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THE COMPANIES ACT 2006

PRIVATE COMPANY NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

FARMING AND WILDLIFE LIMITED

Each subscriber to this memorandum of association wishes to form a Company under the Companies Act 2006 and agrees to become a member of the Company

Subscriber P A Cook
 R Crean

Dated - 3rd April 2012



THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
FARMING AND WILDLIFE LIMITED ('the Company')

INTRODUCTION

1. INTERPRETATION

1.1 In these Articles, unless the context otherwise requires

Act: means the Companies Act 2006,

the Seal: means the Common Seal of the Company,

Director: means a member of the Board of Directors and Director shall be construed accordingly;

Person: includes a corporate body, an association and a firm,

F & W LIMITED: means the company,

the United Kingdom: means Great Britain and Northern Ireland,

Articles: means the company's articles of association for the time being in force,

Business day: means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business,

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles

Company member: means anyone admitted to membership of the company by the directors.

1.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company

1.3 Expressions referred to writing shall, unless the contrary intention appears to be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form

1.4 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles

- 1 5 A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise
- 1 6 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of
- (a) any subordinate legislation from time to time made under it, and
 - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts
- 1 7 Any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms

2. OBJECTS OF THE COMPANY

- 2 1 The objects for which the company is established are to promote the protection of wildlife and the conservation of nature and landscape in particular with relation to modern agricultural needs and in furtherance of these objects but not otherwise
- a) to promote the delivery of competent independent advice to the agricultural sector on the protection of wildlife and the conservation of nature and landscape
 - b) To promote research on all matters relating to modern farming and the need to conserve nature and landscape and to protect wildlife on farmland and to disseminate the useful results of such research
 - c) To encourage understanding between farming and conservation interests by promoting liaison and the exchange of information, ideas, and experience between individuals and organisations who are concerned with or interested in the objects of the company
 - d) To promote the objects of the company by conferences, exhibitions, practical demonstrations, publications, the delivery of lectures and addresses and the exchange of research experiences and techniques
 - e) To support and co-operate with others in proposals and activities which encourage understanding and co-operation between conservation, wildlife and farming interests and which are calculated to assist the promotion of the company's objects.
 - f) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the company's purposes or calculated to further its objects
 - g) To undertake and execute any trusts which may lawfully be undertaken by the company and which may be necessary for its objects.

h) Subject to the jurisdiction of the Charity Commissioners for England and Wales to purchase or by any other means acquire any freehold, leasehold or other property or estate or interest whatever, and any rights, privileges or easements over or in respect of any property as may be conducive to its objects

i) To sell, mortgage, dispose or turn to account all or any of the property or assets of the company as may be thought expedient with a view to the promotion of its objects

j) To borrow, raise, or receive money in such manner as the company may think fit for such purposes which promotes its objects

k) To invest moneys of the company not immediately required for its purposes in or upon such investments, securities or properties as may be thought fit, but so that moneys subject to, or representing property subject to, the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction, if any, as may for the time being be prescribed by law

l) To employ or contract for the services of or facilitate other in the employment or contracting for the services of a person or person to facilitate the carrying out of the objects of the company

m) If and when considered advisable to take all such measures as may be necessary to convert the company into a body specially incorporated by Royal Charter or otherwise, or to secure the creation of a new body so incorporated with the object of carrying out the purposes of the company and continuing the work thereof

n) To take all such other steps as will further the attainment of the above objects or any of them

3. COMPANY MEMBERS

3 1 Such persons as the Directors admit to membership shall be company members (see interpretation on page 1 for company members)

3 2 The membership of a person shall terminate if he or she is expelled from membership under the provisions of Article 3 3 or he ceases to be Chairman of one of the Farming and Wildlife Advisory Groups or he ceases to be an employee or a company member of, as the case may be, an organisation set out in paragraph c) of Article 3 3, or he gives the Secretary written notice of his resignation

3 3 a) Subject to the provisions of paragraph b) of this Article the members in general meeting at which not less than twenty one days clear notice has been given shall be entitled in their absolute discretion to resolve by a majority of not less than two thirds of the members as, being entitled to do so, vote in person or by proxy that any company member shall forthwith cease to be a member and upon the passing of such a resolution the company

member named therein shall cease to be entitled to be a company member accordingly and his name shall be removed from the register of members

b) No resolution to expel a person from membership shall be of effect unless such a member or members have been afforded a reasonable opportunity of making representations thereon either orally or in writing to the members at such general meeting and such representations have been considered at the meeting at which the resolution was passed.

c) A person who has been expelled from membership shall not be readmitted except by resolution of the members passed with the concurring votes of two thirds of the members, as being entitled to do so, vote in person or by proxy at a general meeting of the Company.

- 3 4 In accordance with Article 22 of the Model Articles, a member may at any time withdraw from the company by giving at least seven clear days' notice to the company Membership shall not be transferable and shall cease on death

4. LIABILITY OF MEMBERS

GUARANTEE

- 4 1 The liability of the members is limited

- 4 2 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 he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves

- 4 3 The income and property of the Company shall be applied solely towards the promotion of its Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company, Provided that nothing in this document shall prevent any payment in good faith by the Company,

- 4 4 If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other company or companies having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Clause 4 3 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other company

5. GENERAL MEETINGS

- 5 1 The company shall in each year hold a general meeting as its annual general meeting 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 such meeting. The Annual General Meeting shall be held at such time and place as the Directors appoint.
- 5 2 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 5 3 Notwithstanding the provisions of Article 5 1, the Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitions as provided by section 303 - 305 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or two members of the Company may convene an extraordinary general meeting in the same manner as nearly possible as that in which meetings may be convened by the Board of Directors.

6. NOTICE OF GENERAL MEETINGS

- 6 1 An annual general meeting and a meeting call for the passing of a special resolution shall be called by twenty one days clear notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days notice in writing at least. The notice shall be exclusive of the day on which it is served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notice from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is provided by shorter notice than that specified in this article be deemed to have been duly called it is so agreed

- a) in the case of a meeting called as the annual general meeting, by all members entitled to attend and vote thereat, and
 - b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five percent of the total voting rights at that meeting of all the members
- 6 2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that notice.

7. PROCEEDINGS AT GENERAL MEETINGS

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- 7 1 All business shall be deemed special that is transacted at any extraordinary general meeting, and also that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board of Directors and auditors, the election of the President, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors
- 7 2 No business shall be transacted at any general meeting unless a quorum of company members is present at the time when the meeting proceeds to business, save as herein otherwise provided, three members present in person shall be a quorum
- 7 3 If within half an hour from the time appointed for the meeting of a quorum of company members is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other days and at such other time and place as the Directors may determine
- 7 4 a) The Chairman of F & W LIMITED, if any, shall preside as Chairman at each general meeting of the company, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act as Chairman, the vice-chairman shall preside as Chairman. If there is no such Chairman or vice-chairman, if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act as Chairman, the Directors present shall elect one of their number to be Chairman of the meeting
- b) If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting
- 7 5 a) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place
- b) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting
- 7 6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded,
- a) by the Chairman, or
- b) by at least three company members present in person or by proxy, or

c) by any company member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

Unless the poll is so demanded a declaration by the Chairman that a resolution has on show of hands been carried or carried unanimously, or by particular majority, or los and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact that without proof of the number or proportion of the votes recorded in favour of or against such resolution The demand for a poll may be withdrawn by only with the consent of the Chairman

7 7 Except as provided in Article 7 9, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The submission of one or more proxy votes not less than three days before an annual general meeting shall be deemed to constitute a demand for a poll

7 8 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote

7 9 A poll demanded on the election of the Chairman, or on a question of adjournment, shall be taken forthwith A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll

7 10 Subject to the provision of the Act, a resolution in writing signed by all the company members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

8. VOTING AT GENERAL MEETINGS

8 1 Every company member shall have one vote

8 2 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, curator bonis or other person may, on a poll, vote by proxy

8 3 On a poll votes may be given either in person or by proxy

8 4 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer of attorney duly authorised. A proxy need not be a company member

8 5 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

8 6 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity or the principle or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used

9. CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

9 1 Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such 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 corporation which he represents as that corporation could exercise if it were an individual member of the Company

10. PRESIDENT

10 1 The Company members may by ordinary resolution resolve to invite a person to become President of F & W LIMITED ("the President") The President need not be a member of the company and shall hold office for such term as may be agreed or until such time as he resigns from the Presidency The President shall be entitled to receive notice of and attend, but not vote at, all general meetings of the Company and all meetings of Directors The President shall not be a Director

11. BOARD OF DIRECTORS

11 1 Until otherwise determined by a general meeting there shall not be less than two nor more than fifteen Directors, subject to appropriate persons being available for nomination and election

11 2 Subject to the provisions of Articles 13 5, 15 1 to 15 9, those persons who are Director of the Company at the time of the adoption of these Articles shall continue in office

11 3 Directors shall be entitled to be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee of the Board of Directors or general meetings of the company or in connection with the business of the Company. Any Director may be entitled to reasonable remuneration in return for any goods or services actually rendered to the society (where such payments have been previously and expressly authorised in writing by the Charity Commission)

12. BORROWING POWERS

- 12 1 The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, as security for any debt, liability or obligation of the Company

13. POWERS AND DUTIES OF DIRECTORS

- 13 1 The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or the Articles and to such regulations, being not inconsistent with the aforesaid provision, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made

- 13 2 The Directors may from time to time, and at any time by power of attorney, appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the Director, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney to delegate all or any of the powers, authorities and discretions vested in him

- 13 3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts of moneys paid to the Company shall be signed, draw, accepted, endorsed, or otherwise executed as the case may be, in such manner as the Directors shall from time to time by resolution determine

- 13 4 The Directors shall cause minutes to be made in books provided for the purpose

- a) of all appointments of officers made by the Directors
- b) of the names of the Directors present at each meeting
- c) of all resolutions and proceedings at all meetings of the company, and of the Board of Directors or of any and every Director present at any meeting of the Board of Directors or any committee of that body shall sign his name in a book to be kept for that purpose

- 13 5 The office of Director shall be vacated if the Director,

- a) becomes bankrupt or makes any arrangement or composition with his creditors generally, or

- b) becomes prohibited from being a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law, or
- c) becomes of unsound mind, or
- d) resigns his office by notice in writing to the Company, or
- e) ceases to be a Director by virtue of Section 168 of the Act, or
- f) is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in the manner required by Section 182 of the Act

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote his vote shall not be counted

14. DIRECTORS' CONFLICTS OF INTEREST

14.1 The directors may, in accordance with the requirements set out in this article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the Act to avoid conflicts of interest provided that the required quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director (Conflict)

14.2 Any authorisation of a Conflict under this article may (whether at the time of giving the authorisation or subsequently)

- a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised,
- b) be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine, and
- c) be terminated or varied by the directors at any time

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation

14.3 In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person, the director is under no obligation to

- a) disclose such information to the directors or to any director or other officer or employee of the company, or
- b) use or apply any such information in performing his duties as a director,

where to do so would amount to a breach of that confidence

- 14 4 Where the directors authorise a Conflict they may (whether at the time of giving the authorisation or subsequently) provide, without limitation, that the director
- a) is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict,
 - b) is not given any documents or other information relating to the Conflict, and
 - c) may not vote (or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict
- 14 5 Where the directors authorise a Conflict
- a) the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict, and insofar as he does not do so their authorisation will no longer be valid, and
 - b) the director will not infringe any duty he owes to the company by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation and provided that the conflicted director is not in breach of his duties set out in s171 to 177 of the Act otherwise than by reason of the mere existence of the conflict
- 14 6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

15. ROTATION OF DIRECTORS

- 15 1 The period of office for a Director shall run from the date of the annual general meeting at which the Director was elected to the third annual general meeting following their election unless they should resign or be removed from their office earlier
- 15 2 A Director shall retire from office no later than the third annual general meeting following the annual general meeting at which they were elected unless they were co-opted under Article 15 8 in which case they shall retire no later than the annual general meeting following their co-option
- 15 3 A retiring Director shall be eligible for re-election for one further three year period This restriction would not, however, bar such a director from standing for the office of Chairman.
- 15 4 The Company at the meeting at which a Director retires in the manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost

- 15 5 No person other than a Director retiring at the annual general meeting shall unless recommended by the Directors be eligible for election to the office of Director at any general meeting unless, not more than three months or less than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the company notice in writing, which such notice is given, of the intention of a member of the company to propose such person for election, and also notice in writing signed by that person of his willingness to be elected. Such notice should be supported by a second member of the company other than the person proposed for election.
- 15 6 The Company may from time to time by ordinary resolution increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.
- 15 7 The Directors shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
- 15 8 The Company may by ordinary resolution, of which special notice has been given in accordance with Section 312 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
- 15 9 The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding Article. Without prejudice to the powers of the Director under Article 13 8 the company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected as a Director.
- 16. PROCEEDINGS OF DIRECTORS**
- 16 1 The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any 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 may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.
- 16 2 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three.

- 16 3 The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose
- 16 4 The Directors may elect a Chairman of their meetings. The initial period of Chairmanship shall be for no more than three years, with the option of election for a further two, one year terms. If no such Chairman is elected, or if the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may chose one of their number to be Chairman of the meeting
- 16 5 The Directors may delegate any of their powers to committees consisting of such number of members of their body as they think fit, any committee so formed shall in the exercise of the powers to delegated conform to any regulations that may be imposed on it by the Directors
- 16 6 A committee may elect a Chairman of its meetings, if no such Chairman is elected, or it at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the company members present may chose one of their number to be Chairman of the meeting
- 16 7 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote
- 16 8 All acts done by any meeting of the Directors or of a committee of Directors, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director
- 16 9 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be valid and effectual as if it had been passed at a meeting of the Directors duly convened and held

17. RECORDS OF DECISIONS TO BE KEPT

- 17 1 Where decisions of the directors are taken by electronic means (including but not limited to, telephone, text message and e-mail), such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye

18. SECRETARY

- 18 1 The secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, any secretary so appointed may be removed by them

- 18 2 A provision of the Act of these Articles requiring or authorising an action to be carried out by or an action to be done to a Director that is also to be carried out by or done to the secretary shall not be satisfied by the action being carried out by the same person acting both as Director and Secretary In the absence of the Secretary the Chairman may discharge any action that the Secretary would normally discharge but not where such actions involved a conflict of interest

19. THE SEAL

- 19 1 The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the secretary or by a second Director or by some other person appointed by the Directors for that purpose
- 19 2 The income or property of the company, however so derived, shall be applied solely towards the promotion of the objects of the company as set forth in Article 2 of the Articles of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the member of the company

20. ACCOUNTS

- 20 1 The Directors shall cause accounting records to be kept in accordance with Section 386 of the Act
- 20 2 The accounting records shall be kept at the registered office of the company or, subject to subsections 2) and 3) of section 388 of the Act at such other place or places as the Directors think fit, and shall always be open for inspection by the officers of the company
- 20 3 Subject to sub-section 1) of section 388 of the Act the Directors shall from time to time determine whether and to what extent at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the company in general meeting
- 20 4 The Directors shall from time to time in accordance with the Act cause to be prepared and printed and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are required by the Act
- 20 5 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting, together with a copy of the auditors' report and Directors' reports, shall not less than twenty one days before the date of the meeting be sent to every member of the Company

21. AUDIT

- 21 1 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act

22. NOTICES

- 22 1 A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the company for the giving of notice to him Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post

22 2 Notice of every general meeting shall be given in any manner herein before authorised to

- a) every company member except those members who (have no registered address within the United Kingdom) have not supplied to the company an address within the United Kingdom for the giving of notices to them,
- b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting, and
- c) the auditor for the time being of the Company

No other person shall be entitled to receive notices of general meetings

23. PROXIES

23 1 Article 31(1) (d) of the Model Articles shall be deleted and replaced with the words "is delivered to the company in accordance with the Articles 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 accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate"

24. INDEMNITY

24 1 Subject to article 24 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled

(a) each relevant officer shall be indemnified out of the company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer

(i) in the actual or purported execution and/or discharge of his duties, or in relation to them, and

(ii) in relation to the company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act).

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the company's (or any associated company's) affairs, but not including any of the matters set out in section 234(3) of the Act, and

- (b) the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 15(1)(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure
- 24 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law
- 24 3 In this article
- companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- a "relevant officer" means any director or other officer or former director or other officer of the company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor)
- 25. INSURANCE**
- The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss
- 26. WINDING UP**
- 26 1 If, on the winding up 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 having objects similar to the objects of the company and which prohibit the distribution of property to its or their members to an extent at least as great as is imposed on the company under these Articles by virtue of the provisions of Article 18 1 hereof, such institution or institutions to be determined by members of the company at or before the time of winding up and if so far as effect cannot be given to such provision, then to some charitable object
- 26 2 Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with Section 7 Charities and Trustee Investment (Scotland) Act 2005

Dated this 11th day of January 2012