Company Number 3005819

THE COMPANIES ACT 1985 – 2006

A COMPANY LIMITE BY GUARANTEE

SPECIAL RESOLUTION

of

BETTER CHOICES LIMITED

("the Company")

At a General Meeting of the Company, duly convened and held in the Manchester and Trafford Boardroom, Churchgate House, 56 Oxford Street, Manchester, on the 6th day of November 2008 the following Resolution was duly passed as a Special Resolution of the Company

SPECIAL RESOLUTION

That the Memorandum and Articles of Association set out in the copy documents attached to the notice of meeting be approved and adopted as the Memorandum and Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Memorandum and Articles of Association thereof

It was noted that a copy of the amended Memorandum and Articles of Association should be initialled by the Chairman and filed at Companies House

Chairman

THURSDAY
AHIUW4SV
A25 13/11/2008 166
COMPANIES HOUSE

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The Companies Act 1985 - 2006

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

Of

BETTER CHOICES LIMITED

1 The Company's name is Better Choices Limited

2 The Company s registered office is to be situated in England and Wales

3 The Company's objects are to

(a) support young people in making a successful transition to adult working life, provide impartial information, advice and guidance to help young people make appropriate decisions relating to personal development, education, training and work, help young people to secure appropriate opportunities for personal development, education, training and work, maintain effective contact until the young person is settled in work or Higher Education, and ensure that the needs of young people are reflected in the strategies, policies and practices of other agencies

(b) promote and provide education and training and retraining of the public and to improve the skills of the workforce by devising, implementing and monitoring training and education programmes for young people and adults requiring new skills, knowledge and technical training

3 1 In furtherance of the above objects but not further or otherwise the Company shall have the following powers -

3 1 1 To borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the board of directors may think fit

3 1 2 To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or part in such circumstances as the board or directors may think fit

3 1 3 To lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company

3 1 4 To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable or mercantile instruments.

3 1 5 To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company,

3 1 6 To invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as the board of directors may think 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

3 1 7 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the board of directors may think necessary for the promotion of the Company's objects

3 1 8 Subject to Clause 4 below to employ, hire or otherwise obtain and to pay reasonable and proper remuneration to the officers, employees and professional advisers of the Company and any other persons or persons for the objects of the Company or any of them

3 1 9 To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants

3 1 10 To purchase and maintain, for the benefit of any director, officer or auditor of the Company, insurance against any liability as is referred to in section 310(1) of the Act and, subject to the provisions of the Act, against any other liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer or auditor and, subject also to the provisions of the Act, to indemnify any such person out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto and,

without prejudice to the foregoing, to grant any such indemnity after the occurrence of the event giving rise to any such liability

3 1 11 To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 below and to purchase or otherwise acquire and undertake all such part of the property, assets liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body

3 1 12 To do all or any of the things hereinbefore authorised either alone or in conjunction with any other organisation, institution society or body with which this Company is authorised to amalgamate

3 1 13 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company

3 1 15 To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may to the board of directors seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the board of directors may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions

3 1 16 Either with or without security, to give financial assistance by way of loans, donations or subscriptions or otherwise to any individual, firm or company for the purpose of furthering the objects of the company

3 1 17 To do all such other lawful things as are necessary for the attainment of the above objects or any of them

4 The liability of the members is limited

5 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1 00) to the Company's assets if it should be wound up while he is a member, or

within one year after he ceases to be a member, for payment of the Company s debts and liabilities 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

The Companies Act 1985 - 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

BETTER CHOICES LIMITED

1 Preliminary

The Regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Company and these Articles alone shall constitute the regulations of the Company

2 Interpretation

In these Articles the following expressions have the following meanings unless inconsistent with the context

"the Act"	the Companies Act 1985 - 2006 including statutory modification or re-enactment thereof for the time being in force
"these Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
"the Board"	The board of directors for the time being appointed pursuant to the Articles
"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"the Company"	Better Choices Limited

"the directors"	the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company
"ESL Director"	a director nominated by Economic Solutions Limited who is not the Chairman or a Voluntary Sector Director
"executed"	includes any mode of execution
"Voluntary Sector Director"	a director nominated by Economic Solutions Limited who is from the voluntary sector
"office"	the registered office of the Company
"the seal"	the common seal of the Company (if any)

"secretary' the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary

"the United Kingdom"	Great Britain and Northern Ireland

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company

3. Members

3 1 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be members of the Company

3 2 Economic Solutions Limited may freely transfer its membership to any subsidiary company (as defined in the Act) and any company so becoming a member shall have the same right of transfer pursuant to this clause 3 2 Clauses 3 3 to 3 5 shall not apply to any transfer pursuant to this clause 3 2

3 3 No person shall be admitted as a member of the Company unless he is approved by the members Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require to be executed by him agreeing to be bound by the Memorandum of Association of the

Company and these Articles and being so admitted his name shall be entered in the register of members of the Company

3 4 The directors shall have an absolute discretion in determining whether to accept or reject any application for membership and shall not be bound to assign any reason for their decision but nothing in these Articles shall entitle the directors to discriminate in any way between applicants for membership by reason of race, colour, sex or creed

3 5 Subject to all money presently payable by him to the Company pursuant to any rules or bye-laws made by the directors pursuant to Article 23 or otherwise having been paid, a member may at any time withdraw from the Company by giving at least seven clear days' notice in writing to the Company provided that after such retirement the number of members remaining is not less than one Membership shall not be transferable and shall cease on death or winding up

4 General Meetings

4 1 The Directors may whenever they think fit and, on the requisition of members pursuant to the provisions of the Act, shall convene a General Meeting in accordance with the provisions of the Act If at any time there are not within the United Kingdom sufficient Directors to call a General Meeting, any Director or any member of the Company may convene a General Meeting

5. Notice of general meetings

5 1 Subject to the provisions of these Articles notice of general meetings shall be given to all members, to all directors and to the auditors

5 2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

6. Proceedings at general meetings

6 1 No business shall be transacted at any general meeting unless a quorum of members is present One person entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum If within half an hour from the time appointed for the

general meeting a quorum is not present the general meeting shall stand adjourned to the same day and at such other time and place as the directors may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place

6 2 The chairman, if any, of the directors shall preside as chairman at 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 directors present shall elect one of their number to be chairman of the meeting

6 3 If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the general meeting, the members present shall choose one of their number to be chairman of the meeting

6 4 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting

6 5 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken 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 notice of an adjournment or of business to be transacted at an adjourned meeting

6 6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded Subject to the provisions of the Act, a poll may be demanded

6 6 1 by the chairman, or

6 6 2 by one member having the right to vote at the meeting, or

6 6 3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting and a demand by a person as a proxy for a member shall be the same as a demand by the member

6 7 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution

6 8 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made

6 9 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

6 10 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any vote which he may have

6 11 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made

6 12 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded In any case at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken

6 13 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he

was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members

7. Votes of Members

7 1 On a show of hands every member (being an individual) present in person or by proxy (not being himself a member entitled to vote) or (being a corporation) is present by a duly authorised representative or proxy (not being himself a member entitled to vote) shall have one vote and on a poll every member present in person or by proxy or by a duly authorised representative (as the case may be) shall have one vote

7 2 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, by his receiver, curator bonis or other person authorised in that behalf Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable

7 3 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company pursuant to any rules or bye-laws made by the directors under Article 23 or otherwise have been paid

7 4 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive

7 5 A member shall not be entitled to appoint more than one proxy to attend on the same occasion Any such proxy shall be entitled to cast the votes to which he is entitled in different ways

7 6 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)

"[Better Choices] Limited

I [ ] of [ ] being a member of the above named Company, hereby appoint [ ] of [ ] or failing him [ ] of [ ] as my proxy to vote for me in my name and on my behalf at the general meeting of the Company to be held on [20], and at any adjournment thereof

Signed on [ ] "

7 7 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)

"Better Choices Limited

I [ ] of [ ] being a member of the above named Company, hereby appoint [ ] of [ ] or failing him [ ] of [ ] as my proxy to vote for me in my name and on my behalf at the general meeting of the Company to be held on [ ], and at any adjournment thereof

This form is to be used in respect of the resolutions mentioned below as follows
Resolution No 1 * for * against
Resolution No 2 * for * against
*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he things fit or abstain from voting
Signed on [ ] "

7 8 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

7 9 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority notarially or in some other way approved by the directors may

7 9 1 be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or

7 9 2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or

7 9 3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of that meeting or to the secretary or to any director,

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

7 10 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

8. Number of directors

Unless otherwise determined by ordinary resolution the number of directors shall not be subject to any maximum but shall not be less than **one**

9. No alternate directors

A director shall not be entitled to appoint an alternate director

10 Powers of directors

10 1 Subject to the provisions of the Act, the Memorandum of Association of the Company and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company No alteration of the Memorandum of Association or of these Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given The powers given by this Article 10 1 shall not be limited by any special power given to the directors by these Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors

10 2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine provided that not less than one director shall be required to sign all cheques drawn against the Company

11. Delegation of directors' powers

The directors may delegate any of their powers to any committee consisting of one or more directors and such other persons (if any) not being directors co-opted on to such committee as the directors think fit provided that the number of co-opted persons not being directors shall not exceed one half of the total number of members of such committee Any such delegation may be made subject to any conditions the directors may impose and may be collateral to their own powers and may be revoked or altered Subject to any such conditions the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying

12 Appointment and retirement of directors

The Board shall consist of the following

12 1 A Chairman from the private sector nominated by Economic Solutions Limited

12 2 Two persons nominated by Manchester City Council one of whom shall be a senior authority executive with responsibility for delivery of the Connexions service

12 3 Two persons nominated by Salford City Council one of whom shall be a senior authority executive with responsibility for delivery of the Connexions service

12 4 Two persons nominated by Tameside Metropolitan Borough Council one of whom shall be a senior authority executive with responsibility for delivery of the Connexions service

12 5 Two persons nominated by Rochdale Metropolitan Borough Council one of whom shall be a senior authority executive with responsibility for delivery of the Connexions service

12 6 Two ESL Directors

12 7 Up to one Voluntary Sector Director

12 8 The Chief Executive for the time being of the Company

13 **Advisers to the Board**

The Board may at any time appoint up to four advisers from the education and voluntary sectors to attend such meetings as the Board so directs to advise but not direct the Board on matters of strategy and matters relating to the affairs of the geographical areas in which the Company operates

14 **Disqualification and removal of directors**

The office of a director shall be vacated if -

14 1 He ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director, or

14 2 He becomes bankrupt or makes any arrangement or composition with his creditors generally, or

14 3 He is, or may be, suffering from mental disorder and either -

14 3 1 He is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

14 3 2 An order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or

14 4 He resigns his office by notice to the Company, or

14 5 He shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated

14 6 Having been nominated as a director by any person entitled by these Articles to nominate directors to the Board forthwith upon the giving by such person of notice in writing to the Secretary removing that director from the Board

15 **Proceedings of the directors**

15 1 Subject to the provisions of these Articles, the directors may regulate their meetings, as they think fit A director may, and the secretary at the request of a director shall call a meeting of the directors ESL Directors shall have four votes each at any meeting at which they are both present At any meeting where only one ESL Director is present, he/she shall have eight votes All other Directors shall have one vote each Questions arising at a 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 Notice of every meeting of the directors shall be given to each director, including directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service

15 2 Any director may participate in a meeting of the directors or a committee constituted pursuant to Article 11 of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is

15 3 The quorum for the transaction of the business of the directors may be fixed by the directors, and unless so fixed at any other number, shall be two, of whom one must be a person nominated pursuant to clauses 12 1 or 12 6 and one must be a person nominated pursuant to clauses 12 2, 12 3, 12 4 or 12 5

15 4 The directors may appoint one of their number to be the chairman of the board of directors during the absence of the Chairman and may remove him from that office

15 5 All acts done by any meeting of the directors or of a committee constituted pursuant to Article 11, or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any director or person acting as aforesaid, or that they or any of them were disqualified from holding office of had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote

15 6 A resolution in writing, signed by all the directors entitled to receive notice of a meeting of directors or of a committee constituted pursuant to Article 11 shall be valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) such a committee duly convened and held and may consist of several documents in the like form each signed by one or more directors or members of the committee (as the case may be)

17.

16 Secretary

16 1 Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them, provided always that no director may hold office as secretary where such office is remunerated

16 2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary

17 Minutes

The directors shall cause minutes to be made in books kept for the purposes -

17 1 Of recording the names and addresses of all members, and

17 2 Of all appointments of officers made by the directors, and

17 3 Of all proceedings at meetings of the Company and of the directors and of committees constituted pursuant to Article 11 including the names of directors and members (as appropriate) present at each such meeting

18 The seal

If the Company has a seal it shall only be used with the authority of the directors or of a committee constituted pursuant to Article 11 which is comprised entirely of directors The directors may determine who shall sign any instrument to which the seal is affixed shall be signed by one director and by the secretary or another director

19 Accounts

No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the directors or by resolution of the Company

20 Notices

20 1 Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the Directors) shall be in writing or shall be given using electronic communication to an address for the time being notified for that purpose to the person giving the notice

In this regulation, "address", in relation to electronic communication, includes any number or address used for the purpose of such communications

20 2 The Company may also give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address for the time being notified to the Company by the member A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communication, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company

In this regulation, "address", in relation to electronic communication, includes any number or address used for the purpose of such communications

20 3 A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called

20 4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent

20 5 Subject always to 5 2 above,notice of every General Meeting shall be given to those people entitled to receive notice under the Act

21 Winding up

Clause 5 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles

22 Indemnity

22 1 In the lawful execution of his duties and the exercise if his rights in relation to the affairs of the Company (and without prejudice to any indemnity to which he may otherwise be entitled) every director or other officer of the Company shall be entitled to be indemnified

out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by him and arising by reason of any improper investment made by or for the Company in good faith (so long as he shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by him in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by him or by reason of any other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the part of the director or other officer of the Company who is sought to be made liable

22 2 The directors shall have power to purchase and maintain at the expense of the Company for the benefit of any director, officer or auditor of the Company insurance against any such liability as is referred to in section 532 of the 2006 Companies Act and, subject to the provisions of the Companies Acts, against any other liability which may attach to him for loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer or auditor

23 Rules or bye-laws

23 1 The directors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing it may by such rules or bye-laws regulate -

23 1 1 The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members,

23 1 2 The conduct of members of the Company in relation to one another, and to the Company's servants,

23 1 3 The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes,

23 1 4 The procedure at general meetings and meetings of the directors and committees constituted pursuant to Article 11 in so far as such procedure is not regulated by these Articles,

23 1 5 And, generally, all such matters as are commonly the subject matter of such rules,

Provided, nevertheless, that no rule or bye-law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum of Association of the Company or these Articles,

23 2 The Company shall have power to alter or repeal the rules or bye-laws referred to in Article 23 1 and to make additions thereto The directors shall adopt such means as they deem sufficient to bring to the notice of members all such rules or bye-laws made pursuant to this Article 23 which, so long as they shall be in force, shall be binding on all members