

**NORTH STAFFORDSHIRE REGENERATION ZONE LIMITED**

**Company number 05299540**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**NOTIFICATION OF PASSING OF WRITTEN RESOLUTIONS**

**CIRCULATION DATE 15 MAY 2008**

The directors of the Company proposed that Resolutions (1) and (2) set out herein be proposed as **Special Resolutions**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 and in accordance with schedule 15A of the Companies Act 1985 (the "**1985 Act**"), on 20 May 2008 all the shareholders of the Company resolved as follows

**SPECIAL RESOLUTIONS**

- (1) THAT the memorandum of association contained in the printed document produced to the Members and for the purpose of identification marked "A" be and the same are approved and hereby adopted as the memorandum of association of the Company in substitution for and to the exclusion of all the existing memorandum of association of the Company
- (2) THAT the articles of association contained in the printed document produced to the Members and for the purpose of identification marked "B" be and the same are approved and hereby adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company

I confirm that the above Resolutions were duly passed as Written Resolutions pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Robert Bailey

Company secretary

Dated 20 May 2008

FRIDAY



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23/05/2008

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COMPANIES HOUSE

**“A”**

Company number: 05299540

**THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

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**MEMORANDUM OF ASSOCIATION  
OF  
NORTH STAFFORDSHIRE REGENERATION ZONE LIMITED**

---

**Adopted by a Written Resolution dated 20 May 2008**

hacking  
ashton   
LLP  
SOLICITORS  
experience in partnership

Berkeley Court, Borough Road, Newcastle under Lyme  
Staffordshire, ST5 1TT  
DX 20954 Newcastle Staffs  
Tel 01782 715555 Fax 01782 715566

**THE COMPANIES ACT 1985 (the "Act")  
PRIVATE COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION  
OF  
NORTH STAFFORDSHIRE REGENERATION ZONE LIMITED  
(company number 05299540)**

**(Adopted by Written Resolution passed on 20 May 2008)**

- 1 The Company's name is "North Staffordshire Regeneration Zone Limited"
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's object's are
  - 3 1 to carry on business as a general commercial company,
  - 3 2 in furtherance of the above objects, but not further or otherwise the Company shall have the following powers
    - 3 2 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 2 2 to raise funds and to invite and received 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 in part in such circumstances as the board of directors may think fit and provided also that the Company shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects,
    - 3 2 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 2 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 2 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 2 6 to invest the monies 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) as such consents (if any) as may for the time being be imposed or required by law,
- 3 2 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 2 8 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to furtherance of its objects,
- 3 2 9 subject to clause 6 to employ and pay such architects, surveyors, solicitors and other professional person, workmen, clerks and other staff as a necessary for the furtherance of the objects of the Company,
- 3 2 10 to purchase and maintain, for the benefit of any director (including an alternative 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 (including an alternate 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 2 11 to pay all or any expenses incurred in connection with the promotion, formation, incorporation, continuance and winding up (if necessary) of the Company,

3 2 12 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 company with any such charters, decrees, rights, privileges and concessions,

3 2 13 to do all such other lawful things as are necessary for the attainment of the above objects or any of them,

3 3 provided that

3 3 1 where the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts,

3 3 2 the objects of the Company shall not extend to the regulation of workers and employers or organisations of workers and organisations of employers

4 The liability of the members of the Company is limited

5 Subject to the provisions of clause 6 the income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association or distributed to the members in accordance with any provisions anticipated by the Company's Articles of Association

- 6 Nothing in this Memorandum of Association shall prevent any payment in good faith by the Company
- 6 1 of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company provided always that no statutory director may be paid any remuneration for discharging their duties as a director,
- 6 2 of reasonable and proper interest on money lent by any member of the Company or director,
- 6 3 of reasonable and proper rent or licence fee for any premises demised, let or licensed to the Company by any member of the Company,
- 6 4 to any director of reasonable out of pocket expenses properly incurred in connection with the business or undertaking of the Company,
- 6 5 of any insurance premium for any insurance referred to at paragraph 3 2 10 above
- 7 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while such person is a member or within one year after such person ceases to be a member, for payment of the Company's debts and liabilities contracted before such person 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
- 8 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some charitable institution or institutions, such institute or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object

**“B”**

Company number. 05299540

**THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

---

**ARTICLES OF ASSOCIATION  
OF  
NORTH STAFFORDSHIRE REGENERATION ZONE LIMITED**

---

**Adopted by a Written Resolution dated 20 May 2008**

**hacking  
ashton**   
LLP  
SOLICITORS  
EXCEPT AS OTHERWISE PROVIDED

Berkeley Court, Borough Road, Newcastle under Lyme  
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**THE COMPANIES ACT 1985 (the "Act")  
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**ARTICLES OF ASSOCIATION  
OF  
NORTH STAFFORDSHIRE REGENERATION ZONE LIMITED  
(company number 05299540)**

(Adopted by Written Resolution passed on *20 May 2008*)

**1 PRELIMINARY**

- 1 1 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**

- 2 1 In these Articles the following expressions have the following meanings unless inconsistent with the context

<b>the Act</b>	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,
<b>these Articles</b>	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
<b>clear days</b>	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
<b>the directors</b>	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
<b>executed</b>	includes any mode of execution



<b>office</b>	the registered office of the Company
<b>the seal</b>	the common seal of the Company (if any)
<b>secretary</b>	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
<b>the United Kingdom</b>	Great Britain and Northern Ireland

- 2 2 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 members of the Company at the time of adoption of these Articles and such persons as are admitted to membership in accordance with these Articles shall be the members of the Company No person shall be admitted a member of the Company unless he 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
- 3 2 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, creed or age
- 3 3 A member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company provided that after such retirement the number of members remaining is not less than two Membership shall not be transferable and shall cease on death
- 3 4 The directors may also at their discretion terminate the membership of any member but the requirements of natural justice shall be respected and a member shall be entitled to be heard in his own defence by the directors or a committee of the

directors provided that after such termination the number of members remaining is not less than two

#### **4 GENERAL MEETINGS**

4 1 The Company shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it, and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting in each year shall be held at such time and place as the directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4 2 The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

#### **5 NOTICE OF GENERAL MEETINGS**

5 1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice.

5 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.

5 3 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 profit and loss account, balance sheet, and the reports of the directors and auditors and the appointment of, and the fixing of the remuneration, of the auditors.

5 4 The notice shall be given to all members, to all directors and to the auditors (if auditors have been appointed by the Company)

5 5 Notwithstanding the foregoing provisions of these Articles, a general meeting may be called by shorter notice if it is so agreed in accordance with section 369(3) of the Act

5 6 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

5 7 Notwithstanding that the Company does not have a share capital, every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies

## 6 PROCEEDINGS AT GENERAL MEETINGS

6 1 No business shall be transacted at any meeting unless a quorum is present Two persons 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, save that, if and for so long as the Company has only one person as a member, one member present in person or by proxy shall be a quorum

6 2 If such a quorum is not present within half 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 other time as the directors may determine

6 3 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 15 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

- 6 4 If no director is willing to act as chairman, or if no director is present within 15 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
- 6 5 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting
- 6 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 14 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
- 6 7 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 provisions of the Act, a poll may be demanded
- 6 7 1 by the chairman, or
- 6 7 2 by at least two members having the right to vote at the meeting, or
- 6 7 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 proxy for a member shall be the same as a demand by the member
- 6 8 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 without proof of the number or proportion of the votes recorded in favour of or against the resolution
- 6 9 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 10 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 11 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.

6 12 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 other time and place as the chairman directs, not being more than 30 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 13 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 other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

6 14 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. 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, 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.

7 3 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 4 An appointment of a proxy shall be in writing, executed by or on behalf of the appointer 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)

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

Signed on [Date]"

7 5 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)

"I/We \_\_\_\_\_ of \_\_\_\_\_  
being a member/members of the above-named Company, hereby appoint  
of \_\_\_\_\_ or failing him  
\_\_\_\_\_ of \_\_\_\_\_  
as my/our proxy to vote in my/our name[s] and on my/our behalf at the  
annual/extraordinary general meeting of the Company, to be held on \_\_\_\_\_, and at  
an 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 \_\_\_\_\_ [Date]"

- 7 6 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
- 7 6 1 in the case of an instrument in writing be deposited at the office or 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,
- 7 6 2 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
- 7 6 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 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
- 7 7 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 the 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**

- 8 1 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two

## **9 NO ALTERNATE DIRECTORS**

- 9 1 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 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 regulation 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

- 10 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

## **11 DELEGATION OF DIRECTORS' POWERS**

- 11 1 The directors may delegate any of their powers to any committee consisting of one or more directors or other persons. 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

## **12 APPOINTMENT AND REMOVAL OF DIRECTORS**

12 1 The directors are not subject to retirement by rotation

12 2 No person shall be appointed a director at any general meeting unless

12 2 1 he is recommended by the directors, or

12 2 2 not less than 14 or more than 35 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 stating the particulars which would, if he were so appointed, 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

12 3 Not less than seven nor more than 28 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 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 as a director The notice shall give particulars of that person which would, if he were so appointed, be required to be included in the Company's register of directors

12 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

12 5 The directors may 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 maximum number of directors that may be fixed by ordinary resolution

- 12 6 The office of a director shall be vacated if
- 12 6 1 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
  - 12 6 2 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
  - 12 6 3 he is, or may be, suffering from mental disorder and either
    - 12 6 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 1984, or
    - 12 6 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
  - 12 6 4 he resigns his office by notice to the Company; or
  - 12 6 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

### 13 REMUNERATION OF DIRECTORS

- 13 1 The directors shall be entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day
- 13 2 The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committee of directors or general meetings or otherwise in connection with the discharge of their duties

### 14 PROCEEDINGS OF DIRECTORS

- 14 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. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

- 14.2 Any director may participate in a meeting of the directors or a committee of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, shall be entitled to vote and be counted in quorum accordingly. Such a meeting 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.
- 14.3 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.
- 14.4 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.
- 14.5 The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. 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 5 minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
- 14.6 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.

14 7 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 as (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, but a resolution signed by an alternate director need not also be signed by his appointor 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

## 15 **SECRETARY**

15 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

## 16 **MINUTES**

16 1 The directors shall cause minutes to be made in books kept for the purpose  
16 1 1 of all appointments of officers made by the directors, and  
16 1 2 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

## 17 **ACCOUNTS**

17 1 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 ordinary resolution of the Company

## 18 **NOTICES**

18 1 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing

18 2 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. 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 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

18 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

18 4 Proof that an envelope containing a notice was properly addressed, prepaid and posted 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

## 19 **WINDING UP**

19 1 On the winding-up and dissolution of the Company the provisions of the Memorandum of Association shall have effect as if repeated in these Articles

## 20 **INDEMNITY**

20 1 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 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 judgment 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 for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

20 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 310(1) of the Act and, subject to the provisions of the Act, 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