

COMPANY NO: 2393175

THE COMPANIES ACT 1985
COMPANY LIMITED BY ~~SHARES~~ GUARANTEE
~~ORDINARY~~ SPECIAL RESOLUTION(S)
OF

ROTHAMSTED EXPERIMENTAL STATION

~~LIMITED~~ PLC

PASSED ON THE twenty third DAY OF May 1990

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY, DULY CONVENED AND HELD AT
Rothamsted Experimental Station, Harpenden, Herts AL5 2JQ

ON THE twenty first DAY OF June 1990

THE FOLLOWING RESOLUTION(S) *~~WAS~~/WERE DULY ~~PASSED~~:- noted as having been made
by the Directors:

ROTHAMSTED EXPERIMENTAL STATION

We being the Directors of the above Company hereby resolve as provided in Clause 44
of the Company's Articles of Association

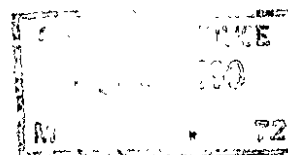
1. That the number of Members be and is hereby increased to five
2. That the appointment of Fraser & Russell, Chartered Accountants, as auditors of
the Company be and it is hereby ratified
3. That the attached Report of the Directors and Statement of Accounts for the period
7 June 1989 to 31 March 1990 be and they are hereby approved for submission at
the first Annual General Meeting of the Members

SIGNED 

*~~DIRECTOR~~/SECRETARY OF COMPANY

DATE 30 July 1990

**Delete as appropriate*



DEB 15

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ROTHAMSTED EXPERIMENTAL STATION

MEMORANDUM AND ARTICLES OF ASSOCIATION

Number 2393175

Incorporated this 7th day of June 1989

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ROTHAMSTED EXPERIMENTAL STATION

MEMORANDUM OF ASSOCIATION

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

1. The name of the Company (hereinafter called "the Station") is "Rothamsted Experimental Station"
2. The Registered office of the Station will be situate in England.
- 3.A The Station is a charitable trust and the objects for which the Station is established are the following objects (so far as such objects may be properly objects of a charitable trust):-
 - 3.A.(1) For the benefit of the public to advance the science of agriculture by the initiation prosecution development and continuance of investigations and experiments related thereto and including the following:
 - 3.A.(1)(a) The chemistry physics and biology of soils especially in relation to the responses of arable crops to mineral nutrients water soil compaction drainage tillage practices and microbial processes.
 - 3.A.(1)(b) The biochemistry and molecular and cell biology of plants and arable crops.

- 3.A.(1)(c) The physiological responses of plants and arable crops to environmental and agronomic factors and the physics of crop micro-climate.
- 3.A.(1)(d) The biology ecology behaviour and dispersal of animals invertebrates fungi bacteria and viruses.
- 3.A.(1)(e) Processes compounds and organisms capable of monitoring predicting and controlling pests and diseases of crops.
- 3.A.(1)(f) Biomathematics including statistical and computing services.
- 3.A.(1)(g) The impact of agricultural practices and operations on the natural and semi-natural environment and means of minimising or eliminating damaging or undesirable effects produced by such practices and operations.
- 3.A. (2) To ensure that the research undertaken is complementary to related studies elsewhere while providing for regional diversity in the environment and in agricultural practice; and to collaborate in joint programmes where appropriate.

3.A.(3) To promote the dissemination and extension of research findings alone or in association with other charitable organizations having objects similar to the objects of the Station and to facilitate the uptake of research results by industry.

3.A. (4) To extend these activities through external funding to provide technical aid to developing countries as defined from time to time by the Organisation for Economic Co-Operation and Development.

3.B. In furtherance of the above objects but not further or otherwise the Station shall have the following powers:

3.B.(1) To purchase, feu, take on lease or in exchange, hire or otherwise acquire any real or heritable, personal or moveable property, and in particular any land, buildings, workshops, laboratories, machinery, plant, apparatus, appliances, livestock, and any rights or privileges necessary or convenient for the purposes of the Station, and subject to such consents as may be required by law to construct, erect, alter, improve and maintain

any buildings which may from time to time be required for the purposes of the Station, and to construct, erect, alter, improve and maintain any buildings which may from time to time be required for the purposes of the Trust, and to manage, farm, develop, sell, feu, demise, let, hire, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Station, and to facilitate the conduct and continuance of experiments, and to provide funds for such work and for reasonable and proper payments to any person or persons engaged in research work, whether on such land or in such laboratories or elsewhere, and to promote the training of persons employed or to be employed on such research work.

3.B (2)

To prepare, edit, print, publish, issue, acquire and circulate any literary works or matters treating of or bearing on the said research work; to establish and maintain collections of material, literature and scientific data relating thereto; to disseminate information obtained therefrom; and to contribute towards the provision of a library or libraries designed to assist such work.

3.B.(3)

To apply for, purchase or otherwise acquire, or defend against infringements, or oppose applications by others for any letters patent, licences (whether exclusive, non-exclusive or limited) relating to any inventions, improvements, processes, materials, intellectual property or designs in the United Kingdom or in any other part of the world, and to acquire and register any designs or standardisation marks with a view to the use thereof by the Station or others upon such terms as may seem expedient, and to do all things necessary or desirable for the development, perfecting and testing of such inventions, improvements, processes, materials, intellectual property or designs.

3.B.(4)

apply to the Government, public bodies, urban, local, municipal, county and other bodies, corporations, companies or persons for, and to accept grants of money and of land, donations, gifts, subscriptions, and other assistance with a view to promoting the objects of the Station; and to discuss and negotiate with the Agricultural and Food Research Council and other Government departments, public and other bodies, corporations, companies or persons, matters within the objects of the Station.

- 3.B.(5) To assist, collaborate or coordinate with the charitable research work of any persons, associations and institutions and other bodies, incorporated or not incorporated, engaged in scientific research, and for such purposes to enter into and form associations whether of a formal or informal nature.
- 3.B.(6) To establish, equip, maintain, control and manage associate and subsidiary stations having objects similar to those of the Station in the United Kingdom or elsewhere, as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such stations, and where thought fit to dissolve or modify the same.
- 3.B.(7) To undertake and execute any trusts which may be conducive to any of the objects of the Station.
- 3.B.(8) Subject to such consents as may be required by law to borrow or raise any money that may be required by the Station upon such terms and upon such security as may be deemed advisable.

- 3.B.(9) To invest the moneys of the Station not immediately required in any one or more of the modes of investment for the time being authorised by law for the investment of trust moneys and in such manner as may from time to time be determined.
- 3.B.(10) To pay all expenses preliminary or incidental to the formation of the Station and its registration.
- 3.B.(11) To use the funds of the Station in the employment of persons and the provision and use of buildings and of instruments, materials and appliances, and of any of the equipment of the Station for any activities which shall further the objects of the Station as defined in paragraph (A) of this clause.
- 3.B. (12) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees of the Station and their widows and other dependants.

3.B.(13) To make any donation in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any exclusively charitable trusts, associations or institutions.

3.B.(14) To procure the Station to be registered or recognised in any part of the world.

3.B.(15) To do all such other lawful things as shall further the attainment of any or all of the objects specified in this Memorandum.

·PROVIDED ALWAYS:

- (i) that in case the Station shall take or hold any property which may be subject to any trusts, the Station shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (ii) that the objects of the Station shall not extend to the regulation of relations between workers and employers or organisation of workers and organisation of employers; and
- (iii) that in case the Station shall acquire any personal property subject to the jurisdiction of the Charity Commissioners or any authority exercising

corresponding jurisdiction outside England and Wales, the Station shall not sell, charge, lend or hire the same without such authority, approval or consent as may be required by law, and as regards any such property the Directors on the Board of Directors of the Station shall be chargeable for such personal property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such personal property in the same manner and to the same extent as they would have been if no incorporation had been effected, and the incorporation of the Station shall not diminish or impair any control of authority exercisable by the Chancery Division, the Charity Commissioners or any such other authority as aforesaid over such Directors on the Board of Directors but they shall, as regards any such personal property, be subject jointly and separately to such control or authority, as if the Station were not incorporated.

that the Station shall have no power to acquire or hold any legal or equitable estate or interest in land or to grant create or convey any legal or equitable estate or interest in land but shall have full power to enter into any purely contractual

transactions relating to land or the use and occupation thereof including power to acquire or enter into any contractual licence in or relating to land and to create any sub-licenses out of any such licence respecting such land (not being a licence or sub-licence creating or conferring any estate or interest in such land).

4. The income and property of the Station whencesoever derived shall be applied solely towards the promotion of the objects of the Station as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, gift, division, bonus or otherwise howsoever by way of profit to the members of the Station PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Station (not being a Director on the Board of Directors) or to any member of the Station or other person in return for any services actually rendered to the Station or for any material, labour, plant and power supplied for experimental purposes of the Station, nor prevent the payment of interest at a rate not exceeding two per cent. per annum above current Bank of England base rate on money lent, or payment of a reasonable and proper rent for premises demised or let by any member to the

Station; but so that except as aforesaid, no remuneration or other benefit in money or moneys worth shall be given by the Station to any member except repayment of reasonable and proper out-of-pocket expenses.

And Provided that nothing hereinbefore contained shall prevent any payment to any company of which a member of the Station may be a member or shareholder holding less than one hundredth part of its issued share capital, and members shall not be bound to account for any share of profits they may receive in respect of any such payment.

5. No addition, alteration, or amendment shall be made to or in the provisions of the memorandum or articles of association for the time being in force so that the Station ceases to comply with the requirements of Section 30(3) of the Companies Act 1985.
6. The liability of the members is limited.
7. Every member of the Station undertakes to contribute to the assets of the Station in the event of the same 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 Station

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 (£1).

8. If upon winding-up or dissolution of the Station there remains, after the satisfaction of all its debts and liabilities, and property whatsoever, the same shall not be paid to or distributed among the members of the Station but shall be disposed of in accordance with a special resolution of the members specifying that the same and any accumulation thereof shall be paid or transferred to one or more of the charitable institutions or bodies in the United Kingdom as shall be specified in the Resolution and whose object or one of whose objects is the promotion and encouragement of the science of agriculture for the benefit of the public.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Description of Subscribers

Witnesses

W. Henderson

Wm. M. Henderson

Sir William MacGregor Henderson DSc.
DVMS, DVSc, FRCVS, FRS, FIBiol.
Yarnton Cottage, High Street, Streatley,
Berkshire RG8 9HY

Veterinary and Agricultural Scientist

L. Luckett

*(Leaves well,
High St.,
Streatley.)*

R. Southwood

R. M. Southwood

Professor Sir Thomas Richard Edmund
Southwood MA, PhD, DSc, ARCS, FRS,
FIBiol. Merton College, Merton Street,
Oxford

Professor of Zoology, Vice Chancellor
of the University of Oxford.

J. H. B. Wells
*(49 Chandliffe Road,
Oxford OX2 7BA)*

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ROTHAMSTED EXPERIMENTAL STATION

ARTICLES OF ASSOCIATION

INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act, 1985.

"the Station" means the Rothamsted Experimental Station .

"the Office" means the registered office of the Station.

"the Seal" means the common seal of the Station.

"Secretary" means any person appointed to perform the duties of the Secretary of the Station.

"the United Kingdom" means Great Britain and Northern Ireland.

Words importing the singular number shall include the plural and vice versa.

Words importing the masculine gender shall include the feminine.

Words importing persons shall include bodies corporate.

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.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act.

MEMBERS

2. The number of members with which the Station has been registered is 2, but the Board of Directors may from time to time register an increase of members to five. (*SUCH INCREASE TO FIVE HAS BEEN MADE*)
3. Membership of the Station shall be personal and non-assignable, and shall ipso facto cease on death, but without prejudice to the enforcement against the estate of a deceased member of the rights and obligations set forth in Clause 7 of the Memorandum of Association of the Station.
4. The first members of the Station shall be the subscribers to the Memorandum. If at any time a member shall cease to be a member of the Station for any reason or if the Board of Directors shall at any time register an increase of members a new member or

members of the Station may be appointed by the Lawes Agricultural Trust Company Limited and may be removed by the Corporation for any sufficient reason.

GENERAL MEETINGS

5. The Station shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one annual general meeting of the Station and that of the next. The annual general meeting shall be held at such time and place as the Board of Directors shall appoint.
6. All general meetings other than annual general meetings shall be called extraordinary general meetings.
7. The Chairman of the Board of Directors or the Board of Directors may, whenever he or they think fit convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient Members of the Board of Directors

capable of acting to form a quorum, any Director on the Board of Directors may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board of Directors.

NOTICE OF GENERAL MEETINGS

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

Provided that a meeting of the Station 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 agreed.

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

9. 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.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board of Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.

11. 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; save as herein otherwise provided, two members present in person shall be a quorum.
12. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same date in the next week, at the same time and place, or to such other day and at such other time and place as the Chairman of the meeting may determine; and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
13. The Chairman (if any) of the Board of Directors or in his absence the Vice-Chairman (if any) shall preside as Chairman at every general meeting of the Station, or if there is no such Chairman or Vice-Chairman, or if neither shall be present within fifteen minutes after the time appointed for the holding of the meeting or neither is willing to act the members present shall elect one of their number to be Chairman of the meeting.

14. 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 thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. 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 -

(a) by the Chairman; or

(b) by at least three members present in person.

Unless a poll be 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 book containing the minutes of

proceedings of the Station 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.

The demand for a poll may be withdrawn.

16. Except as provided in Article 17, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. Subject thereto the demand of a poll shall not prevent the continuance of the meeting for the transaction of any business other than that upon which a poll has been demanded.
18. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
19. Subject to the provisions of the Act a resolution in writing signed by all the members of the Station who

would be entitled to vote to receive notice of and to attend and vote at general meetings shall be as valid and effectual as if it had been passed at a general meeting of the Station duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members.

VOTES OF MEMBERS

20. Every member shall have one vote, and that vote shall in all circumstances be given personally.
21. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Station (if any) have been paid.

THE BOARD OF DIRECTORS

22. Until otherwise determined by the Station in general meeting, the number of Directors on the Board of Directors may not be more than five.
23. The Directors shall be appointed by the members for five years but be eligible for re-election as provided by Article 34.
The Board of Directors shall appoint one of their number to be Chairman, and one to be Vice Chairman.

24. Members shall be appointed primarily either for their knowledge and experience of practical agricultural and/or business matters and/or on account of their scientific knowledge and training.
25. Every Director shall be entitled to attend and speak at general meetings.
26. Notwithstanding any other provisions of these Articles any person may be appointed by the Lawes Agricultural Trust Company Limited to fill a casual vacancy or (subject to Article 22) as an addition to the Board of Directors. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the Board of Directors on the day on which the Director in whose place he is appointed was last elected such a Director.
27. Any person save the subscribers to the Memorandum and those persons who at the date of incorporation of the Station were members of the former Lawes Agricultural Trust Committee shall be disqualified from becoming a Director on the Board of Directors by reason of his having attained the age of 70 years, and shall be disqualified from being a Director by reason of his having attained the age of 75 years.

BORROWING POWERS

28. The Board of Directors may exercise all the powers of the Station to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, whether outright or as security for any debt, liability or obligation of the Station and without any limit on the amount from time to time remaining undischarged of moneys so borrowed or secured.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

29. The business of the Station shall be managed by the Board of Directors, who may pay all expenses incurred in promoting and registering the Station, and may exercise all such powers of the Station as are not, by the Act or by these Articles, required to be exercised by the Station in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Station in general meeting, but no regulation made by the Station in general meeting shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made.

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

31. The Board of Directors shall cause minutes to be made in books provided for the purpose -

- (a) of all appointments of officers;
- (b) of the names of those present at each meeting of the Station and of the Board of Directors, and of any committee of the Board of Directors
- (c) of all resolutions and proceedings at all meetings of the Station, and of the Board of Directors, and of any committee of the Board of Directors.

DISQUALIFICATION OF DIRECTORS ON THE BOARD OF DIRECTORS

32. The office of Director on the Board of Directors shall be vacated if the Director -

- (a) without the consent of the Station in general meeting holds any other office of profit under the Station; or
- (b) becomes bankrupt or has a receiving order made against him or makes any arrangement or composition with his creditors generally; or
- (c) suffers any order to be made in respect of him under the Company Directors Disqualification Act 1986; or
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- (e) resigns his office by notice in writing to the Station.

ROTATION OF DIRECTORS ON THE BOARD OF DIRECTORS

33. At the annual general meeting in each year there shall retire from office those Directors on the Board of Directors (if any) whose terms of office expire at that time or if there be no such Director on the Board of Directors then those (if any) who have been in office for not less than four years since the later of the date of their first appointment or last election.
34. A Director of the Board of Directors retiring at the meeting shall be eligible for re-election.

PROCEEDINGS OF THE BOARD OF DIRECTORS

35. The Board of Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director on the Board of Directors may, and the Secretary on the requisition of a Director on the Board of Directors shall, at any time summon a meeting of the Board of Directors. It shall not be necessary to give notice of a meeting of the Board of Directors to any Director on the Board of Directors for the time being absent from the United Kingdom.
36. The quorum necessary for the transaction of the business of the Board of Directors may be fixed by the Board of Directors and until so fixed shall be two.
37. The Chairman (if any) of the Board of Directors or in his absence the Vice-Chairman (if any) shall preside as Chairman at every meeting of the Board of Directors. If there be no Chairman or Vice-Chairman, or if at any meeting neither be present within five minutes after the time appointed

for holding the same, the Directors on the Board of Directors present may choose one of their number to be Chairman of the meeting.

38. The Board of Directors may delegate any of their powers to committees consisting of such Director or Directors on the Board of Directors as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board of Directors: Provided that all acts and proceedings of such committee shall be reported as soon as possible to the Board of Directors
39. The Board of Directors may also appoint such committee as it thinks fit to advise it on any matters concerning the work of the Station. Any such committee may consist partly of Directors on the Board of Directors and partly of persons co-opted to the committee; but so that a Director on the Board of Directors shall be the Chairman of every such committee, and so that the co-opted person shall not be entitled to vote at meetings of the committee.
40. If at any meeting the Chairman of the committee is not present within five minutes after the time appointed for holding the same, the Directors

present may choose one of their number to be Chairman of the meeting.

41. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting 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.
42. All acts done by any meeting of the Board of Directors or of a committee or by any person acting as a Director on the Board of Directors, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director on the Board of Directors or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director on the Board of Directors.
43. The Board of Directors may from time to time, and at any time, provide through local boards, attorneys or agencies for the management of the affairs of the Station abroad, and may appoint any persons to be members of such local boards or as attorneys or agents, and may remove any persons so appointed and appoint others in their place and may fix their remuneration.

44. A resolution determined on without any meeting of the Board of Directors and evidenced by writing under the hands of all the Directors on the Board of Directors shall be as valid and effectual for all purposes as a resolution of the Board of Directors passed at a meeting duly convened, held and constituted, and may consist of several documents in like form each signed by one or more Directors on the Board of Directors.

SECRETARY

45. Subject to the Act the Secretary shall be appointed by the Board of Directors for such term, at such remuneration (if any) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by the Board of Directors.

MINUTES

46. The Secretary shall keep such books, accounts, minutes, and records as are necessary in connection with the activities of the Station, and as may be directed by the Station. Such minutes shall be made in books provided for that purpose and shall include the items referred to in Article 33.

47. Any provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director on the Board of Directors and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Director on the Board of Directors and as, or in place of, the Secretary.

THE SEAL

48. The Board of Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board of Directors or of a committee of the Directors on the Board of Directors authorised by the Board of Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director on the Board of Directors and shall be countersigned by the Secretary or by a second Director on the Board of Directors or by some other person appointed by the Board of Directors for the purpose.

ACCOUNTS AND AUDIT

49. Auditors shall be appointed and the Board of Directors shall from time to time, in accordance with the provisions of the Act, cause to be prepared

and to be laid before the Station in general meeting such income and expenditure accounts, balance sheets, and reports as are referred to therein.

50. Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Station's affairs and to explain its transactions.

51. A copy of every balance sheet including every document required by law to be annexed thereto which is to be laid before the Station in general meeting together with a copy of the auditor's report and the Board of Directors' report, shall not less than twenty-one days before the date of the meeting be sent to every member; provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Station is not aware.

NOTICES

52. A notice may be given by the Station 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 Station for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

53. Notice of every general meeting shall be given in any manner hereinbefore authorised to every member except those members who (having no registered address within the United Kingdom) have not supplied to the Station an address within the United Kingdom for the giving of notice to them.
54. No other person shall be entitled to receive notices of general meetings.

INDEMNITY

55. Every Director on the Board of Directors, Agent, Auditor, Secretary and other officer for the time being of the Station shall be indemnified out of the assets of the Station against any liability incurred by him in defending any proceedings relating to his

conduct as an officer of the Station, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the court. But this Article shall only have effect insofar as its provisions are not avoided by the Act.

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