

SC147292

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

GREEN TRACKS TRADING LIMITED

**AMENDED BY SPECIAL RESOLUTION
PASSED 27 OCTOBER 2016**



SENSCOT LEGAL

43 Bath Street, Glasgow, G2 1HW
T: 0141 332 8084 F: 0141 331 0749
W: www.se-legal.net

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
ARTICLES of ASSOCIATION
of
GREEN TRACKS TRADING LIMITED

Constitution of the company

1. The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

Defined terms

2. In these articles of association, unless the context requires otherwise:-
 - 2.1 **"Act"** means the Companies Act 2006;
 - 2.2 **"electronic form"** has the meaning given in section 1168 of the Act;
 - 2.3 **"Parent Charity"** means SCARF, a Scottish charity, having Scottish charity number SC006901, incorporated under the Companies Acts with registered number SC094819 and having its registered office at 1 Cotton Street, Aberdeen, AB11 5EE;
 - 2.4 **"property"** means any property, heritable or moveable, real or personal, wherever situated;
 - 2.5 **"Secretary"** means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary
 - 2.6 **"Shares"** means shares in the capital of the company;
 - 2.7 **"Shareholders"** means, at any given time, all those who hold a Share or Shares at that time; **"Shareholder"** shall be interpreted accordingly; and
 - 2.8 **"subsidiary"** has the meaning given in section 1159 of the Act.
3. Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

4. The company's objects are:
 - 4.1 To supply environmental and energy services and to carry out activities that relieve poverty and alleviate inequalities;
 - 4.2 To supply all such ancillary services and facilities as the directors may consider appropriate from time to time;
 - 4.3 To make donations (whether by way of gift aid or otherwise), and/or provide other forms of support, to SCARF or any other charitable body (and that irrespective of whether the provision of such support advances the interests of the company);
 - 4.4 To promote the interests of SCARF and/or any company which is at the time a subsidiary of SCARF, in any manner whatever and in particular by paying or discharging the liabilities of such other company or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities, by granting any charge in security of any such indemnity or guarantee or in security of the payment of money or performance of obligations by such other company or by transferring any assets to such other company or by making a loan to such other company, and in each case either with or without consideration and whether or not any benefit flows to the company other than the promotion of such interests, to the intent that the promotion of the interests of any such other company shall be an object and not a power of the company;
 - 4.5 To provide training to individuals and organisations, including (without limitation) vocational courses, industry-specific courses, accredited training courses and awards and delivering training programmes;
 - 4.6 To provide call centre advice services; and
 - 4.7 To provide IT support services.
5. The company's objects are restricted to those set out in article 4 (but subject to article 6).
6. The company may add to, remove or alter the statement of the company's objects in article 4; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

Powers

7. In pursuance of the objects listed in article 4 (but not otherwise), the company shall have the following powers:-

- 7.1 To enter into all such contracts and arrangements as may be considered appropriate in relation to the conduct of the company's business and/or other operations from time to time;
- 7.2 To carry on any other activity which may appropriately be carried on in connection with any of the objects of the company;
- 7.3 To establish and/or participate in joint ventures and to promote companies, limited liability partnerships and/or other bodies whose activities may further one or more of the above objects or may generate income to support the activities of the company, acquire and hold shares, stocks, debentures and other interests in such companies, limited liability partnerships or other bodies, and carry out in relation to any such company which is a subsidiary of the company, all such functions as may be associated with the Parent Charity;
- 7.4 To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company;
- 7.5 To purchase, take on 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;
- 7.6 To improve, manage, enhance, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company;
- 7.7 To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company;
- 7.8 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;
- 7.9 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;
- 7.10 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments;
- 7.11 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 spouse, widow/er, relatives and dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person;

- 7.12 To oppose or object to any application or proceedings which may prejudice the company's interests;
- 7.13 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 right, privilege or concession;
- 7.14 To enter into any arrangement for co-operation or mutual assistance with any body, whether incorporated or unincorporated;
- 7.15 To effect insurance against risks of all kinds;
- 7.16 To invest funds not immediately required for the purposes of the company's 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, and to dispose of and vary such investments and securities;
- 7.17 To establish and support any association or other unincorporated body which is a charity having objects altogether or in part similar to those of the company and to promote any company or other incorporated body which is a charity formed for the purpose of carrying on any activity which the company is authorised to carry on;
- 7.18 To subscribe and make contributions to or otherwise support charities, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects;
- 7.19 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;
- 7.20 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 subscriptions, grants, loans, donations or otherwise;
- 7.21 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;
- 7.22 To do anything which may be incidental or conducive to the attainment of any of the objects of the company.

Liability of Shareholders

8. The liability of a Shareholder is limited to the amount, if any, unpaid on the Shares held by him/her/it.
9. With reference to article 8, if all Shares held by the Parent Charity are fully paid up, the Parent Charity shall have no liability in respect of the debts and other liabilities of the company (except to the extent of any guarantee or indemnity issued by the Parent Charity).

Shares to be fully paid up

10. No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.
11. The provisions of article 10 shall not apply to shares taken on the formation of the company by the subscribers to the company's memorandum of association.

Power to issue different classes of share

12. Subject to these articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution.
13. The company may issue shares which are to be redeemed (or are liable to be redeemed) at the option of the company or the holder, and (to the extent not prescribed in these articles) the directors may determine the terms, conditions and manner of redemption of any such shares.

Authority for the allotment of shares

14. In accordance with section 550 of the Act, for so long as the company has only one class of shares, the directors may (subject to article 15) exercise any power of the company
 - 14.1 to allot shares of that class; or
 - 14.2 to grant rights to subscribe for, or to convert any security into, such shares.
15. With reference to article 14, no Share shall be issued to any party other than the Parent Charity, except with the prior written consent of the Parent Charity.
16. Section 561 of the Act (shares to be offered to existing shareholders in proportion to shareholdings, on any proposed allotment for cash) shall not apply to any allotment by the company of equity securities.

Distribution of profits

17. Subject to any restrictions on the distribution of profits imposed by the Act, the profits of the company in respect of any financial year may be distributed among the Shareholders to such extent (if any) as they may determine by way of ordinary resolution.
18. The Shareholders shall be entitled to share in any distributable profits which the Shareholders resolve (by ordinary resolution) should be paid to the Shareholders by way of dividend, and on the basis that the Shares shall each carry an equal entitlement to share in any such profits which are resolved to be distributed.
19. With reference to articles 17 and 18, for so long as the sole Shareholder is the Parent Charity, a dividend shall be paid only if the Parent Charity so determines (by way of ordinary resolution, as referred to in article 17) and shall be payable only to the Parent Charity.

Payment of dividends

20. Where a dividend (or other sum which is a distribution) is payable in respect of a Share, it must be paid by one or more of the following means:-
 - 20.1 transfer to a bank or building society account specified by the holder of the Share in writing;
 - 20.2 sending a cheque made payable to the holder of the Share by post to his/her registered address or to such other address as the holder of the Share may specify in writing; or
 - 20.3 such other means of payment as the directors agree with the holder of the Share in writing.

Capital

21. On a return of assets on liquidation or otherwise, the assets of the company remaining after the payment of its liabilities shall be distributed among the members in proportion to the Shares respectively held by them.
22. With reference to article 21, if at the time when the return of assets is to be made the Parent Charity is the sole Shareholder, all assets remaining after the payment of the company's liabilities shall be paid over (or otherwise transferred) to the Parent Charity.

Voting

23. Every Shareholder shall have one vote for every Share held by that Shareholder.

Share certificates

24. The company must issue each Shareholder, free of charge, with a share certificate or certificates in respect of the Share or Shares which that Shareholder holds.

25. Every share certificate must specify
 - 25.1 in respect of how many Shares, and of what class, it is issued;
 - 25.2 the nominal value of those Shares; and
 - 25.3 that the Shares are fully paid.
26. No share certificate may be issued in respect of Shares of more than one class.
27. Share certificates must be signed by two directors of the company (or by one director and the secretary of the company).
28. If a share certificate issued in respect of a Shareholder's Shares is:-
 - 28.1 damaged or defaced; or
 - 28.2 said to be lost, stolen or destroyed;that Shareholder is entitled to be issued with a replacement share certificate in respect of the same Shares.
29. A Shareholder exercising the right to be issued with such a replacement share certificate:-
 - 29.1 must return the share certificate which is to be replaced to the company if it is damaged or defaced; and
 - 29.2 must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee, as the directors decide.

Transfer of shares

30. Subject to the provisions of these articles, Shares may be transferred by means of a stock transfer form (in the usual terms and format) which is executed by or on behalf of the transferor; when lodged for registration, the stock transfer form shall be accompanied by the relevant share certificate and such other evidence (if any) as the directors may require to prove the title of the intending transferor.
31. The directors shall be bound to register without delay any transfer of a Share or Shares by the Parent Charity, providing the relevant stock transfer form is lodged at the registered office of the company (or at such other place as the directors may reasonably require) and is accompanied by the share certificate covering the Share or Shares to which it relates.
32. No fee may be charged for registering any stock transfer form or other document relating to or affecting the title to any Share.
33. The company may retain any stock transfer form which is registered.

34. The transferor remains the holder of a Share until the transferee's name is entered in the register of members as holder of it.

Special resolutions and ordinary resolutions: general

35. For the purposes of these articles, a "special resolution" means a resolution of the members which is passed by members representing not less than 75% of the total voting rights of eligible members, when passed by way of a written resolution in accordance with articles 38 to 41.
36. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution:
- 36.1 to alter its name; or
- 36.2 to alter any provision of these articles or adopt new articles of association.
37. For the purposes of these articles, an "ordinary resolution" means a resolution which is passed by members representing a simple majority of the total voting rights of eligible members, where passed by way of written resolution in accordance with articles 38 to 41.

Written resolutions: general

38. A written resolution can be passed by the members of the company (having been proposed by either the members or the directors in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act) and will have effect as if passed by the members of the company in general meeting; a written resolution is passed when the required majority of eligible members have signified their agreement to it by sending to the company (in hard copy or electronic form) an authenticated document which identifies the resolution to which it relates and which indicates the member's agreement to it (which agreement cannot thereafter be revoked).
39. For the purposes of the preceding article:-
- 39.1 the reference to "eligible members" is to those members who would have been entitled to vote on the resolution on the circulation date of the resolution (which is either (a) the date on which copies of the written resolution are sent or submitted to the members in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act; or (b) if copies are sent or submitted to members on different days, the first of those dates);
- 39.2 the reference to "required majority" is to the majority required to pass an ordinary or a special resolution under the Act, as follows:-
- 39.2.1 in order to pass an ordinary resolution by way of written resolution, it must be passed (in accordance with article 38) by members representing a simple majority of the total voting rights of eligible members;

39.2.2 in order to pass a special resolution by way of written resolution, it must be passed (in accordance with article 38) by members representing not less than 75% of the total voting rights of eligible members and the resolution must specifically state that it was proposed as a special resolution.

40. For the avoidance of doubt, a resolution to remove a director (under section 168 of the Act) or a resolution to remove an auditor (under section 510 of the Act) cannot be proposed as a written resolution under article 38.
41. For the purposes of article 38, a proposed written resolution will lapse if it is not passed before the end of a period of 28 days beginning with the circulation date (as defined in article 39.1), and the agreement of any member to a written resolution will be ineffective if signified after the expiry of that period.

Written resolutions signed on behalf of the Parent Charity

42. With reference to articles 35 to 41, during any period when the Parent Charity is the sole Shareholder, any matter which requires under the Act to be the subject of a resolution by the Shareholders may be passed by way of a written resolution, signed on behalf of the Parent Charity, in accordance with the procedures specified in articles 38 to 41.

Maximum/minimum number of directors

43. The maximum number of directors shall be 7.
44. The minimum number of directors shall be 3.

Length of Tenure

45. A member Director can serve for a period of three years but can seek a second tenure of three years if approved to do so at an AGM.
46. Six years is the maximum that a Director can serve continuously
47. After serving six years a break of one year must be taken from the board before a Director can be reconsidered to join the Board again.
48. The period between the date of appointment of a director and the annual general meeting which next follows shall be deemed to be a period of one year, unless it is of less than six months duration, in which case it shall be ignored.
49. If a Director ceases to hold office but is re-appointed as a director within a period of six months, he/she shall be deemed to have remained in office as a director without interruption.
50. The period between one annual general meeting and the next shall be deemed to be a period of one year.

Appointment/removal of directors by Parent Charity

51. So long as the Parent Charity is the sole Shareholder, the Parent Charity may, by notice in writing, signed by two of its directors and given to the company (and subject to articles 43)
- 45.1 appoint any person who is willing to act to be a director (either to fill a vacancy or as an additional director); or
 - 45.2 remove any director.
52. Any appointment or removal of a director under article 51 shall have effect from the date on which the relevant notice is given to the company.

Disqualification and removal of directors

53. A director shall vacate office if:
- 47.1 he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director;
 - 47.2 he/she is sequestered;
 - 47.3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity has continued, or is expected to continue, for a period of more than six months;
 - 47.4 in the case of a director appointed on the basis that he/she holds a particular post as an employee of the Parent Charity, he/she ceases to hold that post;
 - 47.5 he/she resigns office by notice to the company;
 - 47.6 he/she is absent (without permission of the directors) for more than three consecutive meetings of directors and the directors resolve to remove him/her from office;
 - 47.7 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a material breach of the code of conduct for directors in force from time to time (as referred to in article 67); or
 - 47.8 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the 2006 Act.
54. A resolution under article 47.7 shall be valid only if: -
- 48.1 the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for his/her removal is to be proposed;

48.2 the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote; and

48.3 at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

Appointments to office

55. Directors shall be appointed to hold the offices of Chair, Vice Chair and Treasurer, and any other offices which the directors may consider appropriate.

56. The appointments under the preceding article shall be made at meetings of directors.

57. Each office shall be held (subject to article 58) until the conclusion of the annual general meeting of the Parent Charity which next follows appointment.

58. The appointment of any director to an office under article 55 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.

59. If the appointment of a director to any office under article 55 terminates, the directors shall appoint another director to hold the office in his/her place.

Directors' interests

60. Subject to the provisions of the Act and provided that he/she has (a) obtained the prior approval of the Parent Charity, (b) disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial) and (c) complied with the code of conduct as referred to in article 67, a director (notwithstanding his/her office):

54.1 may be employed by the company;

54.2 may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company;

54.3 may be a party to, or have some other personal interest in, any transaction or arrangement in which the company or any associated company has an interest;

54.4 may be a director or secretary of, or employed by, or have some other personal interest in, any associated company; and

shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company; and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

61. For the purpose of the preceding article:

- 55.1 an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers;
- 55.2 the references to "**associated company**" shall be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest.
62. A letter by the secretary of the Parent Charity recording the decision at the relevant meeting of the board of directors of the Parent Charity as to approval or otherwise of the director entering into the relevant contract or arrangement may be regarded by the directors as conclusive evidence of that decision, in the absence of any information to the contrary available to the directors.
63. The directors shall be entitled, for the purposes of section 175 of the 2006 Act, to authorise (by way of resolution to that effect) any Conflict Situation that may arise (such that the duty of the director concerned, under that section, to avoid conflicts of interest is not infringed) and to amend or vary any such authorisation; the directors may give such authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.
64. For the purposes of article 63, a "Conflict Situation" means any situation or matter (other than one which cannot reasonably be regarded as likely to give rise to a conflict of interest) in which any director has or could have a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company; and such that:-
- 58.1 the situations and matters which fall within this definition may include (without limitation) (a) a situation where a director of the company becomes an employee, director, member of the management committee, officer or elected representative of a body which is a party to a significant contract with the company (or which is competing with the company in the context of any grant application) and (b) any such situation or matter which relates to the exploitation of any property, information or opportunity (irrespective of whether the company could take advantage of the property, information or opportunity);
- 58.2 "conflict of interest" for this purpose includes a conflict of interest and duty, and a conflict of duties.
65. Without prejudice to article 63, a director may be a director or employee of the Parent Charity; and any direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company arising from any such relationship with the Parent Charity in terms of section 175 of the Act is authorised and approved.
66. For the avoidance of doubt, article 63 shall not apply to a conflict of interest arising in relation to a transaction or arrangement with the company; any conflict of interest of that nature shall be governed by the provisions of articles 60 and 61, articles 87 to 91 and the code of conduct referred to in article 67.

Conduct of directors

67. Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board of directors from time to time; for the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association, and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

Directors' remuneration and expenses

- 62 Directors may undertake any services for the company that the directors decide.
- 63 Directors are entitled to such remuneration as the directors determine:
- 63.1 For their services to the company as directors; and
- 63.2 For any other service which they undertake for the company.
- 64 Subject to the articles, a Director's remuneration may:
- 64.1 take any form; and
- 64.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director.
- 65 The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings, meetings of committees of directors or otherwise in connection with the carrying-out of their duties.

Powers of directors

- 66 Subject to the provisions of the Act and of these 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.
- 67 No alteration of these articles and no direction given by special resolution 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.
- 68 The powers conferred by article 66 shall not be limited by any special power conferred on the directors by these articles.
- 69 A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

Proceedings of directors

- 70 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
- 71 Any director may call a meeting of the directors or request the Secretary to call a meeting of the directors.
- 72 At least five working days' notice shall be given in relation to each meeting of the directors, unless the Chair (or as the case may be, the other director who is calling the meeting) is of the view (acting reasonably) that the delay associated with giving five working days' notice would be likely to cause significant prejudice to the interests of the company and/or the Shareholders, in which case he/she shall give such notice of the meeting as is reasonable in the circumstances.
- 73 Notice of every directors' meeting (including a short agenda in relation to the business to be conducted at the meeting) shall be issued to each director at the address, fax number or e-mail address which was last notified by him/her to the company for that purpose.
- 74 Only the business detailed in the agenda circulated to the directors may be considered at the meeting, subject to the qualification that any item of additional business may be considered if all of the directors present at the meeting consent to the consideration of that item of business.
- 75 Questions arising at a meeting of directors shall be decided by a majority of votes, and on the basis that every director shall have one vote.
- 76 In the case of an equality of votes, the chairperson of a meeting of directors shall have a second or casting vote.
- 77 The quorum for meetings of the directors shall be 3.
- 78 A director may participate in a meeting of the directors or a meeting of a committee of directors by means of a conference telephone, video conferencing facility or similar communications equipment whereby all the directors participating in the meeting can hear each other; a director participating in a meeting in this manner shall be deemed to be present in person at the meeting.
- 79 If the quorum required under article 77 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 80 The continuing directors or a sole continuing director may act notwithstanding vacancies, but if the number of remaining directors is less than the number fixed as the quorum, they or he/she may act only for the purpose of calling a general meeting.

- 81 Unless he/she is unwilling to do so, the Chair shall preside as chairperson at every meeting of directors at which he/she is present.
- 82 If the Chair is unwilling to act as chairperson of a meeting of directors or is not present within fifteen minutes after the time appointed for the meeting, the Vice Chair shall preside as chairperson of the meeting.
- 83 If neither the Chair nor the Vice Chair is present and willing to act as chairperson of a meeting of directors within fifteen minutes after the time appointed for the meeting, the directors present shall appoint one of their number to preside as chairperson of the meeting.
- 84 The directors shall be entitled to allow any person to attend and speak (but not vote) at any meeting of the directors; a person invited to attend a meeting of the directors under the preceding provisions of this article shall not be entitled to exercise any of the powers of a director, and shall not be deemed to constitute a director for the purposes of the Act, or any provision of these articles.
- 85 All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was 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.
- 86 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors convened and held; it may consist of several documents in the same form each signed by one or more directors.
- 87 A director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company.
- 88 For the purposes of the preceding article:-
- 86.1 an interest of a person who is taken to be connected with a director for any purpose of the Act shall be treated as a personal interest of the director;
- 86.2 a director shall not be deemed to have a personal interest in relation to a particular matter by reason only of the fact that the Parent Charity has an interest in that matter and he/she is a director or employee of the Parent Charity
- 86.3 a director shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member

of the management committee, officer or elected representative has an interest in that matter.

- 89 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
- 90 The Parent Charity may, by issuing a written direction to the company to that effect, suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 87 to 89.
- 91 If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; his/her ruling in relation to any director other than himself/herself shall be final and conclusive.

Delegation to committees of directors and holders of offices

- 92 The directors may resolve to delegate any of their powers to any committee of directors consisting of two or more directors; they may also delegate to the Chair or a director holding any other office such of their powers as they consider appropriate.
- 93 Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers, and may be revoked or altered.
- 94 Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.
- 95 In addition to their powers under article 92, the directors may delegate their powers to any committee consisting of one or more directors and such other individuals (who need not be directors or employees of the company) as the directors may consider appropriate; the provisions of articles 93 and 94 shall apply in relation to any such committee, subject to the qualification that the role of any committee formed under the preceding provisions of this article shall be limited (except to the extent that the directors otherwise determine) to the issue of reports and recommendations for consideration by the board of directors.

Minutes

- 96 The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors and meetings of committees of directors; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present.

Winding-up

- 97 On a winding-up of the company, the net assets of the company remaining after settlement of its debts and liabilities shall be distributed among the Shareholders in proportion to the Shares respectively held by them.
- 98 With reference to article 97, if the sole Shareholder at the time of the winding-up is the Parent Charity, the net assets of the company (as remaining after settlement of the company's debts and liabilities) will be paid over (or otherwise transferred) to the Parent Charity.
- 99 If the company is wound up, the Parent Charity, alone or jointly with any other person, may become a purchaser of property belonging to the company.

Accounts

- 100 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.

Notices

- 101 The company may give any notice to a Shareholder either by sending it by post in a pre-paid envelope addressed to the Shareholder at its address as last notified in writing to the company or by leaving it at that address; in the case of a Shareholder which has notified the company of an address to be used for this purpose, the company may give any notice to that Shareholder by electronic means.
- 102 A Shareholder may give any notice to the company either by sending it by post in a pre-paid envelope addressed to the company at its registered office or by leaving it, addressed to the Secretary at the company's registered office or (where the company has notified the Shareholder of an address to be used for the purpose of electronic communications) by way of an electronic communication.
- 103 Any notice, if sent by post, shall be deemed to have been given after the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 104 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.
- 105 A Shareholder present or represented 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.

Indemnity

- 106 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by section 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office including, without prejudice to that generality (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.
- 107 For the avoidance of doubt, the company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).