

3142500

The Companies Act 1985

PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

ST. JOSEPH'S COLLEGE ~~WITH THE SCHOOL OF JESUS~~
~~AND MARY EDUCATIONAL TRUST LIMITED~~



1. The Company's name is "St. Joseph's College ~~with the School of Jesus and Mary Educational Trust~~ Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - 3.1 To create, establish and maintain Christian schools to provide for the furtherance of education of children of either or both sexes; and
 - 3.2 In furtherance of the above objects but not further or otherwise the Company shall have the following powers:-
 - 3.2.1 To take over, carry on and maintain any schools acquired by the Company as educational charities in accordance with these objects.
 - 3.2.2 To provide a school or schools, lecture class or examination room or rooms, office or offices, board, lodging and attendance and all other necessities and conveniences for or to students, teachers, lecturers, clerks, employees and officers instructed or employed temporarily or otherwise by the Company and to afford them facilities for study. Research, cultivation, teaching and performance of the tasks and duties allotted to them respectively.
 - 3.2.3 To alter, equip, furnish and maintain any school buildings or rooms as required for any of the purposes of the Company.
 - 3.2.4 If thought desirable, to fund scholarships and exhibitions and to give prizes, certificates and diplomas to persons who are or have been a student instructed or examined by or by the direction of the Company.

- 3.2.5 To borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the board of directors may think fit.
- 3.2.6 To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the board of directors may think fit and provided also that the Company shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects.
- 3.2.7 To lend money and give credit to, to take security for such loans or credit from any person or company provided that such power shall only be exercised in furtherance of the Company's objects.
- 3.2.8 To guarantee and become or give security for the performance of contracts and obligations by any wholly owned subsidiary of the Company (within the meaning of section 736 of the Companies Act 1985) Provided that this power shall only be exercised in furtherance of the Company's objects.
- 3.2.9 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable, or mercantile instruments.
- 3.2.10 To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company.
- 3.2.11 To invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as the board of directors may think fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- 3.2.12 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and later any buildings or erections which the board of directors may think necessary for the promotion of the Company's objects.
- 3.2.13 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects.
- 3.2.14 Subject to Clause 4 below to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company.

- 3.2.15 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 dependants.
- 3.2.16 To provide indemnity insurance to cover the liability of the directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the directors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.
- 3.2.17 To provide indemnity insurance to cover the liability of the secretary (or, in the case of joint secretaries, any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the secretary (or, in the case of joint secretaries, any of them) knew to be a breach of trust or breach of duty or which was committed by the secretary (or, in the case of joint secretaries, any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.
- 3.2.18 To subscribe to, become a member of or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 below and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body.
- 3.2.19 To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in furtherance of the objects of the Company.
- 3.2.20 To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate.
- 3.2.21 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.

3.2.22 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that shall further the attainment of the company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the board of directors may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.

3.2.23 To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

3.3 Provided that :-

3.3.1 Where 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;

3.3.2 The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;

3.3.3 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 directors 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 as such board of directors have been 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 directors 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 shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association 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, and no member of its board of directors shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company

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

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

- 4.2 of interest on money lent by any member of the Company or its board of directors at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the board of directors;
- 4.3 of reasonable and proper rent for premises demised or let by any member of the Company or of its board of directors;
- 4.4 of fees, remuneration or other benefit in money or money's worth to any company of which a member of the board of directors may also be a member holding not more than 1/100th part of the capital of that company; and
- 4.5 to any member of its board of directors of reasonable out-of-pockets expenses; and
- 4.6 of any premium in respect of any indemnity insurance to cover the liability of the directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the directors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.
- 4.7 of any premium in respect of any indemnity insurance to cover the liability of the secretary (or, in the case of joint secretaries, any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the secretary (or, in the case of joint secretaries, any of them) knew to be a breach of trust or breach of duty or which was committed by the secretary (or, in the case of joint secretaries, any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.
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 the Trustees of the Charity for Roman Catholic purposes administered in connection with the Province of Great Britain of the Institute of the Brothers of the Christian Schools (De La Salle Brothers) comprised in a Declaration of Trust dated the 24th July 1947 as varied or affected by a Scheme of the Charity Commissioners of the 12th November 1987 and a Deed of Revocation and New Appointment of Charitable Trusts dated the 17th May 1989 (hereinafter "the

Brothers") provided always that at the time of such gift or transfer the Brothers have objects which prohibit the distribution of their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, and if and so far as effect cannot be given to such provision (whether by virtue of the objects of the Brothers not prohibiting distribution of their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof or for any other reason), to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property 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 an so far as effect cannot be given to the above provisions. then to some other charitable object.

8. It is hereby declared that the deletion or alteration of Clause 7 hereof (in whole or in part) shall require the prior consent of the Brothers and the Charity Commissioners.

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

ARTICLES OF ASSOCIATION

Of

**ST. JOSEPH'S COLLEGE WITH THE
SCHOOL OF JESUS AND MARY EDUCATIONAL TRUST LIMITED**

1. Preliminary

The Regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Company and these Articles alone shall constitute the regulations of the Company.

2. Interpretation

In these Articles the following expressions have the following meanings unless inconsistent with the context:-

"the Act"	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
"the Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution.
"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
"the directors"	the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company.
"executed"	includes any mode of execution.
"office"	the registered office of the Company

"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.

"the United Kingdom" Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company

3. Members

- 3.1 The subscribers to the memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be members of the Company. No person shall be admitted as a member of the Company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require to be executed by him agreeing to be bound by the Memorandum of Association of the Company and these Articles and being so admitted his name shall be entered in the register of members of the Company.
- 3.2 The directors shall have an absolute discretion in determining whether to accept or reject any application for membership and shall not be bound to assign any reason for their decision by nothing in these Articles shall entitle the directors to discriminate in any way between applicants for membership by reason of race, colour or sex.
- 3.3 Subject to all moneys presently payable by him to the Company pursuant to any rules or by-laws made by the directors pursuant to Article 22 or otherwise having been paid, a member may at any time withdraw from the Company by giving at least seven clear days' notice in writing to the Company provided that after such retirement the number of members remaining is not less than two. Membership shall not be transferable and shall cease on death.

4. General Meetings

- 4.1 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 notice 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 or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meeting.

- 4.2 The directors may call general meetings and shall call at least one general meeting each academic term.
- 4.3 If at any time there are not within the United kingdom sufficient directors capable of acting to form a quorum, any director 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 directors.

5. Notice of General Meetings

- 5.1 An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other meetings of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by at least fourteen clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted, in case of special business.
- 5.2 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 profit and loss account, balance sheet, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.
- 5.3 Subject to the provisions of these Articles notice of general meetings shall be given to all members, to all directors and to the auditors.
- 5.4 Notwithstanding the foregoing provisions of these Articles a general meeting may be called by shorter notice if it is so agreed in accordance with section 369 (3) of the Act.
- 5.5 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.
- 5.6 Notwithstanding that the Company does not have a share capital, every notice convening a general meeting shall comply with the provisions of section 372 (3) of the Act as to giving information to members in regard to their right to appoint proxies.

6. Proceedings at general meetings

- 6.1 No business shall be transacted at any general meeting unless a quorum of members is present. Four persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum save that, if and for so long as the Company has only one person a member, one member present in person or by proxy shall be a quorum. If within half an hour from the time appointed for the general meeting a quorum is not present the general meeting shall stand adjourned to the same day in the next week, at

the same time and place, or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefore the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

- 6.2 The chairman, if any, of the directors shall preside as chairman at every general meeting of the Company. In the absence of the chairman of the directors the vice chairman, if any, of the directors shall be chairman of the meeting. If there is no such chairman or vice chairman, or if neither the chairman nor the vice chairman shall be present within fifteen minutes after the time appointed for the holding of the meeting or they are willing to act, the directors present shall elect one of their number to be chairman of the meeting.
- 6.3 If at any meeting not director is willing to act as chairman or if not director is present within fifteen minutes after the time appointed for holding the general meeting, the members present shall choose one of their number to be chairman of the meeting.
- 6.4 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 6.5 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 any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 6.6 At any general meeting a resolution put to the vote of the 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 Act, a poll may be demanded:-
 - 6.6.1 By the chairman; or
 - 6.6.2 By at least two members having the right to vote at the meeting; or
 - 6.6.3 By a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

And a demand by a person as a proxy for a member shall be the same as a demand by the member.

- 6.7 Unless a poll is duly demanded a declaration by the chairman 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 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 such resolution.
- 6.8 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 6.9 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 6.10 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 casting vote in addition to any other vote which he may have.
- 6.11 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 either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was 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.
- 6.12 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 6.13 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 if it 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.

7. Votes of Members

- 7.1 On a show of hands every member (being an individual) presented in person or by proxy (not being himself a member entitled to vote) or (being a corporation) is present by a duly authorised representative or proxy (not being himself a member entitled to vote) shall have one vote and on a poll every member present in person or by proxy or by a duly authorised representative (as the case may be) shall have one vote.

- 7.2 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, by his receiver, curator bonis or other person authorised in that behalf. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 7.3 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company pursuant to any rules or bye-laws made by the directors under Article 22 or otherwise have been paid.
- 7.4 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 chairman whose decision shall be final and conclusive.
- 7.5 A member shall not be entitled to appoint more than one proxy to attend on the same occasion. Any such proxy shall be entitled to cast the votes to which he is entitled in different ways.
- 7.6 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances all or in any other form which is usual or which the directors may approve):-

"[] Limited.

I [] of [] being a member of the above named Company, hereby appoint [] of [] or failing him [] of on my behalf at the annual/extraordinary general meeting of the Company to be held on [20], and at any adjournment thereof.

Signed on [20]."

- 7.7 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):-

"[] Limited

I [] of [] being a member of the above named Company, hereby appoint [] of [] or failing him [] of [] as my proxy to vote for me in my name and on my behalf at the time

annual/extraordinary general meeting of the Company to be held on [20], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against

* Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on [20]."

- 7.8 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 7.9 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority notari ally or in some other way approved by the directors may:-
- 7.9.1 be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 7.9.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- 7.9.3 where the poll is not taken forthwith but is taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of that meeting or to the secretary or to any director;
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- 7.10 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise

than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

8. Number of directors

Unless otherwise determined by ordinary resolution the number of directors shall be not less than ~~ten~~ five nor more than twenty four.

9. No alternate directors

A director shall not be entitled to appoint an alternate director.

10. Powers of directors

10.1 Subject to the provisions of the Act, the Memorandum of Association of the Company 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. No alteration of the Memorandum of Association or 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 10.1 shall not be limited by any special power given to the directors by these Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors

10.2 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 directors shall from time to time by resolution determine.

11. Delegation of directors' powers

The directors may delegate any of their powers to any committee consisting of at least two voting directors and such other persons (if any) not being directors co-opted on to such committee as the directors think fit. Any such delegation may be made subject to any conditions the directors may impose and may be collateral to their own powers and may be revoked or altered. Subject to any such conditions the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

12. Appointment and retirement of directors.

12.1 At the first annual general meeting of the Company all the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, then the number nearest to, but not exceeding one-third, shall retire from office but if there is only one director who is subject to retirement by rotation, he shall retire.

- 12.2 Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 12.3 If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy, the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappoint of the director is put to the meeting and lost.
- 12.4 No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless:-
- 12.4.1 he is recommended by the directors; or
- 12.4.2 not less than fourteen nor more than twenty-one clear days before the date appointed for the meeting, notice signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors together with notice signed by that person of his willingness to be appointed or reappointed.
- 12.5 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors.
- 12.6 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.
- 12.7 The directors may appoint a person 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 in accordance with these Articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for reappointment but shall not be taken into account in determining the directors who are to retire by rotation at the

meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

- 12.8 Subject to the foregoing provisions of these Articles, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

13. Disqualification and removal of directors

The office of a director shall be vacated if:-

- 13.1 he ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director; or
- 13.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 13.3 he is, or may be, suffering from mental disorder and either:-
- 13.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
- 13.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- 13.4 he resigns his office by notice to the Company; or
- 13.5 he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

14. Proceedings of the directors

- 14.1 Subject to the provisions of these Articles, the directors may regulate their meetings, as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. Questions arising at a 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. Notice of every meeting of the directors shall be given to each director, including directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service.
- 14.2 Any director may participate in a meeting of the directors or a committee constituted pursuant to Article 11 of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in

a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of these participating is assembled or, if there is no such group, where the chairman of the meeting then is.

- 14.3 The quorum for the transaction of the business of the directors may be fixed by the directors, and unless so fixed at any other number, shall be four directors.
- 14.4 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, they may act only for the purpose of filling vacancies or of calling a general meeting.
- 14.5 The first chairman of the board of directors shall be Mr M J Bailey for a term of three years beginning on formation of the Company. Thereafter directors may appoint one of their number to be the chairman of the board of directors for a term of three years and may remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of the directors at which he is present. But, 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 chairman of the meeting.
- 14.6 All acts done by any meeting of the directors or of a committee constituted pursuant to Article 11, or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any director or person acting as aforesaid, or that they or 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.
- 14.7 A resolution in writing, signed by all the directors entitled to receive notice of a meeting of directors or of a committee constituted pursuant to Article 11 shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) such a committee duly convened and held and may consist of several documents in the like form each signed by one or more directors or members of the committee (as the case may be).

15. **Secretary**

- 15.1 Subject to the provisions of the Act, the secretary shall be appointed by the director 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; provided always that no director may hold office as secretary where such office is remunerated.
- 15.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being

done by or to the same person acting both as director and as, or in place of, the secretary.

16. Minutes

The directors shall cause minutes to be made in books kept for the purposes:-

- 16.1 of recording the names and addresses of all members; and
- 16.2 of all appointments of officers made by the directors;
- 16.3 of all proceedings at meetings of the Company and of the directors and of committees constituted pursuant to Article 11 including the names of directors and members (as appropriate) present at each such meeting.

17. The seal

If the Company has a seal it shall only be used with the authority of the directors or of a committee constituted pursuant to Article 11 which is comprised entirely of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director and by the secretary or another director.

18. Accounts

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 authorised by the directors or by ordinary resolution of the Company.

19. Notices

- 19.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing
- 19.2 The Company may give notice to a member either personally or by sending it by first class post in a pre-paid envelope addressed to the member at his registered address or by leaving it at that address, or (if he has no registered address within the United Kingdom) to or at the address, if any, within the United Kingdom supplied by him to the Company for the giving of notices to him, but otherwise, no such member shall be entitled to receive any notice from the Company.
- 19.3 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted.
- 19.4 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a

general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

20. Winding up

Clause 7 of the memorandum of Association relating to the winding up and dissolution of the company shall have effect as if the provisions thereof were repeated in these Articles.

21. Indemnity

21.1 In the lawful execution of his duties and the exercise of his rights in relation to the affairs of the Company (and without prejudice to any indemnity to which he may otherwise be entitled) every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by him and arising by reason of any improper investment made by or for the Company in good faith (so long as he shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by him in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by him or by reason of any other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the part of the director or other officer of the Company who is sought to be made liable.

21.2 The directors shall have power to:

21.2.1 Provide indemnity insurance to cover the liability of the directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the directors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

21.2.2 Provide indemnity insurance to cover the liability of the secretary (or, in the case of joint secretaries, any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the secretary (or, in the case of joint secretaries, any

of them) knew to be a breach of trust or breach of duty or which was committed by the secretary (or, in the case of joint secretaries, any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

22. Rules or bye-laws

22.1 The directors may from time to time make such rules or bye 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, it may be such rules or bye-laws regulate:-

22.1.1 the admission and classification of members of the Company, 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;

22.1.2 the conduct of members of the Company in relation to one another, and to the Company's servants;

22.1.3 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;

22.1.4 the procedure at general meetings and meetings of the directors and committees constituted pursuant to Article 11 in so far as such procedure is not regulated by these Articles;

22.1.5 and, generally, all such matters as are commonly the subject matter of such rules;

provided nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association of the Company or these Articles.

22.2 The Company shall have power to alter or repeal the rules or bye-laws referred to in Article 22.1 and to make additions thereto. The directors shall adopt such means as they deem sufficient to bring to the notice of members all such rules or bye-laws made pursuant to this article 22 which, so long as they shall be in force, shall be binding on all members.