

**THE COMPANIES ACT 2006  
SPECIAL RESOLUTION  
Solicitors for the Elderly Limited  
CHANGE OF ARTICLES OF ASSOCIATION**

At a AGM meeting of the members of the above-named company, duly convened and held at Bolt Burdon Solicitors, Providence House, Providence Place, London, N1 0NT

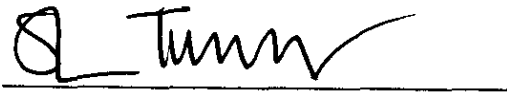
The following Special Resolution was duly passed:

That the Articles of Association of the company be modified as follows:

1. New document attached

DATED: 20<sup>th</sup> March 2019

SIGNED:



Secretary

WEDNESDAY



A16 \*A85IZ8IY\* #150  
15/05/2019  
COMPANIES HOUSE

**Companies Act 1985**

**Company limited by guarantee and not having a share capital**

**ARTICLES OF ASSOCIATION OF**

**SOLICITORS FOR THE ELDERLY LIMITED**

**adopted by written resolution dated 20<sup>th</sup> March 2019**

**1. Interpretation**

In these articles

**'the Act'** means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

**'the articles'** means the articles of association of the Company;

**'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;

**'communication'** means the same as in the Electronic Communications Act 2000;

**'director'** means a director of the Company for the purposes of the Act;

**'electronic communication'** means the same as in the Electronic Communications Act 2000;

**'executed'** includes any mode of execution;

**'Member'** means a member of the Company for the purpose of the Act;

**'office'** means the registered office of the Company;

**'Regional Director'** means the chair of a regional group of the Company, formed in accordance with rules set out by the directors from time to time, and elected by the members of a regional group in accordance with that group's usual practices;

**'the seal'** means the common seal of the Company;

**'secretary'** means 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'** means Great Britain and Northern Ireland; and  
unless the context otherwise requires, words or expressions contained in these articles 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.

## 2. **Members**

2.1 The Company must keep a register of Members as required by the Act. The Members are:

- (a) The directors of the Company; and
- (b) Such Regional Directors who are admitted to membership by the directors from time to time.

2.2 There shall be two classes of Member as follows:

- (a) 'A Members' who shall be the directors; and
- (b) 'B' Members who shall be the Regional Directors admitted to membership in accordance with article 2.1(b) (save that if a Regional Director is also a director, that person shall be an 'A' Member for the purposes of these articles).

2.3 The directors shall have the power to determine different classes of membership in addition to the 'A' Members and the 'B' Members and shall make such regulations concerning the involvement of such other members and may require such other members to pay an annual subscription, but such other members shall not be Members. The current additional classes of membership are:

- (a) **Full Accredited Members**, who are individuals who fulfil the criteria for Full Accredited Membership set out by the directors from time to time and who are admitted to Full Accredited Membership by the directors;
- (b) **Full Members**, who are individuals who fulfil the criteria for Full Membership set out by the directors from time to time and who are admitted to Full Membership by the directors;
- (c) **Associate Members**, who are individuals who fulfil the criteria for Associate Members set out by the directors from time to time and who are admitted to Associate Membership by the directors.
- (d) **Scottish Registered Paralegal Members (Scotland only)**, who are individuals who fulfil the criteria for Scottish Registered Paralegal Members set out by the directors from time to time and who are admitted to Scottish Registered Paralegal Membership by the directors.
- (e) **Student Members**, who are individuals who fulfil the criteria for Student Members set out by the directors from time to time and who are admitted to Student Membership by the directors
- (f) **Honorary Members**, who are invited by the directors for their contributions to the field of the Older Client law.

2.4 Those becoming members in accordance with article 2.3 above shall be required to pay such annual subscriptions as the directors shall in their absolute discretion think fit.

2.5 For the purposes of the remaining provisions of this article 2 below, the Members and those becoming members in accordance with article 2.3 above shall be collectively known as 'the members' and each 'a member'.

2.6 A member will cease to be a member if:

- (a) he resigns by giving three months' written notice to the Company;
- (b) he does not comply with any rules or by-laws of the Company which are applicable to him and the directors resolve that his membership shall cease;
- (c) he, being a member of the legal profession, is struck off or suspended from legal practice;
- (d) he, being an 'A' Member, ceases to be a director;
- (e) he, being a 'B' Member, ceases to be a Regional Director;
- (f) he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (g) he is expelled by the directors in accordance with any rules set out by the directors from time to time due to the fact that, in the directors' opinion, it would not be in the interest of the association for him to remain a member; or

- (h) any sum owing to the Company by the member remains unpaid for more than 3 months.

2.7 Membership is not transferable. No member of the Company is entitled to any refund of subscription or membership fee paid by him on ceasing to be a member.

### **3. General Meetings**

3.1 The Company shall hold a general meeting every year as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the directors shall appoint.

3.2 All general meetings other than annual general meetings shall be called extraordinary general meetings.

3.3 The directors may call a general meeting at any time and must call a general meeting if they receive a requisition by the Members in accordance with the Act.

### **4. Notice of General Meetings**

4.1 All general meetings shall be called by at least twenty-one clear days' notice. A general meeting may be called by shorter notice if it is so agreed:

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

4.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the Members, directors and auditors.

4.3 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 the meeting.

### **5. Proceedings at General Meetings**

- 5.1 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.
- 5.2 No business shall be transacted at any meeting unless a quorum is present. Six persons entitled to vote upon the business to be transacted shall be a quorum.
- 5.3 If such a quorum is not present within an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.
- 5.4 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.
- 5.5 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.
- 5.6 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 thirty 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.
- 5.7 At any general meeting, a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands). Subject to the Act, a poll may be demanded:
- (a) by the chairman; or
  - (b) by at least one Member of the Company present in person.

- 5.8 Unless a poll is demanded, a declaration by the chairman that a resolution has been carried or lost on a show of hands, whether unanimously or by a particular majority, and an entry to that effect in the minutes, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 5.9 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll does not invalidate the result of a show of hands declared before the demand for the poll is made.
- 5.10 Except as provided in Article 5.11, if a poll is demanded it may be taken in such manner as the chairman directs but the chairman has no authority in exercising this power to extend the poll to Members who are not present at the meeting in question. The result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.
- 5.11 A poll demanded on the election of a chairman, or on a question of adjournment of a meeting, must be taken immediately. A poll demanded on any other question may be taken at such time as the chairman directs. If there is an interval before the time for closing the poll, the meeting may deal with any business other than the business being determined by poll.
- 5.12 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 5.13 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.

## **6. Votes of Members**

- 6.1 Save as set out below, on a show of hands every Member present in person shall have one vote, and on a poll every Member present in person or by proxy shall have one vote, except that on any resolution proposed to:
- (a) appoint or remove a director;
  - (b) alter the memorandum or articles of association of the Company;
  - (c) change the name of the Company; or
  - (d) amend this article 6.1, or on any other vote that would have the effect of removing or changing the voting rights of the 'B' Members conferred on the 'B' members by these articles

those 'B' Members present in person or by proxy shall be entitled to cast such number of votes as is necessary to carry or defeat the proposal.

- 6.2 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, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. 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 the 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.
- 6.3 No Member shall vote at any general meeting, either in person or by proxy, unless all moneys presently payable by him to the Company have been paid.
- 6.4 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.
- 6.5 On a poll votes may be given either personally or by proxy. A Member may appoint more than one proxy to attend on the same occasion. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy need not be a Member of the Company.
- 6.6 The appointment of a proxy shall be 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):

Solicitors for the Elderly Limited

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

Signed on 20[ ]

- 6.7 Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the appointment of 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):

Solicitors for the Elderly Limited

I, [ ] of [ ], being a member of the above-named Company, hereby appoint [ ] of [ ], or failing him [ ] of [ ], as my proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of the Company, to be held on [ ] 20 [ ], 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 thinks fit or abstain from voting.

Signed on [ ] 20[ ].

- 6.8 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially 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
  - (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
    - (1) in the notice convening the meeting;
    - (2) in any instrument of proxy sent out by the Company in relation to the meeting;
    - (3) 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;
  - (c) 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

- (d) 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.

- 6.9 In this article 'address', in relation to electronic communications, includes any number or address used for the purposes of such communications.

## **7. Number of directors**

- 7.1 Unless otherwise determined by ordinary resolution the number of directors shall be not less than two and no more than fifteen.

- 7.2 The directors may from time to time and at any time appoint any Member of the Company or any Full Accredited Member as a director either to fill a casual vacancy or as an additional director provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. Any director so appointed shall retain his office only until the next annual general meeting and shall then be eligible for re-election.

## **8. Powers of directors**

- 8.1 Subject to the provisions of the Act, the memorandum and the 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 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 article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- 8.2 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.
- 8.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the directors shall from time to time by resolution determine.

8.4 The directors shall have power from time to time to appoint a chairman of the board of directors, a vice-chairman, treasurer and other officers from their number to serve for a term of three years. Any director appointed chairman, vice-chairman, treasurer or other officer may be re-appointed to any office within the Company for any number of further terms of office.

8.5 The directors for the time being may act notwithstanding any vacancy in their body; provided always that, if the directors shall at any time be reduced in number to less than the minimum prescribed by or in accordance with these articles it shall be lawful for them to act for the purpose of filling up vacancies in their body, or summoning a general meeting but not for any other purpose.

8.6 No Regional director shall be or be deemed to be a director unless he has also been appointed a director in accordance with the provisions of these articles. Save as any power may be delegated to him in accordance with article 9 below or as specifically authorised by the board of directors in writing, no Regional Director shall have or purport to have or to exercise or hold himself out as having any of the powers of a director and he shall not have any authority to incur any expenditure in the name of or for the account of the Company or hold himself out as having authority to bind the Company.

## **9. Delegation of directors' powers**

The directors may delegate any of their powers to any committee made up of directors and non directors, as long as there is at least one director on each committee. They may also delegate to the chairman 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.

## **10. Appointment of directors**

10.1 No person shall be appointed or reappointed a director at any general meeting unless:

- (a) he is recommended by the directors; or
- (b) at least twenty-eight clear days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be

required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.

- 10.2 No person shall be appointed as a director under this article 10 unless he is a Member or a Full Accredited Member.
- 10.3 Not less than twenty-one clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors.
- 10.4 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

## **11. Disqualification and removal of directors**

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 ceases to be a Member; or
- (c) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (d) he is, or may be, suffering from mental disorder and either:
  - (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 (Care & Treatment) (Scotland) Act 2003 or
  - (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 deputy or other person to exercise powers with respect to his property or affairs; or
- (e) he resigns his office by notice to the Company; or
- (f) he does not attend at least three meetings of the directors in any one calendar year without reasonable excuse, and the directors resolve that he should cease to be a director.

## **12. Proceedings of directors**

- 12.1 Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. 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.
- 12.2 A meeting of the directors is not valid unless a quorum is present throughout the meeting. The quorum is two directors or half the directors, whichever is greater.
- 12.3 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 a quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 12.4 One third (or the number nearest one third) of the directors must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots.
- 12.5 Any director who retires, by rotation or otherwise, may be re-appointed as a director at any time.
- 12.6 Unless he is unwilling to do so, the chairman shall preside at every meeting of directors at which he is present. But if there is no chairman or if the chairman 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.
- 12.7 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.
- 12.8 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 or more directors.

- 12.9 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.
- 12.10 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 12.11 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.
- 12.12 All or any of the members of board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the chairman of the meeting then is.

### 13. **Secretary**

Subject to the provisions of the Act, the secretary shall be appointed by the directors for a term of three years at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. The secretary may serve any number of further terms of office. The directors may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary capable of acting.

### 14. **Minutes**

The directors shall cause minutes 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.

### 15. **Rules**

The directors may establish rules for any purposes required from time to time for the effective operation of the Company or the furtherance of its objects, including the levying of annual subscriptions or membership fees, conduct and disciplinary matters for Members and the additional classes of membership from time to time, the election of a chairman of the directors and other officers and the formation and governance of regional groups; provided that if there is a conflict between the terms of these Articles or the Memorandum of Association of the Company and any Rules established under this Article, the terms of the Memorandum and Articles will prevail.

**16. The Seal**

The Company is not required to use its seal. However, if the seal is used, it shall only be used by the authority of the directors or of a committee of directors authorised by the directors. 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 by the secretary or by a second director.

**17. Notices**

17.1 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 communications to an address for the time being notified for that purpose to the person giving the notice.

17.2 In this article 17, 'address', in relation to electronic communications, includes any number or address used for the purposes of such communications.

17.3 The Company may 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 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. 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 communications 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.

17.4 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.

17.5 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.

## 18. **Indemnity**

18.1 Every director shall be entitled to be indemnified out of the assets of the Company to the extent permitted by the Act, providing that no indemnity shall be provided:

- (a) against any liability incurred by a director to the Company or any associated company;
- (b) against any liability incurred by a director to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
- (c) against any liability incurred by a director in defending any criminal proceedings in which he is convicted or in defending any civil proceedings brought by the Company, or an associated company, in which judgment is given against him; or
- (d) in connection with any application under section 1157 of the Act in which the court refuses to grant him relief.

18.2 Subject to the Act, the Company may purchase indemnity insurance to insure the directors against any liability which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company.

## 19. **Winding up**

The provisions of the Memorandum of Association of the Company (as amended by written resolution dated 12<sup>th</sup> October 2005) relating to dissolution of the Company take effect as if repeated here.

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**NAMES AND ADDRESSES OF SUBSCRIBERS**

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Severnside Nominees Limited  
14-18 City Road  
Cardiff  
CF24 3DL

Severnside Secretarial Limited  
14-18 City Road  
Cardiff  
CF24 3DL

DATED 10 July 2003

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