

Company Number: 1975246

Registered Charity Number: 293464

The Companies Acts 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MYRRH LIMITED ("the Company")

SPECIAL RESOLUTION

(Passed on 20th May 2009)

At a[n] [Annual] General Meeting of the Company duly convened and held on 20th May 2009, the following resolution was duly passed as a special resolution:

Special Resolution:

That the Articles of Association of the Company are replaced in their entirety by the draft Articles of Association that are attached.

.....*Desirée Howells*.....
Chairman

CERTIFIED TO BE A TRUE AND COMPLETE
COPY OF THE ORIGINAL TAKEN AT
THIS OFFICE
CHARLES RUSSELL LLP

THURSDAY



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16/07/2009

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COMPANIES HOUSE

Company No. 1975246

Registered Charity No. 293464

The Companies Acts 1985 to 2006

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

ARTICLES OF ASSOCIATION¹

of

MYRRH LIMITED

COMPANIES ACT

INTERPRETATION

- 1 In these Articles, unless there is something in the subject or context inconsistent therewith, the following words or expressions shall have the meanings set out respectively below them:

"Act"

the Companies Act 1985 as amended by the Companies Act 1989 and any statutory modification thereof or addition thereto from time to time;

"2006 Act"

the Companies Act 2006 and any statutory modification thereof or addition thereto from time to time;

"Articles"

these Articles of Association of the Company;

"Auditors"

the auditors for the time being appointed by the Company;

"Board"

the Board of Directors for the time being of the Company (and "Director" has a corresponding meaning);

"Chairperson"

the person appointed as Chairperson of the Company from time to time in accordance with Articles 58 and 59;

"Charities Legislation"

the Charities Acts 1992, 1993 and 2006, the Charities (Accounts and Reports) Regulations 1995 and any statutory modification thereof or addition thereto from time to time;

¹ The Articles of Association were replaced in their entirety pursuant to a special resolution passed at a duly convened and quorate general meeting of the Company held on 20 May 2009.

"Clear days"

in relation to a period of notice means the period excluding the day on which 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;

"Company"

the above-named company;

"Member"

an individual or organisation admitted to statutory membership of the Company and having the right to attend and vote at general meetings of the Company;

"In writing"

written, printed or any other mode of representing or reproducing words in a visible form or partly one and partly another;

"Memorandum"

the Memorandum of Association of the Company;

"Month"

calendar month;

"Office"

the registered office of the Company;

"Register of Members"

the register of Members maintained by the Company in accordance with the Act or the 2006 Act (as appropriate);

"Roman Catholic"

a person who professes to be a practising Catholic

"Secretary"

the person appointed from time to time to act as the company secretary of the Company in accordance with Article 60;

"SORP"

the Statement of Recommended Practice issued by the Charity Commission and any modification or replacement thereof from time to time;

"Statutes"

the Act, the 2006 Act and every other statute or statutory instrument, law or regulation for the time being in force concerning companies and affecting the Company;

"Student"

a person enrolled on a course run by the Company in pursuance of the Company's objects as set out in Clause 3 of the Memorandum;

"Table C"

companies (Tables A to F) Regulations 1985 as amended by SI 2007/2541 and SI 2007/2826:
Table C – Regulations for management of a company limited by guarantee and not having a share capital;

"United Kingdom"

Great Britain and Northern Ireland.

- 1.1 Words importing the singular number only shall include the plural number, and vice versa. Words importing persons shall include corporations.
- 1.2 Subject as aforesaid, any words or expressions defined in the Act or the 2006 Act (as appropriate) or any statutory modification thereof in force at the date on which the Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.
- 1.3 Table C shall not apply to the Company.
- 1.4 The provisions of the Memorandum, to the extent that they could have been contained in these Articles, shall take effect as if repeated here.

OBJECTS

- 2 The objects of the Company shall, at all times, be restricted to those set out in Clause 3 of the Memorandum.

MEMBERS

- 3 The maximum number of Members with which the Company proposes to be registered is eight, but the Board may from time to time register an increase in such number.
- 4 The Members shall be such persons as the Board shall admit as Members in accordance with, and subject to, the provisions of the Articles PROVIDED THAT at all times at least 75% of the total number of Members shall be Roman Catholic.
- 5 The Board may from time to time resolve upon the creation of other classes of members of the Company (including honorary members) provided that the rights of such other classes of members shall not extend to voting at general meetings and the rights, privileges, duties and obligations (except the right to vote at general meetings) of such members shall be set out in rules made by the Board pursuant to Article 74.
- 6 Every Member shall or, being a corporation shall procure that its duly authorised representative shall, either sign a written consent to become a Member or sign the Register of Members on becoming a Member.
- 7 No person shall be admitted as a Member unless his or her application is first approved by the Board which shall have absolute discretion as to the admission of any person as a Member.
- 8 A person shall forthwith cease to be a Member PROVIDED ALWAYS THAT at least one Member who is a Roman Catholic remains on the Register of Members thereafter:
 - 8.1 if he or she ceases to be a Roman Catholic and such cessation would result in the number of Members falling below 75% of the total number of Members if he or she were to remain a Member; or
 - 8.2 if he or she is removed by notice in writing to the Company signed by a majority of the Members; or

- 8.3 if he or she is removed by a resolution of the Board that it is in the best interests of the Company that his or her membership is terminated PROVIDED THAT such a resolution may only be passed if:
- 8.3.1 he or she has been given at least 21 days' notice in writing of the meeting of the Board at which the resolution will be proposed and the reasons why it is to be proposed; and
- 8.3.2 he or she, or if he or she opts, his or her representative (who need not be a Member) has been allowed to make representations to the meeting; or
- 8.4 if by notice in writing to the Company, he or she resigns his or her membership; or
- 8.5 if in the case of an individual, he or she dies, he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally, or in the case of a corporation, an order is made or resolution is passed for its winding up or administration or distribution or it has a receiver appointed over all or some part of its assets; or
- 8.6 if in the case of an individual, he or she becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
- 9 Membership of the Company is not transferable.

GENERAL MEETINGS

- 10 The Company shall hold a general meeting in every calendar year as its "Annual General Meeting" at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, PROVIDED THAT every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
- 11 The Board may whenever they think fit convene a general meeting and general meetings shall also be convened on the requisition of Members pursuant to the provisions of the 2006 Act.
- 12 At least fourteen clear days' notice in writing of every general meeting, specifying the place, the day and the hour of meeting and the general nature of that business, shall be given to such persons (including the Auditors (if any)) as are under these Articles or under the 2006 Act entitled to receive such notices from the Company, but with the consent of Members having at least 90% of the voting rights at the meeting intended to be convened and having the right to attend and vote thereat, a meeting may be convened by such notice as those Members may think fit.
- 13 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 thereof shall not invalidate any resolutions passed, or proceeding had, at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 14 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided and/or where the Company only has one Member (in which case, the quorum shall be one), two 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 an organisation which is a Member, or one-tenth of the total number of such persons for the time being, whichever is the greater, shall be a quorum.
- 15 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present or if during a Meeting a quorum ceases to be present, the meeting, if convened on the requisition of the Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.

- 16 The Chairperson shall preside as chairperson at every general meeting at which he or she shall be present, but if there is no such appointment, if he or she is not present within fifteen minutes after the time appointed for holding a meeting, or if he or she is unwilling to preside, the Members present shall choose a Member or its duly authorised representative, in either case who shall be present, to preside at that meeting.
- 17 The chairperson of the meeting 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 18 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairperson of the meeting, by at least two Members present in person or by proxy or by any Member or Members present in each case in person or by proxy or by its duly authorised representative, and representing not less than one-tenth of the total voting rights of all the Members. Unless a poll be so demanded a declaration by the chairperson of the meeting 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 minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn, before the poll is taken. The withdrawal of a demand for a poll does not invalidate the result of a show of hands declared before the demand for a poll is made.
- 19 Subject to the provisions of Article 18, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairperson of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 20 No poll shall be demanded on the election of a chairperson of a meeting, or on any question of adjournment.
- 21 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote PROVIDED THAT he or she is also a Member.
- 22 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

- 23 Subject to Article 21 and as hereinafter provided, every Member shall have one vote.
- 24 Save as herein expressly provided, no person other than a Member duly registered, or such Member being a corporation, its duly authorised representative, shall be entitled to vote on any question at any general meeting.
- 25 Votes may be given on a show of hands or on a poll either personally or by proxy.
- 26 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof may:
- 26.1 in the case of an instrument in writing be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid;

26.2 in the case of an appointment contained in an electronic communication where an address has been specified for the purpose of receiving electronic communications:

26.2.1 in the notice convening the meeting; or

26.2.2 in any instrument of proxy sent out by the Company in relation to the meeting; or

26.2.3 in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

be received at such address not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote and in default the instrument of proxy shall not be treated as valid. In this Article "address" in relation to electronic communications, includes any number or address used by the Company for the purposes of such communications.

27 No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

28 No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is, or may be, given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

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

30 Any organisation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of such organisation as the organisation could exercise if it were an individual Member and such organisation shall for the purpose of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.

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

"I/We [INSERT NAME] of [INSERT ADDRESS]

being a Member of Myrrh Limited (the "Company")

hereby appoint [INSERT NAME] of [INSERT ADDRESS]

and failing him or her, [INSERT NAME] of [INSERT ADDRESS]

to vote for me/us and on my/our behalf at the

[adjourned] [Annual General Meeting] / [General Meeting] of the

Company to be held on the [] day of []

and at every adjournment thereof.

As witness my hand/the hand of our duly appointed representative

.....

this [] day of [] 20[]."

- 32 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 33 Written Resolutions by Members shall be passed in accordance with the procedure set out below:-
- 33.1 a resolution in writing executed by or on behalf of 51% of the Members who would have been entitled to vote upon it if it had been proposed as an ordinary resolution at a general meeting at which they were present and by or on behalf of 75% of the Members who would have been entitled to vote upon it if it had been proposed as a special resolution at a general meeting at which they were present shall be as effectual as if the relevant resolution had been passed at a general meeting duly convened and held;
- 33.2 the written resolution must be circulated either by sending to all Members at the same time or it is not possible to do so with undue delay, submitting the same copy of the resolution to each Member in turn. Accompanying the resolution must be a statement informing the Member how to signify his or her agreement to it and the date by which this is to be done;
- 33.3 Members with more than 5% of the total voting rights in the Company may require the circulation of a written resolution together with a statement of up to 1,000 words; and
- 33.4 a proposed written resolution will lapse if it is not passed before 21 days from the circulation date.
- 34 Any person entitled to be present at a meeting of the Members may participate in a Meeting of the Members by means of a conference telephone or other facility 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. Such a meeting shall be deemed to take place where it is convened to be held or (if no Member is present in that place) where the largest group of those participating is assembled, or if there is no such group, where the chairperson of the meeting is. The word "meeting" in these Articles shall be construed accordingly.

THE BOARD

- 35 The Board shall consist of not less than three or more than fifteen PROVIDED THAT at all times at least 75% of the Directors shall be Roman Catholic.

POWERS OF THE BOARD

- 36 The business of the Company shall be managed by the Board who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by the Articles required to be exercised or done by the Company in general meeting, subject nevertheless to:
- 36.1 the provisions of the Articles;
- 36.2 the provisions of the Statutes;
- 36.3 such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting PROVIDED THAT no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made; and
- 36.4 the requirement that the Board does not do or permit any act or omission which would prejudice the charitable status of the Company in law.
- 37 The Board for the time being may act notwithstanding any vacancy in their number but, if the number of Directors is less than the number fixed as the quorum the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

- 38 The Board may appoint as the investment manager for the Company a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is an authorised or an exempt person within the meaning of the Financial Services and Markets Act 2000 otherwise than exempted by virtue of paragraphs 44 and 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001. The Board may delegate to an investment manager so appointed power at his or her discretion to buy and sell investments for the Company in accordance with the investment policy laid down by the Board from time to time, PROVIDED THAT where the Board make any such delegation they shall:
- 38.1 inform the investment manager in writing of the extent of the Company's investment powers and the terms of the delegation;
 - 38.2 lay down a detailed investment policy for the Company and immediately inform the investment manager in writing of it and of any changes to it;
 - 38.3 ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and on the exercise by his or her delegated authority;
 - 38.4 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and
 - 38.5 pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Board shall decide PROVIDED THAT such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Board.
- 39 The Board may:
- 39.1 make such arrangements as they think fit for any investments of the Company or income from those investments to be held by a corporate body as the Company's nominee; and
 - 39.2 pay reasonable and proper remuneration to any corporate body acting as the Company's nominee in pursuance of this Article.
- 40 Each Director may be repaid out of the funds of the Company such reasonable out-of-pocket expenses as the Board shall from time to time determine in respect of his or her or her attendance at meetings of the Board or on behalf of the affairs of the Company but save as otherwise provided in these Articles and in the Memorandum, no Member nor any Director shall receive any remuneration from the Company.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 41 Subject to Articles 35 and 46, the Company may by ordinary resolution appoint a person who is willing to be a Director. A Director appointed pursuant to this Article shall retire at the close of the annual general meeting nearest to the fourth anniversary of his or her appointment and he or she shall be eligible for reappointment for a further four years only and if so reappointed he or she shall retire at the close of the annual general meeting nearest to the eighth anniversary of his or her original appointment whereupon unless reappointed pursuant to Article 44.3 he or she shall not then be eligible for reappointment. The Directors holding office at the date that these Articles are adopted by the Company shall be deemed to have been appointed as Directors on the dates set out below and will retire pursuant to the aforementioned provisions of this Article:

Name of Director	Deemed date of appointment
Mr Lloyd Booker	2006
Mr Bernard Borland	2006
Dr. Michael Dulake	2006

Ms Pauline Farrell	2006
Mr Eugene Byrne	2007
Mrs Desiree Howells	2007
Cllr Daphne Marchant	2007
Revd. Dr Robert Kaggwa	2008
Sr. Bernadette Porter	2008
Ms Karen Roberts	2008
Mr Colin Garvey	2009
Mr Michael McLoughlin	2009
Mr Andrew Stables	2009

42 No person shall be appointed or reappointed as a Director at any general meeting unless:

42.1 he or she is recommended by the Directors; or

42.2 not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a Member has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the Company's Register of Directors together with a notice executed by that person of his or her willingness to be appointed or reappointed.

43 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 persons who are entitled to receive notice of the meeting of any person 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 or her or her at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Company's Register of Directors.

44 Subject to Articles 35 and 46, 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 by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following Annual General Meeting whereupon he or she shall:

44.1 be re-appointed by the Company pursuant to Articles 41, 42 and 43; or

44.2 vacate office at the conclusion of the Annual General Meeting; or

44.3 subject to the provisions of this Article 44, be re-appointed by the Directors until the next following Annual General Meeting.

45 Subject to Article 35 no person may be appointed as a Director:

45.1 unless he or she has attained the age of 18 years; or

45.2 in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of Article 47.

46 Save for Article 21 a Director shall be entitled to attend and speak at any general meeting but not to vote thereat.

DISQUALIFICATION OF DIRECTORS

- 47 The office of Director shall be vacated:
- 47.1 if he or she ceases to be a Roman Catholic and such cessation would result in the number of Directors falling below 75% of the total number of Directors if he or she were to remain a Director; or
 - 47.2 if by notice in writing to the Company he or she resigns from the Board (but only if at least two Directors who are Roman Catholic remain in office when the notice of resignation is to take effect); or
 - 47.3 if he or she becomes a Student; or
 - 47.4 if he or she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986, or by virtue of any provision of the Charities Legislation; or
 - 47.5 if he or she is removed from office by a resolution duly passed pursuant to Section 168 of the 2006 Act; or
 - 47.6 if he or she is absent from three consecutive meetings of the Board without the consent of the majority of the remaining Board members; or
 - 47.7 if he or she becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
 - 47.8 if he or she is convicted of any criminal offence, other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Company.

PROCEEDINGS OF THE BOARD

- 48 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, PROVIDED THAT such meetings are held at least twice during every year. Unless otherwise determined, seven Directors shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In cases of equality of votes the Chairperson of the meeting shall have a second or casting vote.
- 49 A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared. If a conflict of interest arises and the conflict is not authorised by virtue of any other provision in these Articles or any other provision in the Memorandum, the remaining Directors may authorise such a conflict of interest if each of the following conditions are satisfied:-
- 49.1 the Director is absent from the part of any meeting at which there is discussion of the conflict of interest, including any arrangement or transaction affecting any other organisation, company or person which gives rise to the conflict of interest;
 - 49.2 the Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting; and
 - 49.3 the remaining Directors are satisfied and agree that it is in the interests of the Company to authorise a conflict of interest which has arisen.
- 50 The Chairperson or two Directors may, and on the request of the Chairperson or such Directors the Secretary shall, at any time, summon a meeting of the Board by notice served upon all Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

- 51 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.
- 52 The Board may delegate any of their powers to committees consisting of such Director or Directors and others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
- 53 All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a committee member, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person or that such person were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director or member of the committee as the case may be.
- 54 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairperson of such meeting, or by the chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 55 A resolution in writing signed by all the Directors or by all the members for the time being of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted. Any such written instrument may be in several parts each signed by one or more Directors or members of the committee as the case may be. Digital signatures and faxed signatures will suffice for the purposes of this Article.
- 56 Any Director a person entitled to be present at a meeting of the Directors or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of a conference telephone or other facility 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. Such a meeting shall be deemed to take place where it is convened to be held or (if no member is present in that place) where the largest group of those participating is assembled, or if there is no such group, where the chairperson of the meeting is. The word "meeting" in these Articles shall be construed accordingly.
- 57 Any bank account in which any part of the assets of the Company is deposited shall be operated by or with the authority of the Directors and shall indicate the name of the Company.

CHAIRPERSON

- 58 A Chairperson shall be appointed by the Board from the Board upon such terms as the Board shall see fit PROVIDED THAT the Chairperson shall cease to hold such appointment forthwith upon ceasing to be a Director.
- 59 The Chairperson shall preside as chairperson at all meetings of the Board at which he or she shall be present, but if there is no such appointment, if he or she is not present within fifteen minutes after the time appointed for holding a meeting or if he or she is unwilling to preside, the members of the Board present shall choose one of their number to preside at that meeting.

SECRETARY

- 60 A Secretary may be appointed by the Board for such time, at such remuneration and upon such conditions as the Board may think fit, and any Secretary so appointed may be removed by the Board. The Board may from time to time by resolution appoint an assistant or deputy

Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

ACCOUNTS

- 61 The Board shall cause proper and adequate books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act, the 2006 Act, the Charities Legislation and the SORP. Proper and adequate books shall not be deemed to be kept and/or deemed sufficient if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company, to show and explain its transactions and to disclose with reasonable accuracy at any time, the financial position of the Company at any time.
- 62 The books of account shall be kept at the Office, or, subject to Section 388 of the 2006 Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Board or any Director.
- 63 At the Annual General Meeting in every year the Board shall lay before the Company accounts including an income and expenditure account for the period since the last preceding account (or in the case of the first accounts since the incorporation of the Company) made up to a date not more than twelve months before such meeting, together with a balance sheet made up as at the same date. Such accounts shall be accompanied by reports of the Board and (where appointed) the Auditors (if any). Copies of such accounts and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attaching thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Sections 434 to 436 of the 2006 Act, be sent to the Auditors (if any) and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

- 64 At every Annual General Meeting:
- 64.1 the accounts of the Company shall be examined and reported upon either by the Auditors or, if no Auditors be appointed, by a reporting accountant if so required by the Statutes and Charities Legislation (as appropriate);
- 64.2 the appointment or re-appointment (as appropriate) of the Auditors shall be determined by the Company;
- 64.3 the determination of the Auditors' or reporting accountants' (if any) remuneration shall be delegated to the Board by the Company in general meeting.
- 65 The Auditors (if any) shall be one or more properly qualified auditor(s) not being members of the Board and their duties shall be regulated in accordance with the Act, the 2006 Act, the Charities Legislation and the SORP (as appropriate).

NOTICES

- 66 Any notice to be sent to or by any person pursuant to these Articles including a notice calling a meeting of the Board shall be in writing and may be delivered or sent by post or using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Article "address" in relation to electronic communications, includes any number or address used for the purpose of such communications.
- 67 Save as otherwise provided by the Act, only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Company PROVIDED THAT any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him or her, shall be entitled to have notices served upon him or her at such address.

- 68 The Company may send any notice, document or other information to Members by making them available on the Company's website PROVIDED THAT:
- 68.1 each Member has been asked individually by the Company to agree to communication via the Company's website (either generally or in relation to a specific notice, document or information);
- 68.2 the Company's request states clearly that if the Member fails to respond to the request within twenty-eight days of the date on which the request is sent, he or she will be deemed to have given such consent; and
- 68.3 the Company's request is not sent less than twelve months after a previous request made to the Member in relation to a similar class of documents.
- 69 The Company must notify each Member who has agreed to receive communications through the Company's website of the presence of the information on the website, the website address, the place on the website where the information can be found and how to access the information.
- 70 Any notice, document or information posted on the Company's website must be in a form that the Member can read and take a copy of.
- 71 The notice, document or information must be available on the Company's website for either twenty-eight days from the date the notification was sent to the Member or for such other period as may from time to time be specified in the 2006 Act.
- 72 Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted. A notice or other document sent by facsimile or contained in an electronic communication shall be deemed to have been delivered 48 hours following that on which the communication was sent and electronic confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or email address. If a notice, document or information posted on the Company's website was already on the Company's website at the time the notice pursuant to Article 69 was sent to the Member, it will be deemed to have been sent on the day the notice was sent but if the notice, document or information was not on the Company's website on the date the said notice was sent then it will be deemed to have been sent on the day on which it appears on the website.

INDEMNITY

- 73 Subject to the provisions of the Act, the 2006 Act and so far as may be consistent with the Statutes:
- 73.1 every member of the Board (other than the Auditor or the reporting accountant) may be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him or her in the actual or purported execution and/or discharge of his or her duties and/or the actual or purported exercise of his or her powers and/or otherwise in relation to, or in connection with, his or her duties, powers or offices, in each case to the extent permitted by Section 232 of the 2006 Act;
- 73.2 the Company may also provide funds to any Director (other than the Auditor or reporting accountant) or do anything to enable a Director to avoid incurring expenditure, in each case in the manner permitted by and subject to the restrictions required by Section 205 of the 2006 Act.

RULES AND BYE-LAWS

- 74 The Board 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, whether statutory membership or otherwise. The Company in general meeting shall have power to alter, add to

or repeal any such rules or bye-law and the Board shall adopt such means as it thinks sufficient to bring to the notice of Members all such rules or bye-laws, which shall be binding on all Members PROVIDED THAT no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or these Articles.

SEAL

- 75 The seal of the Company shall not be affixed to any instrument except by the authority of the Board. A document to which the Company's seal is affixed must also be signed by two Directors, or one Director and the Secretary, or by one Director in the presence of a witness who attests the signature; and in favour of a purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence that the seal has been properly affixed.

Desirée Howell