

Company No: SC564363

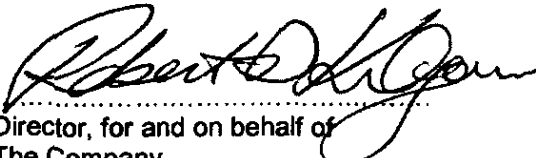
THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION
of
SB Supports the Union LTD
(the "Company")

The undemoted resolution was duly approved as a special resolution of the Company by way of written resolution:

"THAT the articles of association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be and are hereby adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association."

Certified a true copy


Director, for and on behalf of
The Company

Date

4/9/18

COMPANIES HOUSE
EDINBURGH

18 SEP 2018

FRONT DESK



Company No: SC564363

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
WRITTEN RESOLUTION
of
SB Supports the Union LTD
("the Company")

4th September 2018 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution"):-

SPECIAL RESOLUTION

1. "THAT the regulations in the form of the document circulated with this resolution be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company".

AGREEMENT

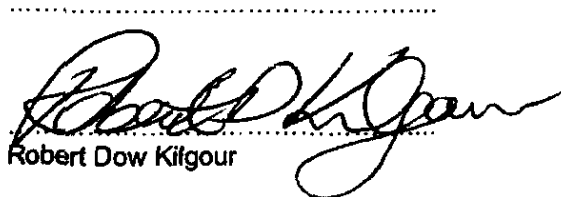
Please read the notes at the end of this document before signifying your agreement to the Resolution.

COMPANIES HOUSE
EDINBURGH

18 SEP 2018

FRONT DESK

The undersigned, the sole member entitled to vote on the Resolution as at the Circulation Date, hereby irrevocably agrees to the Resolution:

.....

Robert Dow Kilgour

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, by the date falling 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

SB Supports the Union Limited

MACROBERTS

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THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

SB Supports the Union Limited
(the "Company")

1. EXCLUSION OF MODEL ARTICLES

None of the regulations contained in the Companies (Model Articles) Regulations 2008 apply to the Company and these articles alone are the articles of association of the Company.

2. INTERPRETATION

2.1 In these articles, unless the context requires otherwise:

"**Act**" means the Companies Act 2006;

"**Articles**" means these articles of association;

"**Chairperson**" has the meaning given in article 15.2;

"**Chairperson of the Meeting**" has the meaning given in article 32.3;

"**Director**" means a director of the Company and includes any person occupying the position of director, by whatever name called;

"**Eligible Director**" means a Director who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting;

"**Member**" means a member of the Company from time to time;

"**Objects**" means the objects of the Company set out in article 5.1;

"**Proxy Notice**" has the meaning given in article 37.1;

"**Relevant Director**" has the meaning in article 40.4; and

"**Relevant Loss**" has the meaning in article 40.4.

2.2 References in the Articles to a document includes, unless otherwise specified, any document sent or supplied in electronic form.

2.3 References in the Articles to "writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

2.4 Unless the context otherwise requires:

2.4.1 words importing the singular include the plural and vice versa;

2.4.2 words importing any gender include all other genders; and

2.4.3 words importing natural persons include corporations.

- 2.5 Words or expressions contained in the Articles which are defined in the Act have the same meaning as in the Act in force on the date of adoption of the Articles including the following words which are defined in the following sections of the Act:

Word(s)/Expression	Section of the Act
electronic form	section 1168
hard copy form	section 1168
ordinary resolution	section 282
special resolution	section 283
working day	section 1173
connected	sections 252 to 256

- 2.6 A reference to an article by number is to the relevant article of the Articles.
- 2.7 Headings used in the Articles shall not affect their construction or interpretation.
- 2.8 References to any statute or section of a statute shall include reference to any statutory amendment, extension, modification or re-enactment of such statute or section of a statute.

3. LIABILITY OF MEMBERS AND WINDING UP

- 3.1 The liability of each Member is limited to £1.00 being the amount which each Member must contribute to the assets of the Company if it is wound up while he/she is a Member or within one year after he/she ceases to be a Member, for:
- 3.1.1 payment of the debts and liabilities of the Company contracted before he/she ceased to be a Member;
 - 3.1.2 payment of the costs, charges and expenses of winding up; and
 - 3.1.3 the adjustment of the rights of the contributories among themselves.
- 3.2 If upon a 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 institution or institutions having objects similar to the Objects of the Company, failing which to a charitable institution, which shall prohibit the distribution of its or their income or property among its or their members to an extent as least as great as is imposed on the Company by article 6.1, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution.
- 3.3 The Members must, prior to the dissolution of the Company, determine the identity of the body or institution referred to in article 3.2.

4. DIRECTORS' GENERAL AUTHORITY

The Directors are responsible for the management of the Company's business, for which purpose they may exercise all powers in furtherance of the Company's Objects referred to in article 5.1.

5. COMPANY'S OBJECTS

- 5.1 The objects and purposes for which the Company is established are:
- To promote, for Scottish Business, the view that the interests of Scottish Business lie in a strong Union with the United Kingdom and to gather business support to secure the best interests for Scottish business in the context of any further referendum announcements.
- 5.2 The Company may exercise all powers in furtherance of these Objects.

6. APPLICATION OF INCOME AND PROPERTY

- 6.1 Subject to article 6.2, the income and property of the Company whencesoever derived shall be applied solely towards the promotion of its Objects as set forth in the Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Company.
- 6.2 The Company may make payments to Directors of out-of-pocket expenses incurred by them in or about the performance of their duties.

7. POWERS OF DIRECTORS

The Directors may exercise all powers on behalf of the Company in furtherance of its Objects.

8. DIRECTORS MAY DELEGATE

- 8.1 The Directors may delegate any of the powers which are conferred on them under the Articles:
- 8.1.1 to such person or committee;
 - 8.1.2 by such means (including by power of attorney);
 - 8.1.3 to such an extent;
 - 8.1.4 in relation to such matters or territories; and
 - 8.1.5 on such terms and conditions,
- as they think fit.
- 8.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- 8.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

9. COMMITTEES

- 9.1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on the provisions of the Articles which govern decision-making by Directors.
- 9.2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

10. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 10.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 11.
- 10.2 All acts done by a meeting of Directors, by a committee of Directors or by any Director shall be valid, notwithstanding the participation in any vote of a Director who:
- 10.2.1 was not entitled to vote on the matter, whether by reason of conflict of interest or otherwise;
 - 10.2.2 as a result of a defect in the appointment of such Director, was not properly appointed;
 - 10.2.3 was disqualified from holding office; or
 - 10.2.4 had been obliged by the Articles to vacate office or had previously retired,

if, without the vote of that Director and that Director being counted in the quorum, the decision has not been made by a majority of the Directors at a quorate meeting.

11. DECISIONS NOT TAKEN AT A MEETING

- 11.1 A decision of the Directors is taken in accordance with article 11 when all Eligible Directors indicate to each other by any means that they share a common view on a matter.
- 11.2 Such a decision may take the form of a resolution in writing, where each Director has signed one or more copies of it, or where each Eligible Director has otherwise indicated agreement in writing.
- 11.3 A decision may not be taken in accordance with article 11 if the Eligible Directors would not have formed a quorum at a Directors' meeting.

12. CALLING A DIRECTORS' MEETING

- 12.1 Any Director may call a Directors' meeting by giving notice of the meeting to the Directors.
- 12.2 Notice of any Directors' meeting must indicate:
 - 12.2.1 its proposed date and time;
 - 12.2.2 where it is to take place; and
 - 12.2.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 12.3 At least seven days' notice of a Directors' meeting must be given to each Director. Notice of a Directors' meeting must be given to each Director but need not be in writing.
- 12.4 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting by giving notice to that effect to the Company not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, this will not affect the validity of the meeting nor of any business conducted at it.

13. PARTICIPATION IN DIRECTORS' MEETINGS

- 13.1 Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
 - 13.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 13.1.2 the Directors can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 13.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14. QUORUM FOR DIRECTORS' MEETINGS

- 14.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 14.2 Unless otherwise decided by the Director, the quorum at any Directors' meeting of the Company shall be one Director present in person or by proxy or by corporate representative.

- 14.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to appoint further Directors.

15. CHAIRING OF DIRECTORS' MEETINGS

- 15.1 The Directors may appoint a Director to chair their meetings.
- 15.2 The person so appointed for the time being is known as the "Chairperson".
- 15.3 The Directors may terminate the Chairperson's appointment at any time.
- 15.4 If the Chairperson is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

16. CASTING VOTE

If the numbers of votes for and against a proposal are equal, the Chairperson or other Director chairing the meeting has a casting vote unless the Chairperson or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

17. CONFLICTS OF INTEREST

- 17.1 Each of the Directors shall, in exercising his/her functions in his/her capacity as a Director, act in the interests of the Company, and in particular must:
- 17.1.1 act in good faith in a way that would be most likely to promote the success of the Company to the benefit of the Objects of the Company;
 - 17.1.2 seek, in good faith, to ensure that the Company acts in a manner which is consistent with and furthers its Objects;
 - 17.1.3 act with care and diligence; and
 - 17.1.4 ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the Act or any other law.
- 17.2 Where there are circumstances capable of giving rise to a conflict of interest between the Company and any person or entity responsible for the appointment of a Director or between the Company and a Director, the Director must:
- 17.2.1 declare the conflicting interest;
 - 17.2.2 put the interests of the Company first, before that of the person responsible for the Director's appointment; or
 - 17.2.3 where any other duty prevents the Director from putting the interests of the Company first or the Director is incapable of putting the interests of the Company first:
 - (a) not participate in any deliberation on the matter and be absent from the meeting during any deliberation on the matter (unless expressly invited to remain in order to provide information);
 - (b) not be counted in the quorum for that part of the meeting; and
 - (c) be absent during the vote and have no vote on the matter.
- 17.3 The Directors may exercise their power under section 175(4)(b) of the Act to authorise a Director's conflict of interest. If a question arises at a meeting of Directors or of a committee of Directors as to the right of:

17.3.1 a Director to participate in the meeting (or part of the meeting) during the deliberations and for voting and quorum purposes, the question must, before the conclusion of the meeting, be referred to the Chairperson whose ruling in relation to any Director (other than the Chairperson) is to be final and conclusive.

17.3.2 the Chairperson to participate in the meeting (or part of the meeting) during the deliberations and for voting or quorum purposes, the question must be decided by a decision of the Directors at that meeting, for which purpose the Chairperson must not be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

18. RECORDS OF DECISIONS TO BE KEPT

The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every majority decision taken by the Directors. Where decisions of the Directors are taken by electronic means, such decisions must be recorded by the Directors in such permanent form as may be read by the naked eye.

19. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

20. NUMBER, APPOINTMENT AND RETIRAL OF DIRECTORS

20.1 Any person who is willing to act as a Director and is permitted by law to do so may be appointed to be a Director by a decision of the Directors or by an ordinary resolution.

20.2 The minimum number of Directors shall be one and the maximum number of Directors shall be ten.

21. TERMINATION OF DIRECTOR'S APPOINTMENT

A person ceases to be a Director as soon as:

- 21.1 that person ceases to be a Member;
- 21.2 that person ceases to be a Director by virtue of any provision of the Act or is prohibited from being a Director or trustee of a charity by law;
- 21.3 that person is sequestered or a bankruptcy order is made against that person, or that person is subject to individual insolvency proceedings in a non-UK jurisdiction which have an effect similar to that of sequestration or bankruptcy;
- 21.4 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 21.5 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- 21.6 notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms;
- 21.7 he/she has served for three years from the date of his or her appointment; or
- 21.8 that person is removed as a Director of the Company by ordinary resolution at a general meeting in accordance with section 168 of the Act, special notice of this resolution having been given in accordance with section 312 of the Act.

22. DIRECTORS' REMUNERATION

No remuneration (in money or money's worth) shall be payable by the Company to the Directors for acting as such.

23. DIRECTORS' EXPENSES

The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

23.1 meetings of Directors or committees of Directors; or

23.2 general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

24. ACCOUNTS

For each financial year, the Directors shall:

24.1 cause accounting records to be kept and a statement of account to be prepared as required by the Act, each of which shall be preserved for a period of six years from the end of the financial year to which they relate;

24.2 have the accounting records independently examined or audited as required by statute; and

24.3 cause a report on the activities of the Company to be prepared.

25. MEMBERSHIP

25.1 The first Members shall consist of the subscribers to the Memorandum of Association of the Company.

25.2 The Members shall be entitled to appoint further persons as Members.

26. TERMINATION OF MEMBERSHIP

26.1 A Member may withdraw from membership of the Company by resigning in writing as Member of the Company.

26.2 Membership is not transferable.

27. THE CHAIRPERSON

27.1 The Directors shall have power to appoint any person to become Chairperson of the Company.

27.2 The Chairperson shall hold office for a period of one year but shall be eligible for re-election.

28. ANNUAL GENERAL MEETING

The Company may, but is not required to, hold an Annual General Meeting each calendar year.

29. NOTICE OF GENERAL MEETINGS

The notice of a general meeting of the Company must:

- 29.1 state the time and date of the meeting;
- 29.2 state the place of the meeting; and
- 29.3 state, generally, the matters of the business to be transacted.

30. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 30.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 30.2 A person is able to exercise the right to vote at a general meeting when:
 - 30.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 30.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of the other persons attending the meeting.
- 30.3 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 30.4 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

31. QUORUM FOR GENERAL MEETINGS

No business other than the appointment of the Chairperson of the Meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. Unless otherwise decided by the Members, the quorum at any general meeting of the Company shall be one Member present in person or by proxy or by corporate representative.

32. CHAIRING GENERAL MEETINGS

- 32.1 If the Directors have appointed a Chairperson, the Chairperson shall chair general meetings if present and willing to do so.
- 32.2 If the Directors have not appointed a Chairperson, or if the Chairperson is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the Directors present must appoint a Director to chair the meeting, and the appointment of the Chairperson of the Meeting must be the first business of the meeting.
- 32.3 A person chairing a meeting in accordance with article 32 is referred to as the "Chairperson of the Meeting".

33. ATTENDANCE AND SPEAKING BY NON-MEMBERS

The Chairperson of the Meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting.

34. ADJOURNMENT

- 34.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairperson of the Meeting must adjourn it.

- 34.2 The Chairperson of the Meeting may adjourn a general meeting at which a quorum is present if:
- 34.2.1 the meeting consents to an adjournment, or
 - 34.2.2 it appears to the Chairperson of the Meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.
- 34.3 The Chairperson of the Meeting must adjourn a general meeting if directed to do so by the meeting.
- 34.4 When adjourning a general meeting, the Chairperson of the Meeting must:
- 34.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
 - 34.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 34.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 34.5.1 to the same persons to whom notice of the Company's general meetings is required to be given, and
 - 34.5.2 containing the same information which such notice is required to contain.
- 34.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

35. VOTING: GENERAL

A resolution put to the vote of a general meeting must be decided on a show of hands.

36. ERRORS AND DISPUTES

- 36.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 36.2 Any such objection must be referred to the Chairperson of the Meeting whose decision is final.

37. CONTENT OF PROXY NOTICES

- 37.1 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which:
- 37.1.1 states the name and address of the Member appointing the proxy;
 - 37.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - 37.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - 37.1.4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

- 37.2 The Company may require Proxy Notices to be delivered in a particular form and may specify different forms for different purposes.
- 37.3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 37.4 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 37.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 37.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

38. DELIVERY OF PROXY NOTICES

- 38.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person.
- 38.2 An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
- 38.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 38.4 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who did execute it demonstrating that that person had the authority to execute it on the appointor's behalf.

39. NOTICES AND COMMUNICATION

- 39.1 The Company may send, supply or give any document, information or notice to a Member by hard copy, electronic form or by making that document or information available on a website and giving notice of the availability of that document or information to the relevant Member (provided that Member has individually agreed (or is deemed to have agreed) to the Company sending or supplying documents or information generally or those documents or information in question to him by means of a website), in each case subject to sections 1143 to 1148 and Schedule 5 of the Act.
- 39.2 A notice given by means of a website shall be deemed to have been sent, supplied or given when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

40. INDEMNITY AND INSURANCE

- 40.1 Subject to article 40.2, but without prejudice to any indemnity to which he/she is otherwise entitled, a Relevant Director may be indemnified out of the Company's assets against:
- 40.1.1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company; and/or
 - 40.1.2 any other liability incurred by that Director as an officer of the Company or an associated company.
- 40.2 Article 40.1 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

40.3 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any Relevant Director in respect of any Relevant Loss.

40.4 In article 40:

Relevant Director means any Director or former Director of the Company; and

Relevant Loss means any loss or liability which has been or may be incurred by a Relevant Director in connection with that Director's duties or powers in relation to the Company.