of the Act, every Officer, Secretary or other official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

SECRETARY

51. Subject to Section 13 of the Act, the Secretary shall be appointed by the Committee for such term and upon such conditions as they think fit; and any Secretary so appointed may be removed by them. The Committee may in like manner appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

52. A provision of the Act of these Articles requiring or authorising a thing to be done by or to an Officer and the Secretary shall not be satisfied by its being done by to the same person acting both as Officer and as, in the place of, the Secretary.

THE SEAL

53. The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of a resolution of the Committee, or of a sub-committee of the Committee authorised by the Committee in that behalf. The seal of the Company shall not be affixed to any instrument except in the presence of at least two Officers and of the Secretary and the said Officers and the Secretary shall sign every instrument to which the seal shall be so affixed in their presence.

CHEQUES

54. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Committee shall from time to time by resolution determine.

ACCOUNTS

55. The Committee shall cause accounting records to be kept in accordance with Section 221 of the Act.

56. The accounting records shall be kept at the registered office of the Company or, subject to Section 222 of the Act, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of the Officers of the Company.

57. The Committee shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Officers, and no member (not being an Officer) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or other authorised by the Committee or by the Company in general meeting.

58. The Committee shall from time to time, in accordance with Part VII of the Act, cause to be prepared and to be laid before the Company, in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred in that Part of the act.

59. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the reports of the Auditors and of the Committee, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company provided in this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

60. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

61. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter contained the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

62. Notices of every general meeting shall be given in any manner hereinbefore authorised to: -

(a) Every member except those members who (having no registered address within the United Kingdom) have not applied to the Company an address within the United Kingdom for the giving of notices to them;

(b) Every person being a legal personal representative or a trustee in bankruptcy of receive notice of the meeting; and;

(c) The auditor for the being of the Company.

No other person shall be entitled to receive notice of general meetings.

DISSOLUTION

63. Clauses 6 and 7 of the Memorandum and Articles of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated to these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS