

THE COMPANIES ACT 1985 (as amended)

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF CNRD 2002 LIMITED ("the Company")

COMPANY NUMBER 04423402

INTERPRETATION

THURSDAY



A13 06/10/2022 #117
COMPANIES HOUSE

1. In these regulations:

"Alternate" or "Alternate Director"	has the meaning given in clause 37
"Articles"	means the Articles of the Company
"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 and the day for which it is given or on which is it to take effect.
"Clozapine"	means the drug Clozaril and any branded generic drug whose active ingredient is clozapine.
"Communication"	means the same as in the Electronic Communications Act 2000
"Company"	means the Company intended to be regulated by these Articles.
"Electronic Communication"	means the same as in the Electronic Communications Act 2000
"Executed"	includes any mode of execution
"Member Director"	means an appointed director nominated by a Member
"Membership Agreement"	means a Deed of Membership between Mylan Products Limited, Britannia Pharmaceuticals Limited and Leyden Delta BV and the Company dated September 2022 (as the same may be modified or replaced from time to time)
"Independent Director"	means a director appointed by the Board in accordance with clause 34 who must be completely independent of the Members
"Office"	means the registered office of the Company

"Patient Monitoring System"	means a system for monitoring the haematological reaction of the individuals exposed to Clozapine.
"Secretary"	means any Secretary of the Company or any other person who may be appointed to perform the duties of the Secretary of the Company
"the Act"	means the Companies Act 2006 including any statutory modification or re-enhancement thereof for the time being in force.
"United Kingdom"	means Great Britain and Northern Ireland

Unless the context otherwise requires, words or expressions contained in these Regulations bear the same meaning as in the Act including any statutory modification not in force when these regulations become binding on the Company.

In these Articles: words importing the masculine gender only shall include the feminine and words importing persons shall include corporations. Words importing the singular number only shall include the plural number and vice versa.

2. The Company is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. (a) The subscribers to the Memorandum of Association of the Company and such other person as are admitted to membership in accordance with these Articles and the Membership Agreement shall be Members of the Company. No person shall be admitted as a Member of the Company unless he has a Patient Monitoring System for the drug Clozapine approved by the Medicines and Healthcare Products Regulatory Agency, , and is approved by the Directors. Every person who wishes to become a Member shall deliver to the Company an application for membership, in such form as the Directors require, Executed by him.

(b) Every person who wishes to become a Member shall provide documentary evidence that the applicant is an actively trading legal entity; failing which shall provide a financial guarantee from a relevant actively trading legal entity agreeing to indemnify the Company against any reasonable loss, damage, costs and expenses which may be incurred as a result of any failure or breach on the part of the applicant to meet the financial and further obligations of being a Member in accordance with the requirements of the Membership Agreement.

4. A Member may at any time withdraw from the Company by giving at least six months' notice to the Company. Membership shall not be transferrable.

GENERAL MEETINGS

5. Deleted.
6. The Directors may whenever they think fit convene a General Meeting and the General Meetings shall also be convened on such requisition or in default may be convened by such requisitions, as provided by Section 303 of the Companies Act 2006. If at any time there are not sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company or, if there is only one Member, the sole Member may convene a General Meeting in the same manner as nearly as possible as that in which Meetings of Directors may be convened by the Directors.
7. A General Meeting and a Meeting called for the passing of a Special Resolution or Resolution appointing a Member as a Director shall be called by at least 21 Clear Days' notice in writing and a Meeting of the Company or a Meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall specify the time and place of the meeting and in case of special business, the general nature of that business to be transacted.. The Notice shall be given to all the Members, to the Auditors and provided that a Meeting of the Company shall, notwithstanding that it is called by a shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed.
 - (a) in the case of a General meeting by all the Members entitled to attend and vote thereat
 - (b) in the case of any other Meetings by a majority vote in a number of the Members having a right to attend and vote at the Meeting, being a majority representing not less than 95% of the total voting rights at that Meeting of all the Members
8. Deleted
9. In every notice of a General Meeting, there shall appear the statement in relation to the rights of a member to appoint a proxy

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at a General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors in the place of those retiring and appointment and the fixing of remuneration of the Auditors.
11. (a) No business shall be transacted at any General Meetings unless a quorum of the Members is present at the time when the Meeting proceeds to business. Save as herein otherwise provided, three Members present in person or by proxy shall be a quorum.

(b) Where the membership of the Company falls below three, the quorum requirements shall be satisfied by both Members where there are two or the sole Member where there is only one, present in person or by proxy.
12. If a quorum is not present within half an hour from the time appointed for a General Meeting, then the General Meeting, if convened upon the requisition of Members, shall be dissolved: in any case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the Meeting the Members present shall be a quorum.
13. The Chairman, if any, of the Board of Directors or in his absence some other Director nominated by the Directors shall preside as Chairman of the meeting, but if neither the Chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be Chairman and, if there is only one Director present and willing to act, he shall be Chairman.
14. If no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be Chairman

15. The Chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

16. A resolution put to the vote of a 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 Companies Act, a poll may be demanded:

- (a) by the Chairman; or
- (b) by at least two Members having the right to vote at the meeting; or
- (c) 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 proxy for a Member shall be the same as a demand by the Member.

17. 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 shall be conclusive evidence of the fact that without proof of the number or proportion of the votes recorded in favour or against the resolution.

18. 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.

19. 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.

20. 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. If a poll is demanded before the declaration of the result or a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand has not been made.
21. No notice needs to 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 other case at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
22. 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 and 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.
23. Subject to the provisions of the Act, a Resolution in writing signed by all the Members for the time being entitled to receive Notice of and to attend and vote at a General Meeting of the Company shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

VOTES OF MEMBERS

24. Subject as hereinafter provided every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.
25. No member shall be entitled to vote at any general meeting unless all monies payable by him to the Company have been paid.
26. No objection shall be raised to the qualification of a 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.

27. The appointment of a proxy shall be in writing. Executed by or on behalf of the appointer.
28. Any organisation which is a Member of the Company may by resolution of its board or other governing body appoint such a person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise.
29. The appointment of a proxy and any authority under which it is Executed or a copy of such authority certified or in some other way approved by the directors may:
 - (a) in the case of an instrument in writing be deposited at the Office or at such other place within the United Kingdom as is specified 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 proposes to vote; or
 - (aa) in the case of an appointment contained in an Electronic Communication, where an address has been specified for the purpose of receiving Electronic Communications
 - (i) in the notice convening the meeting; or
 - (ii) in any instrument of proxy sent out by the Company in relation to the meeting; or
 - (iii) in any invitation contained in an Electronic Communication to appoint a proxy issued by the Company in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote.

- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received 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
- (c) 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 or to the Secretary or to any Director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this regulation and the next, "address", in relation to Electronic Communications, includes any number of addresses used for the purpose of such Communications.

30. 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 or, where the appointment of the proxy was contained in an Electronic Communication, at the address at

which such appointment was duly received before the commencement of the meeting or adjourned meetings 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

DIRECTORS AND ALTERNATE DIRECTORS

31. The first Directors shall be those persons named in the statement delivered pursuant to the Companies Act, who shall be deemed to have been appointed under the Articles. Future Directors shall be appointed as provided subsequently in the Articles.
32. Every Member of the Company shall be entitled to nominate one Member Director only.

33. A Member may remove an Member Director appointed by it and propose to nominate a new Member Director in his place. The proposed appointment shall be considered and approved by all the other Members if all of the following conditions are satisfied:
- o The new proposed Member Director shall submit a formal application including his curriculum vitae, a letter of intent to act as director and a completed Company questionnaire on conflicts of interest.
 - o Notice of the intention to nominate another Member Director shall be given by the proposing Member to both the Company and the other Members. The proposing Member must endeavour to provide such notice at the earliest possible opportunity.
 - o The other Members shall accept or reject the application within 14 days of receipt of both application and notice, whichever the later. Any decision shall be set out in writing and proposed formally in a Members resolution. Should acceptance or rejection of an application not be received within 14 days then the proposed appointment shall be deemed not to have been accepted.
 - o Future applications of a rejected applicant shall be permitted.
34. The Board of Directors may appoint a person who is willing to act as an Independent Director, the appointment of which must be by unanimous agreement of the Member Directors.
35. The Directors shall ensure that there are a minimum of two Independent Directors at all times, but if less than two will continue to be able to continue to carry out Company business.
36. An Independent Director wishing to resign may do so with 60 days written notice to the Company. The Company may remove an Independent Director by giving 30 days written notice to the Independent Director.
37. Any Member Director (other than an Alternate Director) may in writing, or by means of an Electronic Communication, appoint any other Director, to be an Alternate Director and may remove any Alternate Director so appointed by

him.

Any Alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointer is a Member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointer as Director in his absence but shall not be entitled to receive any remuneration from the Company for his services as Alternate Director.

An Alternate Director shall cease to be an Alternate Director if his appointer ceases to be a Director; but, if a Director retires but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an Alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

Any appointment or removal of an Alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.

Save as otherwise provided in these Articles, an Alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

POWERS OF DIRECTORS

38. Subject to the provisions of the Act, the Memorandum, the Articles and the Membership Agreement 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 or 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 regulation shall not be limited by any special power given to the Directors by the Articles and a meeting of Director at which a quorum is present may exercise all powers exercisable by the Directors.
39. The Directors may, by power of attorney or otherwise, appoint any person to be the agent

of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

40. The Directors shall have powers to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects of the Company and to enter into contracts on behalf of the Company.

DELEGATION OF DIRECTORS' POWERS

41. The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any Managing Director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of 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.

APPOINTMENT AND RETIREMENT OF DIRECTORS

42. Save for the persons who are deemed to have been appointed as the first Directors of the Company on incorporation pursuant to Section 13(5) of the Act no person who does not represent a Member of the Company shall in any circumstances be eligible to hold office as Director with the exception of Independent Directors.
43. (a) There shall be no maximum number of Directors and the minimum number of Directors shall be one. There shall always be an equal number of Member Directors from each Member.
- (b) No Director shall be liable to retire by rotation.
44. Subject as aforesaid, the Company may, by unanimous agreement, appoint a person who is willing to act to be a Director either to fill a

vacancy or as an additional Director.

45. The Directors may, by unanimous agreement, appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any other number fixed by or in accordance the Articles as the maximum number of Directors.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

46. The office of a Director shall be vacated if –

- (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
- (d) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
- (e) he resigns his office by notice to the Company; or
- (f) he shall for more than 80% of the board meetings at which he was entitled to attend during the preceding 12 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.

- (g) The company he represents ceases to be a Member of the Company

DIRECTOR'S EXPENSES

47. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in convention with their attendance at meetings of Directors or committees of Directors or otherwise in connection with the discharge of their duties.

DIRECTOR'S INTERESTS

48. Subject to the provisions of the Companies Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a Director notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or agreement with the Company or in which the Company is otherwise interested
- (b) may be a Director or other officer of, or employed by, or a party to and transaction or agreement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

49. For the purpose of notification

- (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF DIRECTORS

50. Meetings of the Directors shall be convened and held at least once every six months and a written agenda for each meeting of the Directors specifying the matters to be raised at the meeting shall be sent (together with the notice convening the meeting) not less than seven days before the date of the meeting to all the Directors (or their Alternates) entitled to receive notice of the meeting.

At any meeting of the Directors or of any committee of the Directors, subject to disclosing his interest therein, a Director may vote on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted: and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting..

51. The Directors shall cause minutes or written records to be made in books kept for the purpose:-

(a) of all appointments of officers made by the Directors;
and

(b) of all proceedings at

meetings of the Company and of
the Directors and of
committees of Directors
including
the names of the
Directors present at
each such
Meeting; and

(c) of all decisions taken by
a sole Member when the
Company has only one
Member which may
have been
taken by the Company
in General Meeting and
which
have effect as if agreed
in General Meeting; and

(d) of all written resolutions
passed by the Company.

52. A meeting of the Directors may consist of a
conference between Directors, some or all of
whom are in different places provided that each
Director who participates is able:

(a) to hear each of the other
participating Directors
addressing the meeting;
and

(b) if he so wishes, to
address all of the other participating
Directors
simultaneously, whether
directly, by
conference telephone or
by other form of
Communications
equipment (whether in
use when
these Articles are
adopted or not) or by a
combination
of those methods.

53. Subject to the provisions of the Articles and
the Membership Agreement, the Directors may
regulate their proceedings as they think fit. A
Director may call a meeting of the Directors.
Questions arising at a meeting shall be
decided by a majority of votes.

54. (a) Save as herein otherwise provided, the

quorum for the transaction of the business of the Directors shall be at least 50% of the Independent Directors and two thirds of the Member Directors. Where the business of the meeting is to appoint a director, the quorum shall be all of the Directors for the time being.

(b) Where a member is deemed to have resigned or be removed from membership for whatever reason, any Director appointed by said Member will not be counted in the quorum and in such cases the quorum requirements will be met by all remaining Directors for the time being.

55. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a General Meeting. A vacancy will not be deemed to have arisen for the purposes of this article as a result of article 54(b) above.
56. The Directors may appoint one of their number to be the Chairman of the Board of Directors and if appointed shall use their best endeavours to ensure that the post of Chairman is held by a non-executive director. The post of Chairman shall subject to annual review by the Members. Upon such review, the Members may decide whether to renew the current director in the post of chairman for a further year or to appoint a new chairman. The chairman shall not have casting vote. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chairman of the meeting.
57. Subject to articles 51 (b) above, all acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or 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.

58. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one of more Directors; but a resolution signed by an Alternate Director need not also be signed by his appointer and, if it is signed by a Director who has appointed an Alternate Director, it need not be signed by the Alternate Director in that capacity.
59. Save as otherwise provided by the Articles, a Director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
- (a) the resolution related to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries.
 - (b) The resolution related to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of a security;
60. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.
61. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employment with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to one

vote in respect of each resolution except that concerning his own appointment.

62. If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

SECRETARY

63. Subject to the provisions of the Act, the Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they think fit; and any Secretary so appointed may be removed by unanimous agreement by all the Directors.

ACCOUNTS

64. All Members shall have the right to inspect any accounting records or other book or document of the Company.

COMPANY SEAL

65. The Company shall not be required to, but may, at the discretion of the Directors, keep a common seal. If such a seal is kept, it shall only be used with the authority of the Directors, or of a committee of the Directors authorised by the Directors, and the Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and the Secretary or a second Director.

RULES OR BYELAWS

66. The Directors may from time to time make such Rules or Byelaws as they consider necessary or convenient for the right and proper execution and government of the Company and for the purposes of laying down the categories and terms of Membership in particular as to:-

(a) the admission and classification of Members of the Company and their respective rights and privileges and

the terms of membership, resignation of membership and any fees, charges and contributions payable by the Members.

(b) the behaviour of Members of the Company in relation to each other and to the Company and any of the Company's servants.

(c) the line of conduct at Meetings and committees of Directors of the Company in so far as such a line of conduct is not directed by these Articles.

67. Any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using Electronic communications to an address for the time being notified for that purpose to the person giving the notice.

In this regulation and the next, "address" in relation to Electronic Communications includes any number or address used for the purpose of such Communications.

68. The Company may give any notice to a Member or Director as applicable either personally or by sending it by post in a prepaid envelope addressed to the Member or Director as applicable at his registered address or by leaving it at that address or by giving it using Electronic Communications to an address for the time being notified to the Company by the Member or Director as applicable. A Member or Director 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 Communications, shall be entitled to have notices given to him at that address, but otherwise no such Member or Director shall be entitled to

receive any notice from the Company.

69. 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.
70. Proof that an envelope containing a notice was properly containing 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 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.
71. The accidental omission to give notice of a meeting to, or on the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

INDEMNITY

72. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer, official or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
73. Every Director, officer or official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.