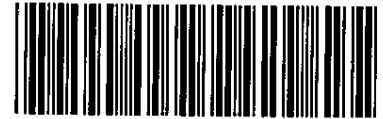


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COMPANIES HOUSE

THE COMPANIES ACT 1985 to 2006

COMPANY LIMITED BY ARTICLES OF ASSOCIATION

of

NORTH LANARKSHIRE LEISURE TRADING C.I.C

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1. DEFINITIONS

In these Articles the following terms shall have the following meanings.

Term	Meaning
"The Companies Acts"	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the 2006 Act for the time being in force;
"1985 Act"	means (subject to Article 3) the Companies Act 1985;

"2004 Act"	the Companies (Audit, Investigations and Community Enterprise) Act 2004
"2006 Act"	means (subject to Article 3) the Companies Act 2006;
"address"	in relation to electronic communications, includes any number or address used for the purposes of such communications
"Articles"	the Company's Articles of Association
"Asset Locked Body"	a community interest company, a Charity, Scottish Charity or Northern Ireland Charity or a body established outside the United Kingdom that is equivalent to any of those persons
"Chair"	the meaning given in Article 15
"Charity"	(except in the phrases "Scottish Charity" and "Northern Ireland Charity") the meaning given by Section 96 of the Charities Act 1993
"clear days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"Company"	NLL Trading C.I.C
"Director"	a Director of the Company, including any person occupying the position of Director, by whatever name called
"Directors' functions"	the meaning given in Article 5(1)
"electronic communication"	the meaning given in the Electronic Communications Act 2000
"holder"	in relation to any shares, the Member whose name is entered in the Company's register of Members as the holder of those shares
"in writing"	written printed or transmitted writing including by electronic communication
"Members"	the members of the Company as defined in the 1985 Act

“Memorandum”	the Company’s memorandum of association
“NLL”	North Lanarkshire Leisure Limited, a Company which is a Scottish Charity (Scottish charity number SC037439) incorporated under the Companies Acts with registered number SC303391 and having its registered office at The Time Capsule, 100 Buchanan Street, Coatbridge, ML5 1DL
“Northern Ireland Charity”	a charity within the meaning of the Charities Act (Northern Ireland) 1964
“Regulations”	the Community Interest Company Regulations 2005
“Regulator”	the Regulator of Community Interest Companies
“remuneration”	any reasonable payment or benefit received, or to be received, by a Director or employee of the Company in consideration for that Director’s or employee’s services to the Company, and any arrangement in connection with the payment of a pension, allowance or gratuity to or in respect of any person who is to be, is, or has been a Director or employee of the Company or any of its predecessors in business
“Scottish Charity”	a body entered in the Scottish Charity Register
“shares”	shares in the Company
“subsidiary”	the meaning given in section 736 of the Companies Act 1985

2. INTERPRETATION

2.1. Unless the context requires otherwise, words or expressions defined in:

- (a) the Companies Acts,
- (b) the 2004 Act, or
- (c) the Regulations,

have the same meaning in the Articles.

2.2. Without prejudice to the generality of paragraph (1):

- (a) **“community”** is to be construed in accordance with section 35 of the 2004 Act and Part 2 of the Regulations;

(b)“**financial year**” has the meaning given in section 223 of the 1985 Act; and

(c)“**transfer**” includes every description of disposition, payment, release or distribution and the creation or extinction of an estate or interest in, or right over, any property, or, in Scotland, a right, title or interest in or over any property.

- 2.3. Unless the context requires otherwise, all references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.
- 2.4. Unless the context requires otherwise, words in the singular include the plural and words in the plural include the singular.
- 2.5. All headings and explanatory notes are included for convenience only: they do not form part of the Articles, and shall not be used in the interpretation of the Articles.

3. TABLE A

The provisions contained in Table A of the Schedule to the Companies (Table A to F) Regulations 1985 shall not apply.

4. TRANSFER OF ASSETS

- 4.1. The Company shall not transfer any of its assets other than for full consideration.
- 4.2. Provided the conditions specified in Article 4.3 are satisfied, paragraph 4.1 shall not apply to:
 - 4.2.1. the transfer of assets to any Asset Locked Body specified in the Memorandum or Articles for the purposes of this Article or (with the consent of the Regulator) to any other Asset Locked Body;
 - 4.2.2. the transfer of assets made for the benefit of the community other than by way of a transfer of assets to an Asset Locked Body;
 - 4.2.3. the payment of dividends in respect of shares in the Company;
 - 4.2.4. the distribution of assets on a winding up;
 - 4.2.5. payments on the redemption or purchase of the Company's own shares;
 - 4.2.6. payments on any reduction of share capital; and
 - 4.2.7. the extinguishing or reduction of the liability of Members in respect of share capital not paid up on any reduction of share capital.

4.3. The conditions are that the transfer of assets:

4.3.1. must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum or the Articles; and

4.3.2. must not exceed any limit imposed by, or by virtue of, Part 2 of the 2004 Act.

4.4. If:

4.4.1. the Company is wound up under the Insolvency Act 1986; and

4.4.2. all its liabilities have been satisfied,

then any remaining residual assets shall be given or transferred to the specified Asset Locked Body specified in the Memorandum and Articles for the purposes of this Article.

4.5. For the purposes of this Article, the following Asset Locked Body is specified as a potential recipient of the Company's assets under those Articles:

Name: North Lanarkshire Leisure Limited

Registered Charity Number: SC037439

Registered Company Number: SC303391

**Registered Office / Principal office address: Time Capsule, 100
Buchanan Street, Coatbridge, ML5 1DL**

5. NOTICE OF GENERAL MEETINGS

5.1. At least 14 clear days' notice of each general meeting must be given to all the members and Directors, and (if auditors are in office at the time) to the auditors.

5.2. The reference to "clear days" in Article 5.1 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted (or, in the case of notice sent by electronic means, the day after it was sent), and also the day of the meeting, should be excluded.

5.3. A notice calling a meeting shall specify the time, date and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting; (b) if a special resolution (see Article 7.1) or a resolution requiring special notice under the Companies Acts is to be proposed, state that fact, giving the exact terms of the resolution; and (c) contain a statement informing members of their right to appoint a proxy.

5.4. Notice of every general meeting shall be given: -

- 5.4.1. in hard copy form;
- 5.4.2. (where the body to which notice is given has notified the Company of an address to be used for the purpose of electronic communication) in electronic form; or
- 5.4.3. subject to the Company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the 2006 Act, by means of a website.

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1. No business shall be transacted at any meeting unless a quorum is present; one person present and entitled to vote (being a proxy for a member or a duly authorised representative of a member which is a corporate body) shall be a quorum.
- 6.2. If the quorum required under Article 6.1 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.
- 6.3. The Chair shall (if present and willing to act) preside as chairperson of the meeting; if the Chair is not present and willing to act as chairperson of the meeting within 15 minutes after the time appointed for holding the meeting, the Directors present shall elect one of their number to act as chairperson of the meeting.
- 6.4. If the Chair is not present and willing to act as chairperson of the meeting within 15 minutes after the time appointed for holding the meeting and there is only one Director present and willing to act, he/she shall be chairperson of the meeting.
- 6.5. Each of the Directors shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.
- 6.6. The chairperson of the meeting may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests him/her to do so), adjourn the meeting but not for a period in excess of thirty days; no notice need be given of an adjourned meeting.

7. SPECIAL RESOLUTIONS AND ORDINARY RESOLUTIONS

- 7.1. For the purposes of these Articles, a "special resolution" means a resolution of the members, which is either (a) passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with Articles 5.1 to 5.4 (for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution and accordingly no account shall be taken of abstentions or members absent from the meeting); or (b) 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 Article 8.

7.2. In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Companies Act allow the Company, by special resolution:-

7.2.1. to alter its name;

7.2.2. to alter its memorandum of association with respect to the Company's objects; and

7.2.3. to alter any provision of these Articles or adopt new Articles of association.

7.3. For the purposes of these Articles, an "ordinary resolution" means a resolution of the members, which is either (a) passed by a simple majority vote (taking account only of those votes cast in favour as compared with those votes cast against), at a general meeting, providing proper notice of the meeting has been given in accordance with Article 5; or (b) passed by members representing a simple majority of the total voting rights of eligible members, when passed by way of a written resolution in accordance with Articles 8.1 to 8.4.

8. WRITTEN RESOLUTIONS

8.1. 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 2006 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).

8.2. For the purposes of the preceding Article: -

8.2.1. 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 2006 Act; or (b) if copies are sent or submitted to members on different days, the first of those dates);

8.2.2. the reference to "required majority" is to the majority required to pass an ordinary or a special resolution under the Companies Acts, as follows: -

8.2.2.1. in order to pass an ordinary resolution by way of written resolution, it must be passed (in accordance with Article

8.1) by members representing a simple majority of the total voting rights of eligible members;

8.2.2.2. in order to pass a special resolution by way of written resolution, it must be passed (in accordance with Article 8.1) 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.

8.3. For the avoidance of doubt, a resolution to remove a Director (under section 168 of the 2006 Act) or a resolution to remove an auditor (under section 391 of the 1985 Act (for so long as it is in force) or section 510 of the 2006 Act) cannot be proposed as a written resolution under Article 8.1.

8.4. For the purposes of Article 8.1, 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 8.2) and the agreement of any member to a written resolution will be ineffective if signified after the expiry of that period.

9. VOTES OF MEMBERS

9.1. Every member shall have one vote, which may be given either via its duly authorised representative present at the meeting or by proxy.

9.2. A member which wishes to appoint a proxy to vote on its behalf at any meeting:-

9.2.1. shall lodge with the Company, at the Company's registered office, a written instrument of proxy (in such form as the Directors require), signed by an appropriate officer of the member; or

9.2.2. shall send by electronic means to the Company at such electronic address as may have been notified to the members by the Company for that purpose, an instrument of proxy (in such form as the Directors require) providing (in either case) the instrument of proxy is received by the Company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting); for the avoidance of doubt, in calculating the 48-hour period referred to in the preceding provisions of this Article 9.2, no account shall be taken of any part of a day that is not a working day.

9.3. An instrument of proxy, which does not conform with the provisions of Article 9.2, or which is not lodged or sent in accordance with such provisions, shall be invalid.

9.4. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

- 9.5. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member which appointed him/her to speak at the meeting and need not be a member of the Company.
- 9.6. A member which is an incorporated body may authorise an individual to act as its representative at any general meeting of the Company, providing particulars of the individual so authorised and of the body which he/she is to represent are received by the Company prior to the commencement of the general meeting; the individual so authorised shall be entitled to exercise the same powers on behalf of the member which he/she represents as that incorporated body could exercise if it were an individual member.
- 9.7. The chairperson of a meeting shall not be entitled to a casting vote if an equality of votes arises in relation to any resolution.
- 9.8. A vote given by proxy or by the duly authorised representative of a member which is an incorporated body shall be valid notwithstanding that the authority of the person voting had terminated prior to the giving of such vote unless notice of such termination was received by the Company at the Company's registered office (or, where contained in an electronic communication, was received by the Company at the address notified by the Company to the members for the purpose of electronic communication) before the commencement of the meeting or adjourned meeting at which the vote was given.
- 9.9. A resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is duly demanded before, or on the declaration of, the show of hands.
- 9.10. A poll may be demanded by:
- 9.10.1. the Chair;
 - 9.10.2. at least two Members; or
 - 9.10.3. a Member or Members representing not less than one tenth of total voting rights of all the Members having the right to vote at the meeting.
- 9.11. On a poll Members shall have one vote for each share which they own. On a show of hands every Member who is an individual present in person or by proxy, and every corporate Member present by proxy or by its duly authorised representative, shall have one vote, except that:
- 9.11.1. a Member present in person who is also the proxy or representative of another Member, and
 - 9.11.2. a person who is the proxy or representative of more than one Member,
- has only one vote.

9.12. A person who is not a Member shall not have any right to vote at a general meeting of the Company (except as the proxy or (in the case of a corporate Member) duly authorised representative of a Member).

9.13. Articles 9.11 and 9.12 are without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.

9.14. Unless a poll is held:

9.14.1. a declaration by the Chair that a resolution has been:

9.14.1.1. carried;

9.14.1.2. carried unanimously, or by a particular majority;

9.14.1.3. lost; or

9.14.1.4. not carried by a particular majority, and

an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

9.15. A poll shall be taken at the general meeting as the Chair directs and the Chair may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

9.16. The proceedings at any general meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity (including with regard to the giving of notice) or any want of qualification in any of the persons present or voting.

9.17. No objection shall be raised to the qualification of any voter except at the general meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.

10. MINUTES

10.1. The Directors shall cause minutes to be made and kept, in writing, of all proceedings at general meetings of the Company, meetings of the Directors and meetings of committees of Directors.

10.2. Any such minute, if purported to be signed by the Chair of the meeting, or by the chair of the next succeeding general meeting, shall be sufficient evidence of the proceedings.

11. NUMBER OF DIRECTORS

The number of Directors shall be a maximum of 13.

12. APPOINTMENT, REMOVAL, RETIREMENT: DIRECTOR GENERAL

12.1. No power to appoint Directors of the Company shall be given to persons who are not members of the Company which immediately after their exercise could result in the majority of the Directors of the Company having been appointed by persons who are not members of the Company.

12.2. No power to remove Directors of the Company shall be given to persons who are not members of the Company which immediately after their exercise could result in either: -

12.2.1. the majority of the remaining Directors of the Company having been appointed by persons who are not members of the Company; or

12.2.2. the number of Directors removed during the current financial year of the Company by persons who are not members of the Company exceeding the number of the remaining Directors of the Company.

12.3. Articles 12.1 and 12.2 shall not prevent a Director from appointing, or subsequently removing, an alternate Director, if permitted to do so by the Articles of association of the Company in force from time to time; for the avoidance of doubt the preceding provisions of Article 12.3 will not apply unless and until a power to appoint alternate Directors is introduced by way of alternation to the Articles of association.

13. APPOINTMENT/REMOVAL OF DIRECTORS BY NLL

13.1. So long as NLL holds 100% of the issued share capital of the Company, NLL may, by notice in writing, signed by two of its Directors and given to the Company (and subject to Articles 11, 13.2 and 13.3): -

13.1.1. appoint any person who is willing to act to be a Director (either to fill a vacancy or as an additional Director); or

13.1.2. remove any Director before the expiration of his/her period of office (notwithstanding any agreement between the Company and him/her).

13.2. A notice under Article 13.1 shall not be valid unless it is accompanied by a certificate, signed by the secretary of NLL, to the effect that the notice gives effect to a resolution passed by the majority vote at a quorate meeting of the board of Directors of NLL, duly convened and held in accordance with the Articles of association of NLL.

13.3. NLL shall exercise its powers under Article 13.1 in such a way as to ensure that at any given time all of the Directors are also Directors of NLL.

- 13.4. Any appointment or removal of a Director under Article 13.1 shall have effect from the date on which the relevant notice (together with the secretary's certificate required under Article 13.2) is given to the Company.

14. DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 14.1. A Director shall vacate office if:-

14.1.1. he/she ceases to be a Director by virtue of any provision of the Companies Acts or becomes prohibited by law from being a Director;

14.1.2. he/she is sequestered;

14.1.3. 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;

14.1.4. he/she resigns office by notice to the Company;

14.1.5. he/she is absent (without permission of the Directors) from more than three consecutive meetings of Directors and the Directors resolve to remove him/her from office;

14.1.6. 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 17.2);

14.1.7. he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the 2006 Act;

14.1.8. he/she ceases to be a Director of NLL.

- 14.2. A resolution under Article 14.1.7 or 14.1.8 shall be valid only if:-

14.2.1. 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;

14.2.2. 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

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

15. APPOINTMENTS TO OFFICES

- 15.1. Directors shall be appointed to hold the office of Chair and such other offices as the Directors may consider appropriate.

15.2. The appointments under Article 15.3 shall be made at meetings of Directors.

15.3. The appointment of any Director to an office under Article 15.1, shall terminate if he/she ceases to be a Director or if he/she resigns from that office by notice to the Company.

15.4. If the appointment of a Director to any office under Article 15.3 terminates, the Directors shall appoint another Director to hold the office in his/her place.

16. DIRECTORS' INTERESTS

16.1. Subject to the provisions of the Companies Acts and provided that he/she has disclosed to the Directors the nature and extent of any personal interest which he/she has (unless immaterial) and, if applicable, has complied with the code of conduct (as referred to in Article 17.2), a Director (notwithstanding his/her office):-

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

16.1.2. 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;

16.1.3. Director may be employed by the Company;

16.1.4. may be a Director or secretary of, or employed by, or have some other personal interest in, any associated Company; and

16.1.5. 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.

16.2. For the purposes of the preceding Article:-

16.2.1. an interest of a person who is taken to be connected with a Director for any purpose of the 2006 Act shall be treated as a personal interest of that Director;

16.2.2. 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;

- 16.2.3. 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;
- 16.2.4. 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;
- 16.2.5. a general notice to the Directors that a Director is a member of a specified firm or Company and is to be regarded as interested in contracts which are made with the Company or firm after the date of the notice shall be deemed to be a sufficient disclosure of his/her interest in relation to the contract; and
- 16.2.6. a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in 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 transaction or arrangement with the persons specified in the notice.

17. CONDUCT OF DIRECTORS

- 17.1. It is the duty of each Director of the Company to take decisions (and exercise his/her other powers and responsibilities as a Director) in such a way as he/she considers, in good faith, will be most likely to promote the success of the Company in achieving its objects (as outlined in clause 4 of the memorandum of association) and be in the interest of the Company, and irrespective of any office, post, engagement or other connection which he/she may have with any other body which may have an interest in the matter in question.
- 17.2. Each of the Directors shall comply with any 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.

18. DIRECTORS' REMUNERATION AND EXPENSES

- 18.1. Subject to the Companies Acts, the Articles, the Company satisfying the community interest test, and any resolution passed under Article 18.2, the Directors may decide the terms (including as to remuneration) on which a Director is to perform Directors' functions, or otherwise perform any service for the Company or any of its subsidiaries.
- 18.2. The Members may by ordinary resolution limit or otherwise specify the remuneration to which any Director may be entitled, either generally or in particular cases.

19. DIRECTORS' EXPENSES

19.1. The Company may meet all reasonable expenses which the Directors properly incur in connection with:

19.1.1. the exercise of their functions; or

19.1.2. the performance of any other duty which they owe to, or service which they perform for, the Company or any of its subsidiaries.

20. POWERS OF DIRECTORS

20.1. Subject to the provisions of the Companies Acts, the memorandum of association and 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.

20.2. No alteration of the memorandum of association or 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.

20.3. The powers conferred by Article 20.1 shall not be limited by any special power conferred on the Directors by these Articles.

20.4. A meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

21. PROCEEDINGS OF DIRECTORS

21.1. Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit.

21.2. Any Director may call a meeting of the Directors or request the secretary to call a meeting of the Directors.

21.3. Every Director must be given reasonable notice of a meeting of Directors.

21.4. Article 21.5 does not require notice to be given:

21.4.1. in writing; or

21.4.2. to Directors to whom it is not practicable to give notice, having regard to the urgency and importance of the matters to be decided, or who have waived their entitlement to notice.

21.5. Directors participating in a meeting of Directors:

21.5.1. must participate at the same time, but may be in different places;
and

21.5.2. may communicate with each other by any means.

21.6. Questions arising at any meeting of Directors shall be decided by a majority of votes; the chairperson of a meeting of Directors shall be entitled to a casting vote.

21.7. The quorum for the transaction of the business of the Directors shall be four.

21.8. If the quorum required under Article 21.7 Article 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.

21.9. 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 may act only for the purpose of filling vacancies or of calling a general meeting.

21.10. 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; if the Chair is unwilling to act as chairperson of a meeting of Directors or is not present within 15 minutes after the time appointed for the meeting, the Directors present shall appoint one of their number to be chairperson of the meeting.

21.11. 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 Companies Acts or any provision of these Articles.

21.12. 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.

21.13. 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 duly convened and held; it may

consist of several documents in the same form, each signed by one or more Directors.

- 21.14. The Directors shall be empowered for the purposes of section 175 of the Companies Act 2006 to authorise any Director to be in a situation where that Director has or can have a direct or indirect interest or duty that conflicts or may possibly conflict with the interests of the Company. The authorisation may be on such terms as are determined by the Directors and may be subject to conditions. A Director seeking such authorisation shall not be entitled to vote or be counted in the quorum in relation to any meeting of the Directors at which the matter is considered.
- 21.15. For the avoidance of doubt, Article 21.14 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 16.1 and 16.2 and the code of conduct referred to in Article 17.2.
- 21.16. Subject to Article 21.17, 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.
- 21.17. For the purposes of the preceding Article:-
- 21.17.1. an interest of a person who is taken to be connected with a Director for any purpose of the 2006 Act; and
- 21.17.2. 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.
- 21.18. 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.
- 21.19. The Company may (subject to the Companies Acts) by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of Articles 21.14 to 21.17.
- 21.20. In all proceedings of directors each director must not have more than one vote.
- 21.21. 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.

22. DELEGATION TO COMMITTEES OF DIRECTORS AND HOLDERS OF OFFICES

- 22.1. The Directors may delegate any of their powers to any committee 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.
- 22.2. 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.
- 22.3. 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.
- 22.4. In addition to their powers under Article 22.1, 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 21.1 to 21.13 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.

23. SECRETARY

- 23.1. Subject to the provisions of the 2006 Act, the Directors may appoint a Company secretary, and on the basis that the term of office, remuneration (if any), and other terms and conditions attaching to the appointment of the Company secretary shall be as determined by the Directors; the Company secretary may be removed by the Directors at any time.

24. NOTICES

- 24.1. Any notice to be given in pursuance of these Articles shall be in writing.
- 24.2. The Company may give any notice to a member in pursuance of these Articles either personally or by sending it by post in a pre-paid envelope addressed to the member at its registered address or by leaving it at that address; alternatively, in the case of a member which has notified the Company of an electronic address to be used for this purpose, the Company may give any notice to that member by electronic means.
- 24.3. Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four 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.

24.4. 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.

24.5. A member 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 Company secretary, at the Company's registered office.

24.6. A member 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.

25. ALLOTMENT OF SHARES

25.1. The provisions of section 89(1) of the 1985 Act shall not apply to any allotment by the Company of equity securities.

26. SHARE CERTIFICATES

26.1. The Company may issue Members with one or more certificates for their respective shares in such form as the Directors decide.

27. TRANSFER OF SHARES

27.1. The Directors may refuse to register the transfer of a share:

27.1.1. to a person of whom they do not approve;

27.1.2. if it is not lodged at the registered office of the Company or such other place as the Directors may appoint; or

27.1.3. if it is not accompanied by:

such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

27.1.3.1. such other information as they may reasonably require.

27.2. If the Directors refuse to register a transfer of a share they shall, within 2 months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

27.3. The Directors shall not register the transfer of any share (other than a transfer by NLL) except with the prior written consent of NLL.

27.4. The provisions of this Article apply in addition to any restrictions on the transfer of a share which may be set out elsewhere in the Memorandum or Articles.

28. TRANSMISSION OF SHARES

28.1. If a Member dies, the Company shall purchase that Member's shares in accordance with the Articles and that Member's executors, or that Member, shall sell such shares to the Company at their nominal value.

28.2. Each Member and each Member's personal representatives executors irrevocably appoint the Company to be his, her, its or their attorney or agent in his, her, its or their name and on his, her, its or their behalf to do all such things and to sign all such documents as may be necessary in order to give the Company the full benefit of the provisions of this Article (and in particular but without limitation, in respect of any third party a certificate signed by any duly authorised officer of the Company that any thing or document falls within the authority hereby conferred shall be conclusive evidence that this is the case).

29. PURCHASE OF OWN SHARES

29.1. Subject to the Articles the Company may purchase its own shares (including any redeemable shares) and may make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares. Any share so purchased shall be purchased at its nominal value.

30. ALTERATION OF CAPITAL

30.1. Subject to the Companies Acts and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Members by special resolution determine.

30.2. The Members may by special resolution:

30.2.1. increase the Company's share capital by new shares of such amount as the resolution prescribes;

30.2.2. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

30.2.3. subject to the Companies Acts, sub-divide its shares, or any of them, into shares of smaller amount, and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have preference or advantage as compared with others;

30.2.4. cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

PART SEVEN: DIVIDENDS

31. PROCEDURE FOR DECLARING DIVIDENDS

31.1. Subject to the 1985 Act, the 2004 Act, the Regulations and the Articles, the Directors may decide to declare and pay such dividends to Members as:

31.1.1. appear to the Directors to be justified by the Company's profits;

31.1.2. are in accordance with Members' respective rights; and

31.1.3. are authorised by an ordinary resolution of the Members.

32. PAYMENT OF DIVIDENDS

32.1. Subject to Articles 32.2 and 32.3, the Company shall pay any dividend or other money payable by it in respect of a share by means of:

32.1.1. a transfer to a bank account specified in writing by the holder; or

32.1.2. a cheque sent by post to the registered address of the holder.

32.2. If two or more persons hold a share, or are jointly entitled to it by reason of the death or sequestration (or, in England and Wales, bankruptcy, sequestration of the holder (or one of two or more joint holders), the Company shall pay any dividend or other money payable by it in respect of the share:

32.2.1. by means of a transfer to a bank account specified in writing by the holder who is named first in the register of Members, or a cheque sent by post to that holder's registered address; or

32.2.2. (if the death or bankruptcy (or, in Scotland, sequestration) of the first named holder has resulted in two or more persons becoming jointly entitled to the share), by means of a transfer to a bank account specified in writing by all the persons jointly entitled to it, or a cheque sent by post to an address specified in writing by them.

32.3. The Company may agree another means of paying such dividend or other money with any person entitled to specify a bank account for the payment of a dividend or other money under paragraph 32.2.2.

33. RIGHT TO DIVIDEND FORFEITED IF UNCLAIMED FOR TWELVE YEARS

33.1. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the Directors so decide, be forfeited and cease to remain owing by the Company.

34. INDEMNITY

34.1. Every Director or other officer or auditor of the Company shall be indemnified (to the extent permitted by section 310 of the 1985 Act (for so long as it is in force) and sections 232, 234, 235, 532 and 533 of the 2006

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 2006 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.

- 34.2. For the avoidance of doubt, the Company shall be entitled to purchase and maintain 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 2006 Act (negligence etc. of a Director).