

FRIDAY



**THE COMPANIES ACT 1985 AND 1989**

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

**ARTICLES OF ASSOCIATION  
OF  
ABERDEEN INTERNATIONAL CENTRE**

Registered in Scotland No. 271859 ("the Company")

**INTERPRETATION**

**1 In these Articles:**

"the Act" means the Companies Act 1985 as amended and as further amended from time to time and includes any statutory re-enactment of the Act which comes into force after the date of adoption of these Articles

"Annual General Meeting" means an annual general meeting of the Members

"Associate Member" means a Member admitted to membership of the Company pursuant to the terms of Article 11

"the Board" means the board of Directors of the Company

"Chair" means any person appointed by the Board to perform the duties of chairman or chairwoman of the Board, or if the context permits, such person as is acting in his or her place at any meeting of the Board or the Members

"clear days" means that in calculating the period of notice, the day after the notice is posted or deemed to be posted and the day of the meeting shall be excluded

"Connected with an Associate Member" means an individual who is a partner, director or employee of or consultant to an Associate Member

"Constitution" means the Memorandum and Articles of Association of the Company

"Director" means a director of the Company

"Employee Director" means an employee of the Company holding the office of Director from time to time

"Extraordinary General Meeting" means an extraordinary general meeting of the Members

"Full Member" means a Member of the Company who is registered as such in the books of the Company

"General Meeting" means an Annual or Extraordinary General Meeting of the Members

"Members" means the Full Members and the Associate Members together

"the Secretary" means any person appointed from time to time by the Board to perform the duties of the Secretary of the Company

"Subscription" the subscription payable in respect of membership of the Company as referred to in Articles 8 and 13

- 2 References to an "Article" shall mean a reference to the requisite Article of these Articles.
- 3 Throughout these Articles, the neuter includes the masculine and the feminine and the singular the plural and vice versa.
- 4 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act.

## **MEMBERSHIP**

### **Full Members**

- 5 There will be no maximum number of Full Members.
- 6 Full Membership will be restricted to:
  - (a) Individuals of 16 years and over who have shown themselves to be sympathetic to and interested in furthering the work of the Company;
  - (b) such other individuals, companies, corporations, firms or other organisations whom the Board may in its absolute discretion invite to become a Full Member; and
  - (c) non-employees of the Company.
- 7 Full Members will have all the rights of a member of the Company under the Act as lawfully limited by the Company's Constitution and shall have one vote in relation to any matter of business at a General Meeting (subject to Article 41).
- 8 Full Members shall be required to pay a Subscription at such level as is determined from time to time by the Board. The Board has the discretion in any particular case to waive, postpone or accept services in kind in lieu of, the relevant Subscription.

to the fact that the Commission has not yet received any information from the Commission of the European Communities regarding the situation in the field of human rights in the Soviet Union. The Commission of the European Communities has not yet received any information from the Commission of the European Communities regarding the situation in the field of human rights in the Soviet Union.

- 9 All applications for Full Membership shall be made in writing in such form as the Board may from time to time prescribe and the admission of new Full Members shall require a majority resolution of the Board.

#### **Associate Members**

- 10 There will be no maximum number of Associate Members.
- 11 Subject to the provisions of Article 15 Associate Membership is open to the following:
- (a) Individuals, companies, corporations, firms and other organisations resident or having an office or place of business in Aberdeen or the surrounding area within the North East of Scotland who have shown themselves to be sympathetic to and interested in furthering the work of the Company; and
  - (b) any other individuals, companies, corporations, firms or other organisations whom the Board may in its absolute discretion admit to membership.
- 12 Associate Membership will confer only such rights as are contained in these Articles or as are decided from time to time by the Board. Associate Members will be entitled to receive notice of Annual General Meetings and Extraordinary General Meetings of the Company and to attend such meetings but shall not be entitled to vote on any matter of business thereat.
- 13 An Associate Member shall be required to pay such Subscription as is determined from time to time by the Board, but shall not be deemed to be a member liable to contribute any amount on the winding-up of the Company. The Board has the discretion in any particular case to waive, postpone or accept services in kind in lieu of the relevant Subscription.
- 14 All applications for Associate Membership shall be made in writing in such form as the Board may in its absolute discretion from time to time prescribe.
- 15 The election of Associate Members shall be by majority resolution of the Board which may refuse any application without giving reasons. Delivery of the application to the Company must be accompanied by the amount of the requisite Subscription unless the Board agrees that this amount may be waived or paid at a later date. The decision of the Board shall be notified to each applicant by the Company.

#### **Provisions applicable to all Members**

- 16 A Member may terminate its membership at any time by giving one month's notice in writing to the Board at the registered office of the Company (or such other address as is notified to the Members as an address for service from time to time) Members shall not be entitled to any refund of the Subscription on such termination. Members terminating their membership within the period of 45 days after the date a Subscription falls due will have no liability to pay the Subscription.

## 1. Introduction

On February 1, 1968, the first of a series of meetings was held at the University of California, San Diego, to discuss the progress of the research on the structure of the DNA double helix. The meeting was attended by a number of scientists who were working on this problem, and it was a very productive one. The results of the meeting were published in the *Journal of Molecular Biology* in 1968.

## 2. The DNA Double Helix

The DNA double helix is a structure that is composed of two strands of DNA. The strands are twisted around each other, and the base pairs are held together by hydrogen bonds. The structure of the DNA double helix is very important for the storage and transmission of genetic information. The structure of the DNA double helix was first proposed by James Watson and Francis Crick in 1953.

- 17 The Board may by a resolution passed by not less than three quarters of the Directors expel any Member at any time provided that:
- (a) not less than twenty one days' notice of the proposed resolution and of the matters giving rise to the proposed resolution have been given to the Member concerned; and
  - (b) the Member concerned has been given a reasonable opportunity to make representations and to attend or be represented at the meeting of the Board called to consider the case and to be heard in defence.
- 18 Any Member so expelled shall lose all privileges of membership without prejudice to any claims that the Company may have, but the Board by resolution may re-admit to membership any Member so expelled at such time and on such terms as it may determine.
- 19 Unless the Board suspends the operation of this Article in any specific case or cases, a Member shall automatically cease to be a Member:
- (a) if being a company an order shall be made or resolution passed for winding up otherwise than for the purpose of reconstruction;
  - (b) if being an individual the Member is adjudicated bankrupt;
  - (c) if the Member suspends payment or compounds with creditors;
  - (d) if being an individual the Member is or may be suffering from mental disorder and either:
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
  - (e) if the Member fails to pay its Subscription within three months of the relevant due date; or
  - (f) If a Member becomes an employee of the Company after admission to membership.
- 20 The interest and rights of a Member are personal only and not transferable or transmissible on death or liquidation.
- 21 Members shall not be entitled to any dividend from the Company.

## GENERAL MEETINGS

1. The first step in the process of identifying a potential threat to national security is the collection of intelligence. This is done through a variety of means, including human intelligence, signals intelligence, and open source intelligence. The collection of intelligence is a continuous process, and it is important to have a system in place to ensure that the most relevant information is being gathered.

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It was a pleasant surprise to find that the results of the study were in line with the expectations of the researchers. The study was well planned and executed, and the results were clear and convincing. The researchers were able to identify the factors that influenced the success of the intervention, and they were able to provide a clear and concise summary of the findings. The study was a valuable contribution to the field of health care, and it provided a clear and convincing case for the use of the intervention. The researchers were able to identify the factors that influenced the success of the intervention, and they were able to provide a clear and concise summary of the findings. The study was a valuable contribution to the field of health care, and it provided a clear and convincing case for the use of the intervention.

- 22 The Company shall hold a General Meeting in every year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the Annual General Meeting as such in the notice calling it, provided always that not more than fifteen months shall be allowed to elapse between two successive Annual General Meetings.
- 23 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 24 The Board may call General Meetings and, on the requisition of ten or more Full Members or pursuant to the provisions of the Act and shall proceed to convene an Extraordinary General Meeting for a date not later than six weeks after receipt of the requisition and in the event of default by the Board the General Meeting may be convened by the requisitioning Full Members as provided by the Act.
- 25 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice. All other Extraordinary General Meetings shall be called by at least 14 clear days' notice. With the consent of all the Full Members, or such proportion thereof as is prescribed by the Act, in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as the Full Members think fit. The notice of a General Meeting shall specify the time and place of the General Meeting and in the case of special business the general nature of that business, and shall be given to all Full Members, the Board and the auditors.
- 26 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.
- 27 All business that is transacted at an Extraordinary General Meeting shall be deemed special and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the accounts and balance sheet and the reports of the Board and any auditors or independent examiner and the appointment of any such auditors or independent examiner and granting of authority to the Board to fix the remuneration of such auditors or independent examiner.*[This article amended by special resolution dated 26 February 2014]*
- 28 No business shall be transacted at any General Meeting unless a quorum is present. Fifteen persons entitled to vote upon the business to be transacted, each being a Full Member or a proxy for a full Member or corporate representative of a Full Member shall be a quorum.
- 29 If such a quorum is not present within half an hour from the time appointed for the General Meeting, or if during a General Meeting such a quorum ceases to be present, the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the Board may determine, and, if at such



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adjourned General Meeting a quorum is not present within half an hour from the time appointed for the General Meeting, the Full Members present shall be a quorum.

- 30 The Chair shall preside over all General Meetings. If the Chair is not present within fifteen minutes after the time appointed for holding the General Meeting, the Directors present shall elect one of their number to be in the chair provided that the Director so elected is willing, and if there is only one Director present and willing to act, s/he will chair the meeting.
- 31 If no Director is willing to act as Chair, or if no Director is present within fifteen minutes of the time appointed for holding the General Meeting, the Full Members present shall choose one of their number to chair the meeting.
- 32 The Chair may, with the consent of a General Meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at an adjourned General Meeting other than business which might properly have been transacted at the General Meeting had the adjournment not taken place. When a General Meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned General Meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 33 A resolution put to the vote at a General Meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - (a) by the Chair; or
  - (b) by at least two Full Members entitled to vote on the business thereat,and a demand by a person as proxy for a Member entitled to vote on the business of the meeting shall be treated the same as a demand by that a Member.
- 34 Unless a poll has been duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 35 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 36 A poll shall be taken as the Chair directs and s/he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.

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- 37 In the case of equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote notwithstanding that s/he may not be a Member and otherwise not eligible to vote at such meeting.
- 38 A poll demanded on the question of adjournment shall be taken forthwith. A poll demanded on any other question may be taken either forthwith or at such time and place as the Chair directs, not being more than 30 days after the poll is demanded. The demand for the poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the General Meeting shall continue as if the demand had not been made.
- 39 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the General Meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 40 On a show of hands every Full Member eligible to vote who is present or represented at the meeting either by an authorised representative or duly appointed proxy shall, subject to Article 41, have one vote.
- 41 No Full Member shall in any case be eligible to vote at any General Meeting unless all money due and payable by it to the Company in respect of Subscriptions has been paid.
- 42 No objection shall be raised to the qualification of any Full Member to vote except at the General Meeting or adjourned General Meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any such objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.
- 43 On a poll, votes may be given either personally or by proxy.
- 44 An instrument appointing a proxy shall be in writing in any form which is usual or which the Board may approve. The Board may from time to time prescribe forms for appointing a proxy, and providing for the execution and deposit at the registered office of the Company of such forms.
- 45 Directors are entitled to attend and speak at any General Meeting notwithstanding that they are not a Member.

## **THE BOARD**

### **Directors**

- 46 The number of Directors shall be not less than five but shall not be subject to any maximum. A sole Director shall have authority to exercise all the powers and discretions conferred on or vested in the directors generally.

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### **Appointment, retirement and Re-appointment of Directors**

- 47 The Directors may at any time appoint to the Board persons who are willing to act as a Director, either to fill a vacancy or as an additional Director. A Director so appointed shall hold office only until the next following Annual General Meeting (but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting under Article 48). Such a Director who is not re-appointed at that Annual General Meeting, shall automatically be deemed to have vacated office at the conclusion of such Annual General Meeting.
- 48 At every Annual General Meeting one-third of the Directors, or if their number is not three or a multiple of three the number nearest to one-third, shall retire from office. Any Director so retiring shall, subject to Article 50 be eligible to offer himself for re-election.
- 49 The Directors to retire by rotation under the preceding Article shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed Directors on the same day, those to retire (unless they otherwise agree among themselves) shall be determined by lot.
- 50 A Non-Employee Director who has already served three consecutive terms of office or is in his third or more year of office may not offer himself for re-election but for the avoidance of doubt may be appointed at any time after the expiry of one year from the date of his last retiral.
- 51 The notice of Annual General Meeting refereed to in Article 25, shall include a notice of the Directors retiring by rotation, those offering themselves for re-election and any other persons that the Directors have recommended to be appointed as Directors (including any Director appointed under Article 47). At the same date as such notice, a list shall be opened at the Company's usual place of business for Full Members to nominate persons who are Members or if the nominee Member is a corporate body the duly appointed representative of such corporate Member, as Directors. Any such nomination must be accompanied by a notice signed by such person confirming his willingness to be appointed and stating particulars which would, if the person were to be appointed, be required to be included in the Company's register of Directors. The list shall be closed 11 clear days before the Annual General Meeting. No person other than a Director whose name appears in the notice of the Annual General Meeting or has been nominated in accordance with this Article may be appointed or re-appointed a Director at any Annual General Meeting.
- 52 Where the number of persons who have indicated that they are willing to stand as Directors (including those offering themselves for re-election) exceeds the number of vacancies available on the Board (but not otherwise), then not less than 7 clear days before the Annual General Meeting, a voting paper containing the complete list of names nominated, and any such further information as the Board considers expedient, shall be sent by the Employee Director to all who are entitled to receive notice of and vote at the Annual General Meeting with an instruction to return such voting papers to the person

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detailed thereon at least 48 hours signed by or on behalf of the Member before the Annual General Meeting.

The votes shall be counted by the Chair prior to commencement of the Annual General Meeting and the Chair shall announce the result of the ballot at the Annual General Meeting. The Chair shall use his casting vote in the event of a tie for the last vacancy.

- 53 Where the number of persons who have indicated that they are willing to stand as Directors (including those offering themselves for re-election) is less than or equal to the number of vacancies available then the Members shall ratify the appointment of each such person as a Director at the Annual General Meeting.
- 54 Notwithstanding anything contained elsewhere in these Articles an Employee Director at the date of the Annual General Meeting will be a permanent Director and will not be subject to automatic retirement at the Annual General Meeting.

#### **Disqualification and removal of Directors**

- 55 The office of a Director will automatically be vacated if:
- (a) s/he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
  - (b) s/he resigns his office by notice in writing to the Board; or
  - (c) s/he becomes bankrupt or makes any compensation with his creditors generally; or
  - (d) being an Employee Director s/he shall cease for any reason to hold office as such; or
  - (e) being a Member, s/he ceases to be a Member or connected with a Member; or
  - (f) s/he is or may be suffering from mental disorder and either:-
    - (i) s/he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - (g) s/he is removed from office as a Director before the expiration of his/her period of office (notwithstanding any agreement between the Company and him/her) by unanimous resolution of the remaining Directors passed at a meeting of the Board convened on at least 21 days' notice provided that: the Director concerned shall be given at least 14 days' notice of the matters giving rise to the proposed resolution and shall be given a reasonable opportunity to make and have



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circulated to the Board written representations and to be heard and represented at the meeting of the Board called to consider the resolution and at any adjournment thereof.

#### **Proceedings of the Board**

- 56 The Employee Director shall be appointed as Chair for so long as s/he continues in the role of Employee Director.
- 57 Subject to the provisions of the Act, the Constitution and to any directions given by special resolution passed by the Full Members, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Constitution and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Constitution and a meeting of Board at which a quorum is present may exercise all powers exercisable by the Directors. The Board may convene its own meetings and regulate its own proceedings.
- 58 The quorum for the transaction of the business of the Board shall be three of the Directors provided that of those present at least one Director is the Employee Director. Notwithstanding the foregoing if the Employee Director is unable or unwilling to attend a meeting of the Directors or is not present within half an hour from the time appointed for the meeting then the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine. Notice of such adjourned meeting will be given by the Company as soon as reasonably practicable. At such adjourned meeting if the Employee Director is not present those Directors who are in attendance will be a quorum and such Directors as are present shall appoint one their number to act as temporary Chair for the purposes of such meeting.
- 59 Unless otherwise specified in these Articles, any matters requiring the consent of the Board shall be passed by majority vote. In the case of any matter receiving an equality of votes, the Chair shall have a second or casting vote.
- 60 Any Director, including an alternate Director, may participate in a meeting of the Board by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to the Act, the Director shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair of the meeting then is.
- 61 A decision of the Board in writing signed by all the Directors entitled to attend and vote at any meeting of the Board, shall be as valid and effective as if such decision had been duly passed in a quorate meeting of the Board.

[illegible]

1. *Journal of the American Medical Association*, 1997; 278: 1039-1044.

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- 62 The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.
- 63 The Directors may form committees consisting of the Employee Director and such other persons, whether or not Members of the Company, as the Board may think fit from time to time. Such committees may be formed as working groups the purpose of which shall be to discuss such matters as the Board shall in their sole discretion determine. Such committees shall be chaired by the Employee Director who will report the findings of such committees to the Board. The Board shall consider the findings of a committee formed under this Article and shall take such action (if any) as the Board in their sole discretion consider appropriate in light of such findings. Alternatively the Board may delegate such of their powers as they consider desirable to be exercised by such committee subject to such conditions as the Board may impose and such delegation may be revoked or altered by the Directors at any time. The committee members shall not be entitled to any remuneration in relation to fulfilling the role of a committee member.
- 64 Any Director (other than an alternate Director) may appoint any person willing to act to be his alternate director (subject to the approval of such appointment by resolution of the other Directors) and may remove from office an alternate director so appointed by him/her.
- 65 An alternate director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which the Director in respect of whom s/he is alternate is a member, to attend and vote at any such meeting at which such Director is not personally present and generally to perform all the functions of such 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. It shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
- 66 An alternate director shall cease to be an alternate director if the Director in respect of whom s/he is alternate ceases to be a Director; but, if a Director retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which s/he 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 re-appointment.
- 67 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 matter approved by the Directors.
- 68 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 own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.
- 69 The Board has the power to invite to attend Board Meetings in the capacity of observers, Associate Members, representatives of Associate Members, persons who have donated funds to the Company and such other persons as the Board sees fit. Such observers will



have the right to attend and may be invited to speak at Board meetings but shall not be entitled to vote in respect of any matter.

- 70 No Director shall be entitled to remuneration for his/her services as a Director. The Directors may be paid all expenses properly incurred in connection with the discharge of their duties.
- 71 Notwithstanding Article 70 a Director who is an Employee Director shall be entitled to such remuneration as is agreed by the Board from time to time in relation to discharging his duties as an Employee Director. For the avoidance of doubt the Employee Director shall not be entitled to speak in relation to a resolution at a Board meeting dealing with his/her remuneration and conditions of employment and shall not be entitled to vote on such resolution. For the purposes of such resolution the Directors shall temporarily nominate another of their number by majority agreement to occupy the Chair. Failing agreement as to who will occupy the Chair in relation to such a resolution the Director who has served on the Board for the longest continuous period of time shall occupy the Chair for the purpose of such resolution only, thereafter the Chair shall revert back to the Employee Director.

#### **Declarations of interest**

- 72 A Director who to his/her knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of Section 317 of the Act) with the Company, or has any other material interest shall declare the nature and extent of this interest to the Board. A Director having made such a disclosure, shall not be entitled to vote in respect of any contract or arrangement in which s/he is interested, shall be required to leave the meeting while such matter is being discussed or voted on but may be counted in the quorum present at the meeting at which such contract or arrangement is to be approved.
- 73 For the purposes of Article 70:
- (a) a general notice to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice of any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
  - (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect her/him to have knowledge shall not be treated as an interest of his/hers.

#### **OPERATION OF BANK ACCOUNTS**

- 74 The signatures of two out of the signatories appointed by the Directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Company, at least one of the signatures must be that of a Director.

The following table shows the results of the analysis of variance for the effect of the different factors on the yield of the different crops. The results are given in terms of the mean yield per acre for each crop, and the standard error of the mean yield per acre for each crop.

The results of the analysis of variance for the effect of the different factors on the yield of the different crops are given in the following table.

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The results of the analysis of variance for the effect of the different factors on the yield of the different crops are given in the following table.

## SECRETARY

- 75 Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit and any Secretary so appointed by the Board may be removed by the Board. The Secretary shall ensure that the documentation of the Company is in order, that all returns required by the Acts are duly made, and that the Company's own register and records are properly maintained.

## MINUTES

- 76 The Board shall cause minutes to be made in books kept for that purpose of all proceedings at Annual General Meetings, General Meetings, meetings of the Board and Committees, including the names of Board or Committee members present at each such meeting.
- 77 All minutes shall be open to inspection by any Director. Minutes of meetings of any Committee shall also be open to inspection by Members.

## ACCOUNTS

- 78 The accounting records and any other book or document shall be open to inspection by any Director. The Members shall not (unless s/he is a Director) have the right to inspect any accounting records or other book or document of the Company, except as conferred by statute or as authorised by the Directors or by an ordinary resolution of the Company.

## INDEPENDENT EXAMINATION

- 79 The annual accounts of the Company will be subject to such audit or other independent examination as may be required by the Act and any other applicable legislation. [*This article amended by special resolution dated 26 February 2014.*]

## NOTICES

- 80 Any notice to be given pursuant to these Articles shall be in writing or shall be given using electronic communications to such address as may from time to time be notified for that purpose by the person receiving such notice to the person giving such notice.
- 81 The Company may give any notice to Members, or the auditors personally, by electronic communication as aforesaid or by sending it by post in a prepaid envelope addressed to the intended recipient at his registered address or any address supplied to the Company for the giving of notice.
- 82 A Member present, either in person or by proxy, at any General Meeting shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 83 Proof that an envelope containing the notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given. A notice shall be deemed to be given,



1. The first part of the report is a general introduction to the project, which includes a description of the objectives and the scope of the study. It also provides a brief overview of the methodology used in the research.

if sent by first class post, at the expiration of forty-eight hours after the envelope containing it was posted.

#### **INDEMNITIES**

- 84 Subject to the provisions of the Acts, but without prejudice to any indemnity to which s/he may otherwise be entitled, every Director and the Secretary shall be indemnified out of the assets of the Company against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.
- 85 The Company shall have express power to purchase and maintain for any such Director or the Secretary insurance against any such liability, and if the power is exercised the fact shall be stated in the Directors' Report in accordance with the provisions of the Acts.

#### **WINDING-UP**

- 86 The Company shall be wound up voluntarily whenever a special resolution is passed that the Company be wound up. Clause 9 of the Memorandum of Association shall have effect as if the provisions of that Clause were repeated in these Articles.