

JISC COLLECTIONS AND JANET LIMITED

COMPANY NUMBER 2881024

SPECIAL RESOLUTION OF THE COMPANY

SECTION 283 COMPANIES ACT 2006

CHANGE OF ARTICLES OF ASSOCIATION

At an Extraordinary General Meeting of the Company, duly convened and held on 23 October 2012 at its Registered Office, this being Lumen House, Library Avenue, Harwell Campus, Didcot, OX11 0SG, a Special Resolution was duly **passed** to adopt new articles of association

Dated: 1 December 2012

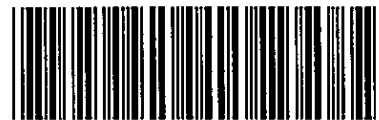
Signed



MARK WRIGHT

DIRECTOR AND COMPANY SECRETARY

SATURDAY



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15/12/2012

#187

COMPANIES HOUSE

Company Number. 2881024

1 December 2012

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

JISC COLLECTIONS AND JANET LIMITED

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Name

- 1 The Company's name is JISC Collections and Janet Limited

Exclusion of model articles

- 2 The model articles of association as prescribed in schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of the Company

Interpretation

- 3 In these Articles, the following words shall have the following meanings

<u>Word</u>	<u>Meaning</u>
"the Act"	the Companies Act 2006
"these Articles"	these articles of association, and the regulations of the Company from time to time in force
"Associate"	any organisation, incorporated or unincorporated, under the control of Holdco, "control" having the meaning ascribed to that expression in section 450 of the Corporation Tax Act 2010
"the Auditors"	the external auditors for the time being of the Company
"the Board"	the board of directors of the Company for the time being
"the Chair"	the chair of the Board for the time being
"the Company"	JISC Collections and Janet Limited (company number 2881024)
"clear days"	in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given or on which it is to take effect
"Divisional CEO"	one or both of the Divisional CEOs referred to in article 20 (iii) and article 20 (iv)
"the Education, Learning and Research Communities"	the community of bodies and institutions engaged in the provision or support of education, learning and research (or any of them or in any combination of them) in the United Kingdom and elsewhere
"Educational Material"	data, published works and articles and other educational material of all descriptions in any form and on any media
"electronic form" and "electronic means"	the meaning given in section 1168 of the Act
"the Executive Directors"	the Divisional CEOs and the FD

"the FD"	the finance director of the Company for the time being
"Holdco"	JISC (company number 5747339) or its successors
"JISC Group"	Holdco and its Associates
"month"	calendar month
"the Office"	the registered office of the Company
"the Seal"	the common seal of the Company
"the United Kingdom"	Great Britain and Northern Ireland

And references to an article shall be to an article of these Articles

Words importing the singular number only shall include the plural number, and vice versa

Words importing persons shall include organisations, and vice versa

A reference to an act of parliament includes any statutory modification or re-enactment of it for the time being in force

Objects

- 4 Working at all times within the overall strategy, priorities and allocation of responsibilities across the JISC Group set by the board of directors of Holdco from time to time, the Company's objects are
 - (i) to provide and maintain shared network systems and other information and communications technology (ICT) infrastructure, applications and systems for the Education, Learning and Research Communities and others and in particular
 - (a) to take responsibility for the networking programme of the Education, Learning and Research Communities, and
 - (b) to research, develop and provide advanced electronic communication facilities for use within the Education, Learning and Research Communities,
 - (c) to facilitate the electronic connectivity of the Education, Learning and Research Communities to external third parties, and
 - (d) to facilitate research environments (e-infrastructure) that support advanced data acquisition, data storage, data management, data integration, data mining, data visualisation and other advanced computing and information processing services distributed over shared network systems beyond the scope of a single institution,

- (ii) to procure and provide digital information resources and in particular
 - (a) to establish, manage and provide access to electronic connectivity, published content and related services for the Education, Learning and Research Communities and others,
 - (b) to acquire and grant licences and other rights to develop, copy, use, publish and disseminate, whether by electronic or other means Educational Material for the advancement and benefit of the Education, Learning and Research Communities and others, and
 - (c) to collaborate with third parties in the furtherance of these objects and generally to support and advance the interests of the Education, Learning and Research Communities and others,
- (iii) to provide guidance, tools and practical assistance in relation to the exploitation of digital content and technologies and practices,
- (iv) to provide foresight, evaluation, and experimentation, co-development and prototyping of new ICT and information management approaches
- (v) to use its operational discretion to deliver the strategy and priorities set by the board of directors of Holdco in a manner that delivers economy, efficiency and effectiveness for the Company's members and its customers, users and wider stakeholders, taking account of the allocation of responsibilities across the JISC Group set by the board of directors of Holdco,
- (vi) to engage with the Company's customers, users and wider stakeholders, responding appropriately to their needs and in accordance with the strategy, priorities and allocation of responsibilities across the JISC Group set by the board of directors of Holdco,
- (vii) to promote the interests of Holdco in any manner whatsoever, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests, to the intent that the promotion of the interests of Holdco shall be an object and not a power of the Company, and
- (viii) to make donations and/or provide other forms of support, to Holdco, irrespective of whether the provision of such support advances the interests of the Company

Powers

5 In furtherance of the above objects, the Company shall have the following powers -

- (i) to acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the Company's activities,
- (ii) to purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Company's activities,
- (iii) to improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Company,
- (iv) to sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Company,
- (v) to make grants, awards or other payments upon such terms and conditions as may be thought fit,
- (vi) to lend money and give credit (with or without security) and to grant guarantees and issue indemnities,
- (vii) to borrow money, and to give security in support of any such borrowings by the Company, in support of any obligations undertaken by the Company or in support of any guarantee issued by the Company,
- (viii) to employ such staff as are considered appropriate for the proper conduct of the Company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants,
- (ix) to engage such consultants and advisers as are considered appropriate from time to time,
- (x) to effect insurance of all kinds (which may include directors' and officers' liability insurance),
- (xi) to invest any funds which are not immediately required for the Company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments),

- (xii) to liaise with other voluntary sector bodies, local authorities, government departments and agencies, and other bodies, all with a view to furthering the Company's objects,
- (xiii) to establish and/or support any charity, and to make donations for any charitable purpose falling within the Company's objects,
- (xiv) to take such steps as may be deemed appropriate for the purpose of raising funds for the Company's activities,
- (xv) to accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them),
- (xvi) to oppose, or object to, any application or proceedings which may prejudice the Company's interests,
- (xvii) to enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Company, and to enter into any arrangement for co-operation or mutual assistance with any charity, and
- (xviii) to do anything which may be incidental or conducive to the furtherance of any of the Company's objects

Liability of members

- 6 The liability of the members is limited
- 7 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while it is a member or within one year after it ceases to be a member, for payment of the Company's debts and liabilities contracted before it 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

Dissolution

- 8 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 "**Winding-Up Proceeds**"), the Winding-Up Proceeds shall be transferred to Holdco

Membership

- 9 The sole member of the Company at the date of adoption of these Articles is Holdco

- 10 No other body shall be admitted as a member of the Company unless it is approved by Holdco. Nominations for membership of the Company either may be made by Holdco after consultation with the Board or may be made by a majority of the Board.
- 11 Every body who wishes to become a member shall deliver to the Company an application for membership in such form as the Board require to be executed by it.

Termination of membership

- 12 Membership is terminated if
- (i) the member ceases to exist, PROVIDED ALWAYS that Holdco is not to be treated as having ceased to exist if it goes into liquidation for the purpose of a solvent reconstruction or amalgamation,
 - (ii) the member resigns by giving not less than three months' written notice to the Company unless, after the resignation, there would be no members,
 - (iii) any sum due from the member to the Company is not paid in full within three months of it falling due,
 - (iv) the member is removed from membership by a resolution of the Board that it is in the best interests of the Company that its membership is terminated. A resolution to remove a member from membership may only be passed if
 - (a) the member has been given at least twenty-one clear 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,
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting,

PROVIDED ALWAYS that Holdco may not be removed from membership by a resolution of the Board.

General meetings

- 13
- (i) The Company must hold an annual general meeting in each calendar year and not more than fifteen months may elapse between successive annual general meetings.
 - (ii) The Board may call a general meeting at any time.

Notice of general meetings

14

- (i) The minimum period of notice required to hold a general meeting of the Company is fourteen clear days
- (ii) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights
- (iii) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Act and article 16
- (iv) The notice must be given to all the members and to the Board and the Auditors
- (v) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company

Proceedings at general meetings

15

- (i) No business shall be transacted at any general meeting unless a quorum is present
- (ii) A general meeting shall be quorate if Holdco is present either by an authorised representative or by proxy
- (iii) If
 - (a) a quorum is not present within half an hour from the time appointed for the meeting, or
 - (b) during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the chair of the meeting shall determine

- (iv) The Board must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting
- (v) General meetings shall be chaired by the Chair
- (vi) If the Chair is not present within fifteen minutes of the time appointed for the meeting, a director nominated by the Board shall chair the meeting
- (vii) If there is only one director present and willing to act, he or she shall chair the meeting
- (viii) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present shall appoint one of their number to chair the meeting
- (ix) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting be adjourned
- (x) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution
- (xi) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
- (xii) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice must be given of the reconvened meeting stating the date, time and place of the meeting
- (xiii) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
 - (a) by the person chairing the meeting, or
 - (b) by Holdco, or
 - (c) by at least two members present in person or by proxy and having the right to vote at the meeting, or
 - (d) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

(xiv)

- (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
- (b) The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded

(xv)

- (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made

(xvi)

- (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

(xvii)

- (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
- (c) The poll must be taken within thirty days after it has been demanded
- (d) If the poll is not taken immediately at least seven clear days' notice must be given specifying the time and place at which the poll is to be taken
- (e) If a poll is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting

Content of proxy notices

16

- (i) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
 - (a) states the name and address of the member appointing the proxy,
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Board may determine, and
 - (d) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- (ii) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- (iii) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- (iv) Unless a proxy notice indicates otherwise, it must be treated as –
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

Delivery of proxy notices

17

- (i) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person

- (ii) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (iii) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (iv) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

Written resolutions

18

- (i) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that
 - (a) a copy of the proposed resolution has been sent to every member,
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified their agreement to the resolution, and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date
- (ii) A resolution in writing may comprise several copies to which one or more members have signified their agreement
- (iii) In the case of a member that is an organisation, its authorised representative may signify its agreement

Votes of members

19 Every member shall have one vote

- (i) Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final
- (ii)

- (a) Any organisation that is a member of the Company may nominate any person to act as its representative at any meeting of the Company
- (b) The organisation must give written notice to the Company of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Company. The representative may continue to represent the organisation until written notice to the contrary is received by the Company
- (c) Any notice given to the Company will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Company shall not be required to consider whether the representative has been properly appointed by the organisation

The Board

20 Unless otherwise determined in General Meeting, the Board shall be constituted as follows

- (i) the Chair, being the chief executive officer of Holdco from time to time,
- (ii) one other non-executive director appointed by Holdco, being a non-executive director of Holdco,
- (iii) the Divisional CEO of the Company's infrastructure division, appointed by Holdco,
- (iv) the Divisional CEO of the Company's content division, appointed by Holdco, and
- (v) the FD, appointed by Holdco
- (vi) two non-executive directors from the board of Holdco as at 1 September 2012, to hold office until 31 December 2013, one representing the higher education sector, the other representing the further education sector,
- (vii) two non-executive directors from the Company's board as at 1 September 2012, to hold office until 31 December 2013, one representing the higher education sector, the other representing the further education sector, and
- (viii) other non-executive directors appointed at the discretion of Holdco to bring appropriate experience and knowledge to the Board

- 21 There shall be no limit as to the age at which a person may become or be a member of the Board or until which, having become a member of the Board, he/she may continue so to act
- 22 Any member of the Board may be removed from office by Holdco by notice in writing to the Company, notwithstanding anything in these Articles or in any agreement between the Company and such member of the Board and Holdco shall be entitled to appoint any person in his/her stead

Powers of the Board

23

- (i) The Board shall manage the business and affairs of the Company and may exercise all the powers of the Company, unless they are subject to any restrictions imposed by the Act, these Articles or any special resolution
 - (ii) No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Board
- 24 The members for the time being of the Board may act notwithstanding any vacancy in their body

Proceedings of the Board

- 25 The Board shall meet together at least three times a year (and more frequently as they may from time to time think fit) for the dispatch of business, and may adjourn and otherwise regulate their meetings as they think fit. A quorum shall be five directors until 31 December 2013 and three directors thereafter for meetings of the Board, of whom at least one shall, in either case, be a director referred to article 20 (i) or article 20 (ii)
- 26 Questions arising at any meeting of the Board shall be decided by a majority of votes, each director present having one vote. In case of an equality of votes the chair of the meeting shall have a second or casting vote
- 27 Holdco or any three members of the Board may, and on the request of Holdco or any three members of the Board, the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting
- 28 The Chair shall be entitled to preside at all meetings of the Board at which he/she shall be present. If at any meeting the Chair is not present within five minutes after

the time appointed for holding the meeting and willing to preside, the director referred to in article 20 (ii) shall chair the meeting

- 29 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 these Articles vested in the Board generally
- 30 All acts bona fide done by any meeting of the Board or by any person acting as a member of the Board, shall, notwithstanding it is afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Board
- 31 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 any committee established pursuant to article 34 of these Articles, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated
- 32 A resolution in writing signed by all the members for the time being of the Board who are entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted Any such resolution may consist of several documents in the like form (including in electronic form) and signed by one or more of the Board for the time being entitled to receive notice of a meeting of the Board
- 33 A member of the Board shall be treated as present at a meeting of the Board notwithstanding that he/she is not physically present if he/she is in communication with the meeting by telephone, video or other telecommunication link and, for the purpose of these Articles, meetings of the Board shall include meetings held by telephone, video or any other form of telecommunication link provided that
- (i) all members of the Board have received notice of the meeting and the means of communication to be employed therefor, and
 - (ii) the telephone, video or telecommunication link is so arranged that it is possible for each member of the Board to hear and be heard by each other person participating in the meeting and the terms "meeting" and "meet" shall be construed accordingly

Committees

- 34 The Board may delegate any of their functions to committees. Such committees shall consist of such persons as the Board think fit, so long as one or more of such persons is a Board member. Any committee so formed shall, in exercise of the powers so delegated, conform to all regulations imposed upon it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these 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. The acts and proceedings of such committees shall be reported fully to the Board.

Disqualification of Directors

- 35 The office of a director shall be vacated if
- (i) he/she is removed from office pursuant to article 22,
 - (ii) by notice in writing to the Company he/she resigns his/her office,
 - (iii) he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally,
 - (iv) he/she becomes of unsound mind,
 - (v) he/she ceases to hold office by virtue of any provision of the Act or he/she becomes prohibited by law from being a director of the Company,
 - (vi) in the case the director referred to in article 20 (ii) who is required to be a non-executive director of Holdco, he/she ceases to be a non-executive director of Holdco,
 - (vii) in the case of the Chair, he/she ceases to be the chief executive officer of Holdco, or
 - (viii) in the case of the Divisional CEOs and the FD, he/she ceases to be employed by the Company in that capacity

Executive Directors

- 36 The Board may entrust to and confer upon an Executive Director such of the executive powers exercisable under these Articles by the Board as they may think fit, and may confer those powers for such time, and to be exercised for such object and purposes, and upon such terms and conditions, and with such restrictions, as they

may consider expedient, and they may revoke, withdraw, alter or vary all or any of those powers

Secretary

- 37 The Secretary shall be appointed by Holdco for such term, at such remuneration and upon such conditions as Holdco shall think fit and any Secretary so appointed may be removed by Holdco. The provisions of sections 283 and 284 of the Act shall apply

Conflicts of Interest

- 38 If a conflict of interests arises for a member of the Board because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in these Articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply
- (i) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
 - (ii) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum is present at the meeting, and
 - (iii) the unconflicted directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying

Seal

- 39 The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board or one member of the Board and the Secretary and the said members or member and Secretary (whichever is the case) shall sign every instrument to which the Seal be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed

Minutes

- 40 The Board must keep minutes of all
- (i) appointments made by the Board,
 - (ii) proceedings at meetings of the Company,
 - (iii) meetings of the Board and committees of Board including

- (a) the names of the directors present at the meeting,
- (b) the decision made at the meetings, and
- (c) where appropriate the reasons for the decisions

Accounts

41

- (i) The Board must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Council or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- (ii) The Board must keep accounting records as required by the Act

Audit

42

- (i) The Company's accounts for each financial year shall be audited in accordance with the Act
- (ii) The Auditors shall be appointed and its duties regulated in accordance with the Act

Means of communication to be used

43

- (i) Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Company
- (ii) Subject to these Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being

44 Any notice to be given to or by any person pursuant to these Articles

- (i) must be in writing, or

- (ii) must be given in electronic form

45

- (i) The Company may give any notice to a member either
 - (a) personally, or
 - (b) by sending it by post in a prepaid envelope addressed to the member at its address, or
 - (c) by leaving it at the address of the member, or
 - (d) by giving it in electronic form to the member's address
- (ii) A member who does not register an address with the Company shall not be entitled to receive any notice from the Company

46 A member present at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called

47

- (i) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- (ii) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Act
- (iii) In accordance with section 1147 of the Act notice shall be deemed to be given
 - (a) 48 hours after the envelope containing it was posted, or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent

Indemnity

48 The Company shall indemnify any director or other officer or former director or other officer against any liability incurred by him or her in the capacity of director or other officer, to the extent permitted by sections 232 to 234 of the Act

49 The Company may indemnify the Auditors against any liability incurred by them

- (i) in defending proceedings (whether civil or criminal) in which judgment is given in their favour or they are acquitted, or
- (ii) in connection with an application under section 1157 of the Act (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to them by the court