

THE COMPANIES ACTS 1985 TO 1989

Blackburn Child Care Society ("the Company")
Company Number 820660

Minutes of an Extraordinary General Meeting of the Company held at *The Homestead, Whalley Rd, Wilpshire*
on *10/11/03* at *7.30 am*/pm *Blackburn, BB1 9LL*

1. Quorum and Notice

The Chairman reported that a quorum of members was present and that due notice of the meeting had been properly given to all members of the Company in accordance with the Companies Act 1985 and the Articles of Association of the Company.

2. Business of the meeting

The Chairman reported that the meeting had been convened to consider and, if thought fit, pass the Special Resolution set out in the Schedule to the Notice convening the meeting.

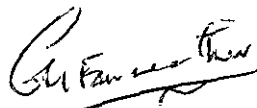
3. Resolutions

The following Special Resolution was passed:

That the Company adopt with immediate effect a new Memorandum and Articles of Association in the form annexed to this resolution.

4. Closure

There being no further business the Chairman declared the meeting closed.



Chairman



On behalf of the
Charity Commission for England and Wales,
Consent is given under section 64 of
The Charities Act 1993 to these proposed amendments

Deborah Morgan 03/10/2003
Assistant Commissioner

COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

BLACKBURN CHILD CARE SOCIETY

(As altered by Special Resolution passed on the 14th day of August 1995, 11th day of September 1996 and the 11th day of November 2003)

1. NAME

The name of the Association ("the Company") is "BLACKBURN CHILD CARE SOCIETY"

2. REGISTERED OFFICE

The Registered Office of the Company will be situated in England

3. OBJECTS AND POWERS

- 3.1 To relieve support, assist, counsel or otherwise benefit children and young persons and the parents of such children and young persons who are in need of care and attention including (but not limited to) children and young persons involved in the provision of care for others;
- 3.2 To relieve support, assist, counsel or otherwise benefit children and young persons who are disabled and in need of care and attention and the parents of such children and young persons;
- 3.3 To relieve support, assist, counsel or otherwise benefit children and young persons who have learning difficulties and the parents of such children and young persons;
- 3.4 To provide support care and supervision for young persons who have been remanded on bail by any court or may be at risk of being remanded in custody;

- 3.5 In furtherance of the objects contained in clauses 3.1, 3.2, 3.3 and 3.4 hereof but not otherwise the Company shall have power to :-
- 3.5.1 provide homes according to the needs of any such children or young persons;
 - 3.5.2 establish maintain and operate assisted community homes within the provision of the Children Act 1989 in accordance with the provisions of an Instrument of Management made by the Secretary of State for the Department of Health;
 - 3.5.3 provide or assist in the provision of appropriate schooling and tuition and training for employment;
 - 3.5.4 provide establish and maintain workshops training establishment camps recreation grounds farms and gardens; and
 - 3.5.5 promote, organise or otherwise be involved in the provision of foster care to children and young persons
- 3.6 As separate objects and without prejudice to the generality of the other sub-clauses of this present clause to enter in conjunction with any Ministry Government Department or Local Authority into any scheme for the furtherance of the objects of the Company which the Company may consider to be desirable.
- 3.7 To purchase take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Company.
- 3.8 To let and grant leases or underleases of any property of the Company on such terms as they may think fit with a view to the furtherance of the objects of the Company.
- 3.9 To sell and dispose of, mortgage, charge or exchange all or any part of the property of the Company and to apply the proceeds thereof or any part thereof or any moneys or funds belonging to the Company in the purchase of other property or in the erection, extension, improvement, or alteration of buildings, or the acquisition and fitting of shelters or lodgings, for the purposes of the Company, and generally to apply such proceeds and funds either as capital or income in furtherance of the objects of the Company.
- 3.10 To construct maintain and alter any houses, buildings or works necessary or convenient for the purposes of the Company.
- 3.11 To take and accept subscriptions donations and gifts of property or money or other assets whether subject to any special trust or not for any one or more of the objects of the Company.

- 3.12 To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, legacies, annual subscriptions or otherwise.
- 3.13 In so far as is lawful to cause to be written and printed or otherwise reproduced and circulated gratuitously or otherwise periodicals magazines books leaflets or other documents or films or recorded tapes the Company may think desirable for the promotion of its objects.
- 3.14 To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Company as may be deemed expedient with a view to the promotion of its objects.
- 3.15 To borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit provided that the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company.
- 3.16 To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought 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 and subject also as hereinafter provided.
- 3.17 To undertake and execute any trusts which may seem directly or indirectly conducive to any of the objects of the Company.
- 3.18 To subscribe to any local or other charities and to grant donations for any public charitable purpose connected with or calculated to further the objects of the Company or otherwise to assist any employee or employees of the Company their widows dependants and children who may be considered to be in need of such assistance.
- 3.19 To establish and support and to aid in the establishment and support of any other associations or societies formed for all or any of the objects of the Company not being associations or societies formed for purposes of profit.
- 3.20 To amalgamate or affiliate with any Homes, companies, institutions, societies or associations having objects altogether or mainly similar to those of this Company and not formed for purposes of profit, and which by their constitution prohibit the distribution of their income and property among their Members to an extent at least as great as is imposed on the Company under or by virtue of the provisions of Clause 4 hereof.
- 3.21 To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the Homes, companies, institutions, societies or associations with which this Company is authorised to amalgamate or affiliate.

- 3.22 To hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others.
- 3.23 To foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research.
- 3.24 To draw, make, accept, indorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts..
- 3.25 To employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company.
- 3.26 To provide indemnity insurance to cover the liability of the trustees 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 trustees knew to be a breach of trust or breach of duty or which was committed by them in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the trustees in their capacity as directors of the company.
- 3.27 Subject to the provisions of Clause 4 to pay reasonable annual sums or premiums for or towards the provisions of pensions for officers or employees for the time being of the Company or their dependants and to provide a superannuation fund for any employee or employees of the Company.
- 3.28 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.
- 3.29 To establish where necessary local branches (whether autonomous or not).
- 3.30 To do all such other lawful things as are incidental or conducive to the attainment of the above.

PROVIDED THAT :

- 3.31 In case the Company shall take or hold any property which may be subject to any trusts, the Company shall deal with or invest the same only in such manner as is allowed by law, having regard to such trusts.
- 3.32 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.

- 3.33 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 Committee of the Company shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Committee would 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 of the High Court of Justice or the Charity Commissioners over such Committee but it shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. APPLICATION AND INCOME OF PROPERTY

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 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 the Members of the Company and no member of its Committee 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 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 Committee for any services rendered to the Company;
- 4.2 of interest on money lent by any Member of the Company or of its Committee at a rate per year not exceeding 2% less than the base lending rate prescribed for the time being of a clearing bank selected by that Committee or 3% whichever is the greater;
- 4.3 of reasonable and proper rent for premises demised or let by any Member of the Company or of its Committee;
- 4.4 of the usual professional charges for business done by any trustee or Committee member who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion.
- 4.5 of any premium in respect of any indemnity insurance to cover the liability of the trustees 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 trustees knew to be a breach of trust or breach of duty or which was committed by them in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the trustees in their capacity as directors of the company.

5. LIMITED LIABILITY

The liability of the Members is limited.

6. CONTRIBUTION TO ASSETS OF COMPANY

Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Company 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 such amount as may be required not exceeding One Pound.

7. SURPLUS ASSETS

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 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 such institution or institutions to be determined by the Members of the Company at or before the time of dissolution and in so far as effect cannot be given to the aforesaid provision then to some other charitable object.

COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
BLACKBURN CHILD CARE SOCIETY
(Adopted by Special Resolution passed on the 14th day of August 1995, 11th day of September
1996 and the []th day of [] 2003)

1. DEFINITIONS AND INTERPRETATION

In these Articles:

- 1.1 "the Act" means the Companies Act 1985;
- 1.2 "Committee" means the board of trustees comprised of the Directors of the Company from time to time
- 1.3 "the seal" means the common seal of the Company;
- 1.4 "Secretary" means any person appointed to perform the duties of the secretary of the Company;
- 1.5 "the United Kingdom" means Great Britain and Northern Ireland.
- 1.6 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- 1.7 Words importing the singular number only shall include the plural number and words importing the plural number only shall include the singular number.
- 1.8 Words importing the masculine gender shall include the feminine gender.
- 1.9 Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which these Articles become binding on the Company.

2. OBJECTS

The Company is established for the objects expressed in the Memorandum of Association.

3. MEMBERS

- 3.1 For the purpose of registration the number of Members of the Company is declared not to exceed 100 but the Committee may from time to time register an increase of Members.
- 3.2 The subscribers to the memorandum of association and such other persons as the Committee shall admit to membership shall be Members of the Company provided always that subject to article 3.3 below the Committee shall admit as a Member any person who is appointed a director of the Company for the duration of such appointment.
- 3.3 An application for membership may be approved or rejected by the Committee. The Committee shall have the right for good and sufficient reason to terminate the membership of any Member provided that the Member concerned shall have a right to be heard before a final decision is made.
- 3.4 Unless the members of the Committee or the Company in general meeting shall make other provision the Committee members may in their absolute discretion permit any Member of the Company to retire provided that after such retirement the number of Members is not less than 5.

4. GENERAL MEETINGS

- 4.1 The Company shall each year hold a general meeting as its Annual General Meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Committee shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 4.2 The Committee may, whenever it thinks 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 is provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Committee to form a quorum, any member of the Committee or any 2 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.

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 21 days notice in writing. Other meetings shall be called by at least 14 days notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and the day of the meeting shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business and shall be given in the manner mentioned below 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 been duly called if it is so agreed.

5.1.1 in the case of the Annual General Meeting, by all the Members entitled to attend and vote; and

5.1.2 in the case of any other meeting, by a majority of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the Members.

5.2 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.

6. PROCEEDINGS AT GENERAL MEETINGS

6.1 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Committee and auditors, the election of members of the Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

6.2 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; 5 Members present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved; in any other case it shall be 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 Committee may determine.

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

- 6.4 If at any meeting no Committee member is willing to act as chairman or if no Committee member is present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to chair the 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 left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise 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 a poll is (before or on the declaration of the result of the show of hands) demanded:
- 6.6.1 by the Chairman; or
 - 6.6.2 by at least 3 Members present; or
 - 6.6.3 by any Member or Members present in person and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 6.7 Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings 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 be withdrawn.
- 6.9 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.
- 6.10 A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 6.11 Subject to the provisions of the Act a resolution in writing signed by all the Members entitled to receive notice of and to attend and vote at general meetings or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any

such resolution in writing may consist of 2 or more documents in like form each signed by one or more Members.

7. VOTES OF MEMBERS

7.1 Every Member shall have one vote.

7.2 No Member shall be entitled to vote at any general meeting unless all money presently payable by him or her to the Company has been paid.

8. ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

Any organisation which is a Member of the Company may by resolution of its Committee 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 organisation which he represents as that organisation would exercise if it were an individual Member of the Company.

9. NON-EXECUTIVE REPRESENTATIVES

9.1 The Committee may if it elects appoint honorary representatives of the Company to the positions of President and Vice President for such periods as the Committee shall in its discretion determine provided always that such appointments shall be at all times subject to article 9.2 below.

9.2 Any President or Vice Presidents of the Company shall not:

9.2.1 be a director of the Company unless expressly so appointed;

9.2.2 have any authority from the Committee to enter into contracts on behalf of, pledge the credit of or otherwise bind the Company;

9.2.3 (unless also a director of the Company) have delegated to him any powers or responsibilities of the Committee;

9.2.4 have any right ex officio to attend, speak or vote at meetings of the Committee or the Company.

10. COMMITTEE

- 10.1 The Chairman Vice Chairman and Treasurer of the Company shall be members of the Committee.
- 10.2 The maximum and minimum number of Committee members shall be determined by the Company in general meeting, but unless and until so fixed there shall be no maximum number and the minimum number of Committee members shall be 5.
- 10.3 The Committee members may be paid all reasonable expenses properly incurred by them in attending and returning from Committee meetings or general meetings of the Company or in connection with the business of the Company.

11. BORROWING POWERS

The Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge the whole or any part of its undertaking and property, and to issue debentures, stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

12. POWERS AND DUTIES OF THE COMMITTEE

- 12.1 Subject to the provisions of these Articles and of the Companies Act, the Committee shall have the absolute control, government, and management of the affairs, finances, property and working of the Company and the institutions, homes, schools and other places used by the Company for or in connection with the objects of the Company and shall prescribe alter or cancel rules and regulations for the purposes of the Company as they shall think fit provided that no rule or regulation so made shall have any effect or validity if it amounts to or involves such an alteration of or addition to these Articles as can only lawfully be made by Special Resolution.
- 12.2 The Committee shall engage and at their absolute discretion dismiss all such officers and employees of the Company as they may consider necessary and shall regulate their duties and fix their salaries and may delegate such authority to such officers as they may think fit.
- 12.3 Without prejudice to the foregoing powers the Committee shall have the following powers:-
 - 12.3.1 Subject to the provisions of the memorandum of association to admit into the care of the Company and the establishments maintained by the Company such children or young persons at such ages, and for such period, and to give aid, assistance and care to such children and young persons as the Committee may from time to time determine;

- 12.3.2 To discharge any child or young person from the care of the Company and the establishments of the Company or to exclude him or her from the benefits of the Company;
- 12.3.3 To make schemes or arrangements for the execution of any special trusts which may be annexed by donors or testators to any gifts or bequests and to accept on behalf of the Company gifts or bequests to form endowments for special objects or foundations or scholarships, provided such special trusts or objects are not repugnant to the objects of the Company as herein declared;
- 12.3.4 To conduct litigation on behalf of the Company and to cause the Company to be represented in any legal proceedings as the Committee may think fit.
- 12.4 All cheques and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, indorsed or otherwise executed, as the case may be, in such manner as the Committee shall from time to time determine.
- 12.5 The Committee shall cause minutes to be made:
 - 12.5.1 of all appointments of officers made by the Committee;
 - 12.5.2 of all the names of the Committee members present at each Committee Meeting;
 - 12.5.3 of all resolutions and proceedings at all meetings of the Company and of the Committee.
- 12.6 Provisions of the Act applicable to the Company shall have effect as if the words "member of the Committee" were substituted for the word "director" and the words "the Committee" were substituted for the words "directors" or "the board".
- 13. DISQUALIFICATION OF COMMITTEE MEMBERS
 - 13.1 The Office of Committee member shall be vacated if the member:
 - 13.1.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 13.1.2 becomes prohibited from being a Committee member by reason of any order made under the Company Directors Disqualification Act 1986 or the Insolvency Act 1986; or
 - 13.1.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or

- 13.1.4 resigns his office by written notice to the Company; or
- 13.1.5 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act.
- 13.1.6 is prevented from dealing with children and or young persons by the order of the court or governmental authority whether central or local or is convicted or charged with any offence which is:
 - 13.1.6.1 listed in Schedule 1 to the Children and Young Persons Act 1933 or any Act or instrument which replaces or re-enacts it in whole or in part; or
 - 13.1.6.2 an offence treated by any local authority with responsibility for any area in which the Company operates as sufficient to disqualify a person from employment involving unsupervised contact with children and or young persons; or
 - 13.1.6.3 committed against a child.
- 13.2 A Committee member shall not vote in respect of any contract in which he is interested or any matter arising out of it, and if he does so vote his vote shall not be counted.
- 14. ELECTION OF COMMITTEE MEMBERS
 - 14.1 At each Annual General Meeting one-third of the members of the Committee for the time being who are not honorary officers or if their number is not three or a multiple of three then the number nearest one-third shall retire from Office.
 - 14.2 The members of the Committee to retire in every year shall be those who have been longest in Office since their last election but as between persons who become members of the Committee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
 - 14.3 A retiring Committee member shall be eligible for re-election.
 - 14.4 The Company at the meeting at which a Committee member retires in the above manner may fill the vacated office by electing a person to it, and in default the retiring Committee member 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 member shall have been put to the meeting and lost.
 - 14.5 No person other than a Committee member retiring at the meeting shall unless recommended by the Committee be eligible for election to the Committee at any general meeting unless not less than 3 nor more than 21 days before the date set for the meeting,

there shall have been left at the registered office of the Company notice in writing signed by a member 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 be elected.

- 14.6 The Company may from time to time by ordinary resolution increase or reduce the number of Committee members.
- 14.7 The Committee shall have power at any time to appoint any person to be a Committee member either to fill a casual vacancy or as an addition to the existing members but so that the total number of Committee members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Committee member so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.
- 14.8 The Company may by ordinary resolution of which special notice has been given in accordance with Section 303 of the Act remove any Committee member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Committee member removed under this Article.
- 14.9 No person shall be incapable of being or being appointed a member of the Committee by reason of his having attained the age of seventy years or any other age, nor shall any special notice or other formalities be required in connection with the election or appointment or re-election or re-appointment of any member of the Committee over the age of seventy years.
- 14.10 The Committee shall have power to co-opt temporary members of the Committee subject always to any maximum number of Committee members in force from time to time such appointments to be effective until the next Annual General Meeting of the Company.

15. PROCEEDINGS OF THE COMMITTEE

- 15.1 The Committee may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings as it thinks 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. A Committee member may, and the Secretary on the requisition of 4 Committee members shall at any time summon a Committee meeting. It shall not be necessary to give notice of a Committee meeting to any member for the time being absent from the United Kingdom.
- 15.2 The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed shall be 4.

- 15.3 The Committee may act notwithstanding any vacancy in its body, but if and so long as its number is reduced below the number fixed by or pursuant to the articles of the Company as the minimum number of members, the Committee may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the Company but for no other purpose.
- 15.4 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 5 minutes after the time appointed for holding the same the Committee members present may choose one of their number to chair the meeting.
- 15.5 The Committee may delegate any of its powers to sub-Committees consisting of such persons as it thinks fit. Any sub-Committee so formed shall conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee as soon as is reasonably practicable.
- 15.6 A sub-Committee may elect a chairman of its meetings; if no such chairman is elected or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
- 15.7 A sub-Committee may meet and adjourn as it thinks proper.
- 15.8 Questions arising at any meeting of the Committee or sub-Committee shall be determined by a majority of votes of the Directors present and in the case of an equality of votes the Chairman shall have a second or casting vote.
- 15.8 All acts done by any meeting of the Committee or of a sub-Committee or by any person acting as a Committee member shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as a member, 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 a Committee member.
- 15.9 A resolution in writing signed by all the Committee members entitled to receive notice of a Committee meeting shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held, and may consist of several documents in like form each signed by one or more Committee members.
16. SECRETARY
- 16.1 Subject to Section 283 of the Act, the Secretary shall be appointed by the Committee for such term, at such remuneration and on such conditions as the Committee may think fit, and any Secretary so appointed may be removed by it provided that no Committee member may occupy the salaried position of Secretary.

- 16.2 A provision of the Act or these articles requiring or authorising a thing to be done by or to a Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Committee member and as or in place of the Secretary.

17. THE SEAL

The Seal shall be kept by the Secretary and used only by the authority of the Committee. The Committee may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Committee and by the Secretary or by a second member of the Committee PROVIDED ALWAYS that the Company need not have a common seal and the Committee may exercise all the powers of the Company to execute under the signature of any two of them or any one of them and the Secretary and deliver any document so as to have the same effect as a deed.

18. ACCOUNTS

- 18.1 The Committee shall cause accounting records to be kept in accordance with Sections 221 and 222 of the Act.
- 18.2 The accounting records shall be kept at the registered office of the Company or, subject to Section 227 of the Act, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of the Committee members.
- 18.3 The Committee shall from time to time determine whether and to which extent and at what times and places 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 Committee members, and no Member (not being a Committee member) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Committee or by the Company in general meeting.
- 18.4 The Committee shall from time to time in accordance with Sections 238 to 242 of the Act cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.
- 18.5 A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Company in general meeting, together with a copy of the Auditor's report and the Committee's report, shall not less than 21 days before the date of the meeting be sent to every Member of, and every holder of debentures of the Company provided that 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.

19. AUDIT

- 19.1 Auditors shall be appointed on such terms as the Committee shall approve notwithstanding that the terms of the Act may not require the Company to appoint auditors.
- 19.2 The duties of the auditors shall be regulated in accordance with sections 384 to 392 of the Act.

20. NOTICES

- 20.1 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. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall unless the contrary is proved be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
- 20.2 Notice of every general meeting shall be given in any manner authorised by these articles to:
- 20.2.1 every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
- 20.2.2 every person being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- 20.2.3 the auditor for the time being of the Company; and
- 20.2.4 each Committee member.

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

21. DISSOLUTION

Clause 7 of the Memorandum of Association relating to the winding-up and dissolution of the Company shall have effect as if its provisions were repeated in these articles.

22. HEADINGS

The headings in these articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.