

SC 911075

THE COMPANIES ACTS 1948 to 1981.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM and ARTICLES of ASSOCIATION

of

THE WISE GROUP

incorporated: 28th Dec. 1984  
registered No: 91095

Alexander Stone & Co  
Solicitors  
4 West Regent Street  
Glasgow G2 1RW

20 JAN 1993

A handwritten signature in dark ink, consisting of several loops and a long vertical stroke, is written over the date stamp.

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

of

THE WISE GROUP

- \*1. The name of the company (hereinafter referred to as "the company") is "The Wise Group".
2. The registered office of the company will be situated in Scotland.
- +3. This clause shall be interpreted as if it incorporated an over-riding qualification to the effect that in any case in which an activity permitted under this clause is in its nature capable of being carried on for purposes which are not charitable or only partially so as well as for purposes which are wholly charitable, (the word "charitable" having the meaning ascribed to it for the purposes of section 360 of the Income and Corporation Taxes Act 1970, including any statutory amendment or re-enactment for the time being in force (which meaning shall be assigned to the word "charitable" wherever it appears in this memorandum of association)), the powers of the company under this clause in respect of the carrying on of such activity shall be deemed to be limited to the carrying on of such activity in such a manner as will not prejudice the charitable status of the company under the statutory provisions referred to above. Subject to that over-riding qualification, the company's objects are:-

(a)(i) To relieve poverty through

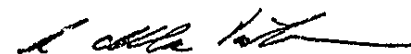
- (1) the promotion of companies whose activities are directed towards the provision of paid employment or towards relief from the problems of poverty, the acquisition and holding of shares, stocks, debentures and other interests in companies whose activities are so directed and the provision of managerial, supervisory and consultancy services to or in respect of such companies;
- (2) the provision of advice and assistance with regard to the establishment and operation of enterprises whose activities are directed towards the aims referred to in paragraph (i) and
- (3) the promotion and implementation of schemes of community benefit of a charitable nature

\* The company's name was changed from "Heatwise Glasgow Limited" to "Heatwise Glasgow" with effect from 14th August 1985

The company's name was changed from "Heatwise Glasgow" to "The Wise Group" with effect from 1st April 1987

+ As amended by special resolutions passed on 1st April 1987 and 8th December 1992

This is a print of the memorandum and articles association as altered by special resolutions passed on 8th December 1992.



Secretary

- (ii) To provide training and support to encourage participation in environmental improvement and landscaping projects in relation to common areas and facilities
- (iii) To promote and preserve the environment, and in particular to assist in the adoption of practices which are directed towards reducing unnecessary depletion of natural resources and/or reducing the volume of non-recycled waste
- (iv) To preserve, conserve, restore and improve the environment, in particular through the planting of trees in the interests of public amenity on waste ground and on areas within an urban environment which are in need of improvement.
- (b) To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company.
- (c) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.
- (d) To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company.
- (e) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- (f) To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person.
- (g) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (h) To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual, who is or was at any time in the employment of the company and the wife, widow, relatives and dependents of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- (i) To promote any Act of Parliament, Provisional Order and other authority to enable the company to carry on its business, alter its constitution, and achieve any other purpose which may promote the company's interests, and to oppose or object to any application or proceedings which may prejudice the company's interests.

- (j) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company and to obtain from any such organisation, government or authority any charter, right, privilege or concession.
- (k) To enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any charitable or benevolent body, whether incorporated or unincorporated.
- (l) To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.
- (m) To effect insurance against risks of all kinds.
- (n) To invest moneys of the company not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.
- (o) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on.
- (p) To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the company.
- (q) To subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the company is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the company is authorised to amalgamate.
- (r) To transfer all or any part of the undertaking, property and rights of the company to any body, incorporated or unincorporated, with which the company is authorised to amalgamate.
- (s) To subscribe and make contributions to or otherwise support charitable or benevolent bodies, whether incorporated or unincorporated, and to make donations for any public purpose connected with the activities of the company or with the furtherance of its objects.
- (t) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company.

- (u) To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscription, grants, loans, donations or otherwise.
- (v) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- (w) To do anything which may be deemed incidental or conducive to the attainment of any of the objects of the company.

And it is declared that in this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated.

- \*4. The income and property of the company whencesoever derived, shall be applied solely towards the promotion of the objects of the company as set forth in the memorandum 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 members of the company. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the company or to any member of the company, in return for any services actually rendered to the company, nor prevent the payment of interest at a rate not exceeding the minimum base rate of the Royal Bank of Scotland Limited from time to time in force on money lent by any member of the company, or reasonable and proper rent for premises let by any member of the company; but so that (except as permitted by the other provisions of this clause) no member of the board of directors of the company shall be appointed to any salaried office of the company or any office of the company paid by fees, and that (except as permitted by the other provisions of this clause) no remuneration or other benefit in money or money's worth shall be given by the company to any member of such board of directors except repayment of out of pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises let to the company; provided that the provision last aforesaid shall not apply to any payment to any company in which a member of the board of directors of the company holds not more than one hundredth part of the capital, and such member shall not be bound to account for any share of the profits he may receive in respect of any such payment.

The company shall, notwithstanding the preceding provisions of this clause 4, be entitled

- (a) to pay reasonable and proper remuneration to the chief executive in his capacity as an employee of the company, notwithstanding that he is a director of the company
- (b) to pay reasonable and proper remuneration to the chairperson of the board of directors, notwithstanding that he is a director of the company, in recognition of his special involvement (outwith the normal role of a director in the context of a non-profit distributing company) in the development of the company and its activities.

5. The liability of the members is limited.
6. Every member of the company undertakes to contribute to the assets of the company in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Five pounds.
7. If upon 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 or distributed among the members of the company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the company with the approval in writing of the Secretary of State for Scotland at or before the time of dissolution or in default thereof by such court of law as may have or acquire jurisdiction in the matter and if so far as effect cannot be given to such provisions then to some other charitable object or objects.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this memorandum of association.

Names. addresses and descriptions of subscribers

JOHN ANDERSON 25 DALNAIR STREET, GLASGOW G3 8SD

(sgd) John Anderson  
ACTING DIRECTOR,  
GLASGOW COUNCIL FOR VOLUNTARY SERVICE

MARTIN NICHOL 31 LAUREL AVENUE, LENZIE, G66 4RT

(sgd) Martin Nichol  
CHIEF HOUSING OFFICER,  
PROGRAMME MANAGEMENT  
GLASGOW DISTRICT COUNCIL

Dated the 4th day of December 1984

Witness to the above signatures.

(sgd) Alistair Grimes  
ALISTAIR GRIMES

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE WISE GROUP

1. In these articles:

"the Act" means the Companies Act 1948

"the company" means The Wise Group

"the articles" means these articles of association or such as are in force from time to time

"member" means a member for the time being of the company in terms of the articles

"the board" means the administrative board of directors of the company elected in terms of the articles

"Secretary" means the secretary of the company for the time being appointed in terms of the articles.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other means of representing or reproducing words in a visible form. Words importing the singular number only, include the plural and vice versa, 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 regulations become binding on the company.

2. The company is established for the purposes expressed in the memorandum of association.

Membership

3. The number of members with which the company proposes to be registered is fifty but the board may from time to time register an increase of members.

4. The subscribers to the memorandum of association and such other persons as shall be admitted to membership by the board, after payment of any subscription that may from time to time be due, shall be members of the company.

5. A register of members for the time being shall be kept by the Secretary and shall contain each member's name, address and date of admission to the company and shall so far as applicable, comply with the provisions of section 110 of the Act.

6. The rights and privileges of membership shall not be transferable or transmissible

## Qualification of Membership

7. In deciding whether or not to admit any applicant to membership, the board may consider the applicant's connections with the City of Glasgow and its environs and experience in enterprises with objects similar to those of the company. Such consideration shall in no way restrict the absolute discretion of the board in reaching its decision to admit or reject an applicant. The board shall not give any reasons for its decision in any case which shall be final.
8. No employee of the company (other than a person holding office as chief executive or a person holding office as chairperson of the board of directors) may become a member of the company.
9. Every person becoming a member or being readmitted to membership shall automatically cease to be a member as provided below:
- (a) Delete by special resolution passed on 8th December 1992
  - (b) Delete by special resolution passed on 8th December 1992
  - (c) A member shall cease to be a member of the company if he is requested by a resolution of the board to resign but so that the member of the company so requested to resign may (within fourteen days after notice of the said resolution and the right of appeal aforementioned shall have been given him by the Secretary) appeal against such resolution to the General Meeting, in which case the board shall withhold reasonable despatch convene a general meeting to consider the matter and in the event of the appeal being successful the resolution requesting the said member to resign should be void.

Any member ceasing to be a member of the company as aforesaid will not be eligible for readmission for a period of twelve consecutive months following the date of removal of his name from the register of members.

## Retirement of Members

10. Any member of the company who shall desire to retire shall signify such desire in writing to the Secretary, and thereupon his name shall be removed from the list of members and he shall be deemed to have retired.

## General Meetings

11. The company shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that calendar 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. Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the calendar year of its incorporation or in the following calendar year. The annual general meeting shall be held at such time and place as the board shall appoint.
12. All general meetings other than annual general meetings shall be called "extraordinary general meetings".
- \* as amended by special resolution passed on 8th December 1992.

13. The board may whenever they think fit, and they shall upon a requisition made in writing by members representing not less than one tenth of the total membership, convene an extraordinary general meeting, or in default such a meeting may be convened by such requisitionists as is provided in section 132 of the Act. If at any time there are not within Scotland sufficient members of the board to form a quorum, any member of the board or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by members of the board.
14. Any requisition made by members of the board or members of the company shall express the object of the meeting proposed to be called and shall be left at the registered office of the company in accordance with section 132 of the Act.
15. Upon the receipt of such requisition the board shall forthwith proceed to convene a general meeting. If they do not proceed to convene the same within twenty one days from the date of the requisition, the requisitionists may convene a meeting.
16. (a) An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' 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 the special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day in which it is served and deemed to be 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 the business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed on the company in general meeting to such persons as are under the articles of the company entitled to receive such notices.
- (b) The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any persons entitled to receive notice shall not invalidate the proceedings of the meeting.

#### Proceedings At General Meetings

17. All business shall be deemed special that is transacted at an extraordinary general meeting and also that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheet, and the ordinary report of the board and the report of the auditors, the election of members of the board in place of those retiring and the auditors. The notice shall give full details of the ordinary and special business to be placed before the meeting. If any resolution is to be proposed as a special or extraordinary resolution the notice shall contain a statement to that effect along with the text of the resolution. No other business shall be discussed at the meeting.
18. No business shall be transacted at any general meeting unless a quorum of members is present at the commencement of such business, save as herein otherwise provided five members of the company, present in person shall be a quorum.

19. If within half an hour from the time appointed for the meeting a quorum 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 following week, at the same time and place, and if at such adjourned meeting a quorum is not present the members then present shall form a quorum and the meeting shall proceed.
20. The chairperson or, in his absence, the vice-chairperson shall take the chair at every general meeting of the company.
21. If neither the chairperson nor the vice-chairperson is present at the time of holding a meeting the members present shall choose one of their number to take the chair at the meeting.
22. The chairperson may, with the consent of the meeting, at which a quorum as defined in paragraph 22 hereof, 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.
23. At any meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is demanded by the chairperson or by at least two members personally present and, unless a poll be so demanded, a declaration by the chairperson that a resolution has been carried or lost and an entry to that effect in the books of the proceedings of the company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
24. If a poll is demanded in manner aforesaid the same shall be taken forthwith by means of a secret ballot of all the members present conducted in such manner as the chairperson directs and the result of such poll shall be deemed to be the resolution of the meeting. The demand for a poll may be withdrawn.

#### Votes Of Members

25. Every member shall have one vote and no more. All votes shall be given personally. The chairperson 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.
26. If any votes are counted which ought not to have been counted or might have been rejected the error shall not vitiate the resolution unless it be pointed out at the same meeting or any adjournment thereof, and not in that case unless it shall in the opinion of the convener be of sufficient magnitude to vitiate the resolution.

#### Appointment Of Board And Powers Of Management

27. (a) The board shall, unless and until otherwise determined by the company in general meeting, be not less than two, nor more than twelve.
- (b) Any member of the company shall be qualified to be a member of the board or to nominate a member of the board.

28. The nomination of a person as a member of the board as above provided shall be in writing signed by every person so nominating and left with the Secretary at the registered office of the company at least seven clear days before the date of the general meeting and thereupon the person so nominated shall be qualified to be elected a member of the board. A member may nominate himself.

29. (a) The members of the board shall be elected from members of the company who are qualified in terms of paragraph 32 hereof at an annual general meeting of the company. The general meeting shall have power to elect directors up to the permitted maximum but there shall be no compulsion to elect that number.

(b) The board shall have power at any time to appoint any member 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 permitted maximum.

Any director so appointed shall hold office until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation.

30. (a) Until the first annual general meeting of the company the board shall consist of the subscribers of the memorandum of association. At the first annual general meeting of the company all directors shall retire from office and at the annual general meeting in every subsequent year one-third of the directors for the time being or, if their number is not three or a multiple of three, then the number nearest but not exceeding one-third, shall retire from office. Any co-opted directors shall be excluded when making this calculation.

The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

A retiring director shall be eligible for re-election.

The company at the meeting at which a director retires shall fill the vacated office by electing a person thereto. In default the retiring director shall be deemed to have been re-elected unless

(i) he has given written notice of his unwillingness to be re-elected

or (ii) it is expressly resolved not to fill up such vacated office

or (iii) a resolution for his re-election is put to the meeting and lost

A single resolution purporting to elect two or more persons as members of the board is void unless a resolution has been agreed by the general meeting that it shall be so put without any vote against it.

Any member of the board who shall desire to retire shall signify such desire in writing to the Secretary and thereupon his name shall be removed from the list of members of the board and he shall be deemed to have retired.

- (b) Any member of the board will vacate office if he shall have been absent for more than three successive meetings without permission from the other members of the board, from meetings of the board held during that period; or becomes incapable of acting by reason of mental disorder; or becomes bankrupt or makes any arrangement or composition with his creditors.

31. The board shall as soon as possible, do all such acts, as are necessary in connection with the incorporation of the company.
32. The entire business of the company shall be arranged and managed by the board which may exercise all such powers of the company (including power to borrow money and to grant any security that may be required) as are not by the Act or these articles declared to be exercisable only by the company in general meeting, and no regulation made by the company in general meeting shall invalidate any prior act of the board which would have been valid if such regulation had not been made.
- \*33. The board shall have power, subject to the provisions of the memorandum of association to appoint and remove such paid officers and servants of the company as it shall think fit and also to appoint and remove solicitors and such other agents and consult such experts legal and others, as it may think fit. It shall have full power from time to time to determine the respective duties and powers of the persons so appointed and to fix their respective salaries, fees or remuneration and pension and superannuation arrangements. The person for the time being holding the post of chief executive under the company may, notwithstanding that he is a director, constitute an employee of the company and shall be entitled to retain all remuneration which he derives from his employment by the company. The board shall have power to pay such remuneration to the person for the time being holding office as chairperson of the board of directors as they may reasonably consider appropriate in recognition of his special involvement (outwith the normal role of a director in the context of a non-profit distributing company) in relation to the development of the company and its activities. For the avoidance of doubt, the directors shall be entitled to exercise, in relation to any individual who holds or held the post of chief executive or the office of chairperson, the powers of the company under paragraph (i) of clause 3 of the memorandum of association with regard to the provision of pension and other benefits for him and his spouse, widow, relatives and dependents. Neither the chief executive nor the chairperson shall be entitled to vote at any meeting of directors in relation to a resolution which concerns his service contract with the company or his contract of employment with the company.

#### Election of Chairperson of the Board and of other officers

34. The board shall as soon as practicable after incorporation of the company and thereafter as soon as practicable after each annual general meeting of the company hold a meeting and elect from its own body by show of hands or by nomination and ballot as it thinks proper, a chairperson, a vice chairperson, and such other officers as it shall consider necessary to hold office until the next annual general meeting. The holders of these offices for a previous year shall be severally eligible for re-election.

\* as amended by special resolution passed on 8th December 1992

If any casual vacancy should occur in the office of chairperson, the vice chairperson shall act as chairperson until a new chairperson be elected by the board. The board shall also have power to fill any casual vacancy arising in any other offices.

35. The board may appoint one of their number to exercise, subject to their directors and to the terms of paragraph 4 of the company's memorandum of association, a general control of the work of the company.

#### Proceedings of the Board

36. Meetings of the board shall be held at such times and such places as the board may from time to time direct. The chairperson or any two members of the board may at any time, and the Secretary upon the request of the chairperson or such members shall, convene a meeting of the board.

Minutes of meetings of the board shall be available for inspection only to such persons or classes of person as the company in general meeting may provide. Unless and until the board decides otherwise two members of the board shall constitute a quorum.

Meetings of the board shall be presided over by the chairperson or in his absence by the vice chairperson or in the absence of both by one of the members of the board to be chosen by those present.

A member of the board who is not at the material time in the United Kingdom shall not be entitled to receive notice of a meeting of the board.

The board shall have full power to appoint committees, and may delegate to such committees all such duties and powers and privileges as it may think fit, save as is otherwise provided in the articles.

Subject to the decisions of the board or a resolution of the company in general meeting there shall be excluded from the delegation to any committee the following:-

- (i) the introduction of new policies or changes in policies which may have a significant impact on the company or which fall within the responsibility or conflict with the declared policy of another committee
- (ii) any matter involving expenditure not in accordance with the financial regulations of the company
- (iii) any capital building project

The delegation to a committee shall be subject to the restrictions or conditions following, that is to say:-

- (a) The committee shall give effect to any instructions or decisions of the board upon matters of principle.
- (b) All obligations or contracts in connection with the discharge of the functions of a committee shall be granted or entered into by or on behalf of the board.

- (c) Resolutions of a committee in regard to matters which are not included in any delegation to such committee shall not be carried into effect until such resolutions have been reported to and approved by the board.

The members of the committee need not necessarily be members of the board. The affairs of the committee may be regulated by a constitution.

All bona fide acts done by the board, or by any committee or by any person or persons acting as a member or members thereof respectively (notwithstanding that it may afterwards be discovered that there was any defect in the appointment of the board, or committee, or of any person or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to be members of the board), shall be as valid as if every such person had been duly appointed, and was at the time qualified to be a member of the board or committee.

The members for the time being of the board may act notwithstanding any vacancy in their body.

A resolution in writing, signed by all the members of the board for the time being in the United Kingdom shall be as valid and effectual as if it had been passed at a meeting of the board duly called and constituted, and may consist of several documents in the like form, each signed by one or more of the members of the board.

#### Secretary

37. (a) The Secretary shall be appointed by the board for such term at such remuneration and upon such conditions as the board may think fit and any Secretary so appointed may be removed by it. The first Secretary shall be Alan Sinclair.
- (b) Anything required or authorised to be done by or to the Secretary with the exception of countersigning in terms of paragraph 44 hereof, may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to an assistant or deputy secretary or if there is none such, by or to any officer of the company authorised generally or specially in that behalf by the board.
38. A provision of the Act or these articles of association requiring or authorising anything to be done by or to a member of the board and the Secretary shall not be satisfied by its being done by or to the same person acting both as member of the board and as or in the place of the Secretary.
39. The board shall provide for the safe custody of the seal, which shall only be used by the authority of the board or of a committee of the board authorised by the board in that behalf and every instrument to which the seal shall be affixed shall be signed by a member of the board and shall be countersigned by the Secretary or by a second member of the board.

#### Accounts

40. The board shall cause proper accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

41. The books of account shall be kept at the registered office of the company or, subject to section 12(6)(7) of the Companies Act 1976 at such other place or places as the board may think fit and shall always be open to the inspection of the members of the board.
42. The board shall from time to time in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets and reports as are referred to in those sections.
43. 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 auditor's report, shall be not less than twenty one days before the date of the meeting be sent to the auditor and to every member of the company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the company is not aware.
44. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the board shall from time to time determine.

#### Auditors

45. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976 or any statutory modifications thereof for the time being in force.

#### Notices

46. A notice may be served by a company upon any member of the board or of the company either personally or by sending it through the post in a prepaid letter addressed to such member at his registered place of abode.
47. Any notice, if served by post, shall be deemed to have been served at the time the letter containing the same would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, and posted and that the postage was prepaid.
48. Notice of every general meeting shall be given in any manner herein before authorised to:
  - (a) every member except those members who (having 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) the auditor for the time being of the company
  - (c) the directors

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

#### Minutes

4. Correct minutes of the proceedings of the company and of the board and of committees of the board shall be taken and shall be kept at the office of the Secretary. Such minutes shall be taken by the Secretary or by such other person as the board may from time to time appoint, and shall be in such forms as the board may direct. The board shall from time to time determine whether and to what extent and at what times and places and what conditions or regulations the minutes of the board or any of its committees shall be open to the inspection of members not being members of the board and no member not being a member of the board shall have any right of inspection of any such minute except as conferred by statute or authorised by the board or by the company in general meeting.

#### Winding Up

50. The company should be wound up voluntarily whenever a special resolution is passed requiring the company to be so wound up. Clause seven of the memorandum of association of the company shall have effect as if the provisions thereof were repeated herein.

#### Indemnity

51. Subject to the provisions of the Act every officer or employee of the company shall be entitled to be indemnified by the company against all costs, losses and expenses which he may incur or become liable for in the execution or discharge of any office held by him in the company.
52. Any Director (other than an alternate director) may appoint any other person to be alternate director notwithstanding that such other person has not been approved by resolution of the directors.
53. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his/her appointor is a member, to attend and vote at any such meeting at which the director appointing him/her is not personally present, and generally to perform all the functions of his/her appointor as a director in his/her absence but shall not be entitled to receive any remuneration from the company for his/her services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
54. An alternate director shall cease to be an alternate director if his/her appointor ceases to be a director: but, if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he/she retires, any appointment of an alternate director made by him/her which was in force immediately prior to his/her retirement shall continue after his/her reappointment.
55. Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors.
56. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his/her own acts and defaults and he/she shall not be deemed to be the agent of the director appointing him/her.