

Company No. 02500964

The Companies Act 2006
A Private Company Limited by Guarantee

Written Resolution

of

ABILITIES LIMITED (the "Company")

15th December 2017 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the committee members of the Company propose that the following Written Resolution be passed as a Special Resolution.

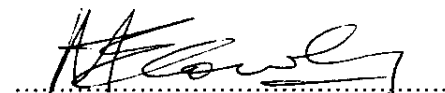
Special Resolution

That the regulations contained in the printed document attached to this resolution be and they are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association.

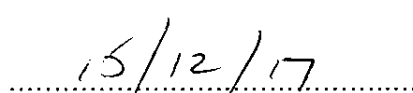
Important:

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

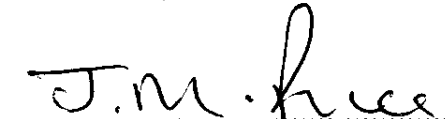
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the eligible members of the Company who would have been entitled to vote on the resolution set out above on the Circulation Date stated above hereby irrevocably agree to the resolution as a Special Resolution.



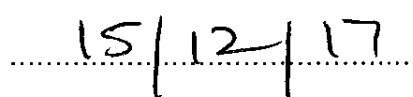
MARK EYTON COWLING



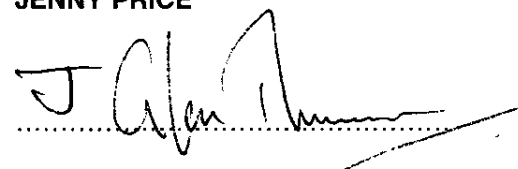
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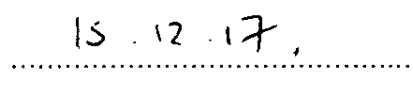
JENNY PRICE



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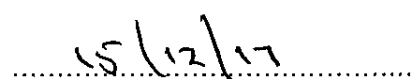
GLEN THURMAN



Date of signature

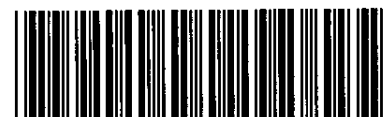


KEVIN SHAW



Date of signature

FRIDAY



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05/01/2018

#391

COMPANIES HOUSE

NOTES

- 1 If you agree to the proposed Written Resolution please sign and date this document overleaf on the dotted line where indicated and return it to the Company at its registered office, by no later than 5pm on the date 28 days after the Circulation Date stated above.
- 2 If you do not agree to the Written Resolution you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 The Written Resolution will lapse if the agreement of the required majority of eligible members is not received by the Company by 5pm on the date 28 days after the Circulation Date stated above. If the Company does not receive this signed document from you by this date and time it will not be counted in determining whether the Written Resolution is passed.
- 4 The Written Resolution is passed on the date and time that the Company receives the agreement of the required majority of eligible members. The required majority for a Special Resolution is eligible members representing not less than 75% of the total voting rights of eligible members.
- 5 You may not revoke your agreement to the Written Resolution once you have signed and returned this document to the Company.

If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.


Company No. 02500964

The Companies Act 2006
A Private Company Limited by Guarantee
Written Resolution
of
ABILITIES LIMITED (the "Company")
PASSED ON 15TH December 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was passed as a Special Resolution:

Special Resolution

That the regulations contained in the printed document attached to this resolution be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing articles of association.


.....
Director

**ARTICLES OF ASSOCIATION OF
ABILITIES LIMITED**

DATE OF INCORPORATION

10 MAY 1990

REGISTRATION NUMBER

2500964

ARTICLES OF ASSOCIATION
OF
ABILITIES LIMITED

INTERPRETATION

1 In these Articles:-

"The Act" means the Companies Act 2006

"The Seal" means the Common Seal of the Company

"Secretary" means any person appointed to perform the duties of the Secretary of the Company

"The United Kingdom" means Great Britain and Northern Ireland

"Committee" means the management committee of the Company

References to Committee members in these Articles are to directors of the Company

Expressions referring to writing shall unless the contrary intention appears to 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 or any statutory modification of the Act in force at the date at which these Articles became binding on the Company.

OBJECTS

- 2) The objects for which the Company has been established are the relief of poverty, sickness and distress within the UK, particularly in Dorset, by providing vocational training which is compatible with their disabilities and needs to (i) persons suffering from disabilities; (ii) persons finding difficulty obtaining work as a result of long-term unemployment and in furtherance of the said objects but not further or otherwise the Company shall have the following powers:
- a) 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.
 - b) To hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others.
 - c) To foster and undertake research into any aspects of the objects of the Company and its work and to disseminate the results of any such research.
 - d) To co-operate with and enter into any arrangements with any authorities, national, local or otherwise.

- e) To accept subscriptions, donations, devises and bequests of, and to purchase, take on lease or in exchange hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Company, and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate.
- f) To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise.
- g) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills, cheques, and other instruments, and to operate bank accounts.
- h) 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.
- i) To take and accept any gift of money, property or other assets, whether subject to any special trust or not for any one or more of the objects of the Company.
- j) To invest the money of the Company not immediately required for its objects in or on such investment 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 provided below.
- k) To make any charitable donation either in cash or assets for the furtherance of the objects of the Company.
- l) To establish and support any charitable associations or body, and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company.
- m) To employ and pay any person or persons to supervise, organise, or carry on the work of and advise the Company.
- n) To insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit, provided that any such insurance shall not extend to any claim arising from any act or omission which the Committee (or any of them) knew or ought reasonably to have known was a breach of duty or breach of trust, or which was committed by the Committee (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not.
- o) Subject to the provisions of Article 2A to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependants.
- p) To amalgamate with any Company institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company, and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by these Articles.
- q) 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.

- r) To establish when necessary local branches (whether autonomous or not).
- s) To do all such other lawful things as shall further the above objects or any of them.

Provided that:-

- (I) in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (II) 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;
- (III) 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 or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the member of the Committee of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects, and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members of the Committee 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 Justices or the Charity Commissioners over such members of the Committee but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

- 2A) The income and property of the Company whence so ever derived shall be applied solely towards the promotion of the objects of the Company as set forth in these Articles and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Company and save as hereinafter, provided no Members of the 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 herein shall prevent payment in good faith by the Company:-

- (a) of reasonable and proper remuneration to any Member, officer or servant of the Company not being a Member of the Committee for any services rendered to the Company;
- (b) of interest on money lent by any Member of the Company or of the Committee at a rate per annum not exceeding 2 per cent less than the base rate of a clearing bank to be selected by its Directors or 3 per cent whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any Member of the Company or its Committee;
- (d) of fees, remuneration or other benefit in money, or money's worth to a company of which a Member of the Committee may be a Member holding not more than 100th part of the capital of that company;
- (e) to any Member of its Committee of reasonable out-of-pocket expenses; and
- (f) of usual professional charges to a Member of the Committee when instructed so to act in that capacity by his co-directors; and

- (g) of any premium in respect of any indemnity insurance to cover the liability of the Committee (or any of them), which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust 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 Committee (or any of them) knew or ought reasonably to have known was a breach of duty or breach of trust or which was committed by the Committee, (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not.
- 2B) The liability of the Members is limited.
- 2C) Every Member of the Company undertakes to contribute to the assets of the Company, 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 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 contributors among themselves such amount as may be required not exceeding £1.
- 2D) 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 to serve such other 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 at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object.

MEMBERS

3)

(a) The Members of the Company shall consist of:-

- i. Those persons who are Members of the Company at the date of adoption of these Articles for so long as they remain as Members of the Company;
- ii. such other persons as the Committee shall admit to membership shall be members of the Company for so long as they remain Members of the Company.

(b) No two or more persons shall be entitled to joint membership.

(c) A corporation or unincorporated association shall be eligible for membership, provided such corporation or association is interested in furthering the objects of the Company.

- (d) No person shall be admitted a member of the Company unless he is approved by the Committee.
- (e) Every person who wishes to become a member shall deliver to the Company an application for membership in such form, as the Committee requires, executed by him.
- (f) The Committee shall have power to elect as associates of the Company upon such terms, and subject to such regulations as the directors may from time to time deem advisable any person who supports the aims of the Company, but an associate shall not be a member of the Company within the meaning of the Act and shall not be entitled to attend (save by invitation) any general meeting and when present at a general meeting by invitation he shall not be entitled to vote thereat. An associate shall not have any liability by way of guarantee under Article 2C and an associate may be removed by the Committee from association with the Company at any time.

- 4) An application for membership may be approved or rejected by the committee.
- 5) A member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.

GENERAL MEETINGS

- 6)
 - a) The Company shall 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; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next, provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place, as the Committee shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
 - b) The Committee may, whenever 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 Committee to form a quorum, any members of the Committee or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

NOTICE OF GENERAL MEETINGS

- 7)

- a) An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing. Other meetings shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served, and of the day of the meeting and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given, in 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:
 - i) in the case of the Annual General Meeting, by all members entitled to attend and vote; and
 - ii) 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.
- b) 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

- 8) 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.
- 9) No business other than the appointment of the chairman of the meeting shall be transacted at any general meeting unless a quorum is present.
- 10) 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 day in the following week at the same time and place and if at such adjourned meeting a quorum is not present the members present shall be a quorum.
- 11) 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 fifteen 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.
- 12) If at any meeting no Committee member is willing to act as chairman or if no Committee member is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to chair the meeting.
- 13) 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. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

14) 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 or the result of the show of hands) demanded:

- i. by the chairman; or
- ii. by at least two members present or if only one, by the member present;
- iii. 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.

15) 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.

16) The demand for a poll may be withdrawn.

17) 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.

VOTES OF MEMBERS

18) On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

COMMITTEE OF MANAGEMENT

19) The maximum and minimum of Committee members shall be determined by the Company in general meetings but unless and until so fixed there shall be no maximum number and the minimum number of Committee members shall be two.

20) The Committee members shall 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.

BORROWING POWERS

21) 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 any third party.

ELECTION OF COMMITTEE MEMBERS

22) At the first and every subsequent annual general meeting of the Company all the Committee members shall retire from office.

23) A retiring Committee member shall be eligible for re-election.

- 24) 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 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.
- 25) 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 three nor more than twenty one days before the date set for the meeting shall be 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.
- 26) The Company may from time to time by ordinary resolution increase or reduce the number of Committee members.
- 27) The Committee may 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.
- 28) The Company may by ordinary resolution of which special notice has been given in accordance with Section 168 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 of the Company may by ordinary resolution appoint another person in place of a Committee member removed under this Article.

POWERS AND DUTIES OF THE COMMITTEE

- 29) The business of the Company shall be managed by the Committee who may pay all expenses incurred in the formation of the company, and may exercise all such powers of the Company as are not required to be exercised by the Company in general meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in general meeting; but no such regulation shall invalidate any prior act of the Committee, which would have been valid, if that regulation had not been made.
- 30) All cheques and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be in such manner as the Committee shall from time to time determine.
- 31) The Committee shall cause minutes to be made:
- i. of all appointments of officers made by the Committee;
 - ii. of the names of the Committee members present at each Committee meeting;
 - iii. of all resolutions and proceedings at all meetings of the Company, and of the Committee.

DISQUALIFICATION OF COMMITTEE MEMBERS

- 32) The office of Committee members shall be vacated if the member:

- i. becomes bankrupt or makes any arrangement or composition with his creditors generally;
- ii. becomes prohibited from being a Committee member by reason of any order made under the Companies Directors Disqualification Act 1986;
- iii. becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
- iv. resigns his office by written notice to the Company;
- v. Is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 182 of the Act.

33) A Committee member shall not vote in respect of any contract in which he is interest or any matter arising out of it, and, if he does so vote, his vote shall not by counted.

PROCEEDINGS OF THE COMMITTEE

- 34) The Committee members 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 at the request of a Committee member 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.
- 35) A quorum necessary for the transaction of business of the Committee may be fixed by the Committee and unless so fixed shall be two.
- 36) 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 necessary quorum 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.
- 37) 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 five minutes after the time appointed for holding the same the Committee members shall choose one of their number to chair the meeting.
- 38) The Committee may delegate any of its powers to a sub-committee consisting of such committee members and such other persons as it thinks fit, provided that the number of such other persons does not exceed a minority of the quorum for meetings of the sub-committees. 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.
- 39) The sub-committee may elect a chairman at its meetings; if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
- 40) The sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes the chairman shall have a second or casting vote.

- 41) All Acts done by any meeting of the Committee or of any 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 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.
- 42) A resolution in writing signed by all 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 member.

SECRETARY

- 43) 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.
- 44) A provision of the Act for 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.

THE SEAL

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

ACCOUNTS

- 46)
- a) The Committee shall cause accounting records to be kept in accordance with Sections 386, 387, 388 and 389 of the Act.
 - b) The accounting records shall be kept at the registered office of the Company or, subject to Section 386 of the Act, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of the officers of the Company.
 - c) The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the 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.
 - d) The Committee shall from time to time in accordance with Section 423 to 427 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.

- e) 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 auditors report, and the Committee's report, shall not less than twenty one 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.

AUDIT

47) Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

48)

- a) 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 forty-eight hours after the envelope containing it was posted.
- b) Notice of every general meeting shall be given in any manner authorised by these articles to;
 - i. 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;
 - ii. 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;
 - iii. The auditor for the time being of the Company; and
 - iv. Each Committee member

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

INDEMNITY

49)

- a) Subject to article 49)b), but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

- i. each relevant officer may be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them, including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs; and
 - ii. the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 49(a)i) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
- b) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.
 - c) In this article, a "**relevant officer**" means any Committee member or Secretary or former Committee member or Secretary of the Company.

DISSOLUTION

- d) Upon the winding up of the Company the provision of Article 20.

HEADINGS

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

OVERRIDING PROVISIONS

- 54. The following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:
 - (a) the majority of the Company's members from time to time (the "**Majority Members**") may at any time and from time to time appoint any person to be a Committee member or remove from office any Committee member howsoever appointed but so that his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
 - (b) any or all powers of the Committee members shall be restricted in such respects and to such extent as the Majority Members may by notice to the Company from time to time prescribe; and
 - (d) membership of the Company shall not be granted without prior consent of the Majority Members.
- 55. Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on by or on behalf of the Majority Members. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Committee members have been in any way restricted by these Articles or as to whether any requisite consent of the Majority Members has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the

giving of such security or the effecting of such transaction was in excess of the powers of the Committee members.