

Company number: SC440330
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

for
info

of

CYARK EUROPE LIMITED (the "Company")

Circulation Date:- 28 March 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution"):-

SPECIAL RESOLUTIONS

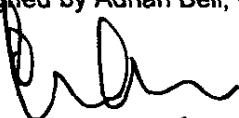
- 1 That the regulations contained in the document attached to this resolution be and are hereby adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association; and
- 2 That the Company's name be changed from CyArk Europe Limited to CyArk Europe.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by Adrian Bell, Director



For and on behalf of MORTON FRASER DIRECTORS LIMITED

Date

28/3/13

THURSDAY



SCT *S252EMWO* #40
28/03/2013
COMPANIES HOUSE

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either:-
 - a. by hand or by post to Katy Conlan, Morton Fraser LLP, Quartermile Two, 2 Lister Square, Edinburgh EH3 9GL;
 - b. by fax to fax number 0131 247 1007, marked for the attention of Katy Conlan; or
 - c. by e-mail to katy.conlan@morton-fraser.com

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 3 Unless, by the date 28 days from the Circulation Date (inclusive), sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.



THE COMPANIES ACT 2006
COMPANY LIMITED BY
GUARANTEE AND NOT HAVING A
SHARE CAPITAL
ARTICLES OF ASSOCIATION
of
CYARK EUROPE

2013
AEB

MORTON FRASER •
SOLICITORS

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
of
CYARK EUROPE

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1 NAME

The Company's name is CYARK EUROPE (and in this document it is called the "**Company**").

2 INTERPRETATION

2.1 In these Articles:-

the "**Act**" means the Companies Act 2006;

"**charity**" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;

"**charitable purpose**" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;

"**Charities Act**" means the Charities and Trustee Investment (Scotland) Act 2005;

"**Director**" means a Director of the Company from time to time;

"**electronic form**" has the meaning given in section 1168 of the Act;

"**Founder Member**" means CyArk, (Entity number: C3007347) a not for profit corporation incorporated in California, having its registered office at 2201 Broadway, Suite 602, Oakland, California, CA 94612, USA;

"**Member**" means a member of the Company from time to time;

"**OSCR**" means the Office of the Scottish Charity Regulator;

"**property**" means any property, heritable or moveable, real or personal, wherever situated; and

"**subsidiary**" has the meaning given in section 1159 of the Act.

2.2 Any reference in these Articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.

2.3 References in these Articles to the singular shall be deemed to include the plural and vice versa.

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

3 LIMITED LIABILITY

3.1 The liability of the members is limited.

3.2 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1.00) to the Company's assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the Company's debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

OBJECTS AND POWERS

This clause shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the Company such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which is regarded as charitable (as defined in Article 4.8.2). Subject to that overriding qualification the Company's objects are for the benefit of the public in Scotland and elsewhere to advance education, the arts and heritage by aiding in the preservation of worldwide sites of historical and cultural significance by developing and making available advance technology for the documentation and display of the structure and other physical characteristics of these sites; making available to conservators and researchers results of digital documentation; educating the public in the importance of preserving these sites; long term archiving of all collected and developed data; collaborating with governmental organisations, non-governmental organisations and others to promote the preservation of these sites and engaging in related activities.

For the purpose of the Company's objects (but not otherwise) the Company has the following powers:-

4.1 Ownership and Preservation of, and access to, the Company's Property

- 4.1.1 To acquire and take over the whole or any part of the undertaking and liabilities of any organisation or person entitled to any property or rights suitable for any of the objects of the Company.
- 4.1.2 To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the objects of the Company.
- 4.1.3 To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the Company.
- 4.1.4 To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the Company, provided such act is advantageous for the purposes of the objects of the Company.

4.2 Printed and Other Media

- 4.2.1 To promote and encourage the objects of the Company by means of the circulation of all forms of printed matter and electronic, digital and other media, and publish, print and sell books, papers, circulars, periodicals, disks, CD ROMs, DVDs, audio and video cassettes or any other appropriate media, and establish, maintain and operate internet web-sites and other platforms for the circulation of electronic, digital and other material and, by means of the organisation of tours, visits, excursions and the like, to encourage the collection and dissemination of knowledge useful for, or conducive to, the objects of the Company.
- 4.2.2 To promote lectures and meetings, and by those means and by wireless, sound and video recording and projecting instruments, computers, the internet and all other forms of electronic, digital and other communication, photographs, exhibitions, libraries and collections of relics, designs, drawings, models, and objects which are of artistic, architectural, scientific, aesthetic or historic interest, to disseminate knowledge useful for, and conducive to, the objects of the Company.

4.3 Financial Matters

- 4.3.1 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.
- 4.3.2 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.
- 4.3.3 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.
- 4.3.4 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 (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.
- 4.3.5 To delegate the management of the Company's investments and securities to a financial expert or firm of financial experts or other suitably qualified person or body.
- 4.3.6 To arrange for the Company's investments, securities or other property to be held in the name of a nominee (being a corporate body registered or having an established place of business in Scotland, England, Wales or Northern Ireland) under the control of the Members or of an investment manager acting under their instructions and to pay any reasonable fee required.

4.4 Co-operation with others

- 4.4.1 To oppose or object, either alone or with others, to any application or proceedings which may prejudice the Company's interests.
- 4.4.2 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.
- 4.4.3 To enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- 4.4.4 To establish, support and/or merge or amalgamate with any association or other unincorporated body having objects altogether or in part similar to those of the Company and to promote any Company or other incorporated body formed for the purpose of carrying on any activity which the Company is authorised to carry on.
- 4.4.5 To subscribe and make contributions to or otherwise support charitable bodies, 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.

4.5 Staff

- 4.5.1 To employ staff and obtain professional assistance of all kinds.
- 4.5.2 To remunerate any individual in the employment of, or any person, firm, Company or other organisation which has provided services to, 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 dependents of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.

4.6 Fund raising

- 4.6.1 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.
- 4.6.2 To take such steps (by way of personal or written appeals, public meetings, fund raising events 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.

4.7 General

- 4.7.1 To manufacture, buy, sell, rent, let on hire and deal in all Articles and commodities, of whatsoever nature, as may be deemed suitable or desirable for promoting the objects of the Company.
- 4.7.2 To carry on the business of sale or supply of goods and services (including property letting, venue hire and event organisation) which can be sold or supplied for the purposes of, or otherwise in connection with, the Company's objects.
- 4.7.3 To purchase and maintain insurances against all or any losses, damages, risks and liabilities which may affect the Company or its activities in any way.
- 4.7.4 To carry out any of the powers of the Company 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.
- 4.7.5 To do anything which may be incidental or conducive to the attainment of any of the objects of the Company.
- 4.7.6 To pay out of the funds of the Company all expenses which the Company may lawfully pay for, or incidental to, the restructuring and registration of, or the raising of money for, the Company.

4.8 And it is declared that:-

- 4.8.1 in this paragraph 4 where the context so admits, "**property**" means any property, heritable or moveable, real or personal, wherever situated; and
- 4.8.2 in this paragraph, and throughout this Memorandum of Association the word "**charitable**" both (i) shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988; and (ii) means for a purpose recognised as being charitable for the purposes of section 7 of the Charities Act.

5 APPLICATION OF INCOME AND PROPERTY

- 5.1 The income and property of the Company shall be applied solely towards promoting the Company's objects.
- 5.2 No part of the income or property of the Company shall be paid or transferred (directly or indirectly) to the Members, whether by way of dividend, bonus or otherwise by way of profit provided that the foregoing shall not prevent the payment, in good faith, of reasonable and proper remuneration to any Member of the Company, in return for any services actually rendered to the Company.
- 5.3 No benefit (whether in money or in kind) shall be given by the Company to any Director except (i) repayment of out of pocket expenses or (ii) reasonable payment in return for particular services actually rendered to the Company (not being of the nature of Director's duties or management of the Company). The prohibition of such payments shall not apply to any payment made in the circumstances permitted by section 67 of the Charities Act.

6 MEMBERSHIP

- 6.1 The sole member of the Company as at the date of adoption of these Articles is the Founder Member.
- 6.2 The other members of the Company shall be such persons (if any) as shall be appointed by the Founder Member as additional or new members to act along with or in succession to the Founder Member.
- 6.3 Membership shall not be transferable and shall cease:-
 - 6.3.1 on death of the member; and
 - 6.3.2 if that member's appointment as a member is terminated by the Founder Member by instrument in writing signed on its behalf.

7 TERMINATION/WITHDRAWAL FROM MEMBERSHIP

A Member shall cease to be a Member of the Company in any of the following circumstances:-

- 7.1 if by notice in writing lodged at the registered office he or she resigns from Membership, or
- 7.2 if a member (other than the Founder Member) is removed from Membership by a resolution of the Board passed by a majority of three-fourths of the votes cast upon such resolution at a meeting specially convened to consider such resolution of which the member shall have been given reasonable notice and at which he or she shall have been given reasonable opportunity of attending and being heard..

8 GENERAL MEETINGS

- 8.1 The Company may, if the Directors consider it appropriate, hold a general meeting as its annual general meeting in each period of 12 months.
- 8.2 All meetings other than annual general meetings are to be called general meetings.
- 8.3 The Directors must convene a general meeting if there is a valid requisition by Members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518(2) of the Act).

- 8.4 Subject to the preceding Article and to the requirements under section 336 of the Act (which lay down the maximum period which can pass before the first annual general meeting and the maximum period between one annual general meeting and the next), the Directors may convene general meetings whenever they think fit.

9 NOTICE OF GENERAL MEETINGS

- 9.1 At least fourteen clear days' notice must be given of all general meetings.
- 9.2 The reference to "clear days" in Article 12 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
- 9.3 A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of any business to be dealt with at the meeting and (b) if a special resolution (see Article 17) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 9.4 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 9.5 Notice of every general meeting shall be given to all the members and directors and (if there are auditors in office at the time) to the auditors.

10 SPECIAL RESOLUTIONS AND ORDINARY RESOLUTIONS

- 10.1 For the purposes of these Articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with Articles 12 to 16 inclusive; 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.
- 10.2 In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Act allow the Company by special resolution:-
- 10.2.1 to alter its name;
- 10.2.2 (subject to the provisions of the Act) to alter the Company's objects; and
- 10.2.3 to alter any provision of these Articles or adopt new Articles of Association.
- 10.3 For the purposes of these Articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour of as compared with those votes cast against, and (as applicable) the chairperson's casting vote) at an annual general meeting or general meeting, providing proper notice of the meeting has been given in accordance with Articles 12 to 16 inclusive.

11 PROCEEDINGS AT GENERAL MEETINGS

- 11.1 No business shall be transacted at any meeting unless a quorum is present. For so long as the Founder Member is a member a general meeting shall not be quorate unless the Founder Member is represented at the meeting by a corporate representative or by a proxy. While the Founder Member is the sole member the quorum shall be one. Thereafter, subject always to the foregoing provisions of this

Article, one half of the total number of Members at the time of the meeting, present in person, shall be a quorum.

- 11.2 If the quorum required under Article 20 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.
- 11.3 The chairperson of the Directors shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if the chairperson is not present and willing to act as chairperson within half an hour of the time appointed for holding the meeting, the Directors present shall elect one of their number to act as chairperson or, if there is only one Director present and willing to act, he/she shall be chairperson.
- 11.4 The chairperson 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.
- 11.5 A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairperson, or by at least two Members present in person at the meeting.
- 11.6 If a secret ballot is demanded in accordance with the preceding Article it shall be taken at once, and shall be conducted in such manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

12 VOTES OF MEMBERS

- 12.1 Every Member shall have one vote which (whether on a show of hands or on a secret ballot) must be given personally.

13 NUMBER OF DIRECTORS

- 13.1 Unless otherwise determined by special resolution, the minimum number of Directors shall be 3 and the maximum shall be 6.

14 APPOINTMENT OF DIRECTORS

- 14.1 The Directors of the Company shall be such persons as shall be appointed by the Founder Member from time to time.
- 14.2 The appointment of a Director(s) nominated by the Founder Member under this Article shall be made by notice in writing served on the Company at its registered office and may be terminated at any time by the Founder Member which has appointed him, by means of written notification to the Board to the effect that another person has been appointed to take his place.

15 DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 15.1 A Director shall vacate office if:-
 - 15.1.1 he/she ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;
 - 15.1.2 he/she is sequestered;

- 15.1.3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than 6 months;
- 15.1.4 he/she resigns office by notice to the Company;
- 15.1.5 he/she is absent for a period of more than 6 months (without permission of the other Directors) from meetings of Directors held during that period and the Directors resolve to remove him/her from office;
- 15.1.6 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act;
- 15.1.7 he /she is required to resign by notice in writing signed by a majority of the other Directors in the circumstances contemplated by sub-section 66(5) of the Charities Act; or
- 15.1.8 notice is served on the Company by or on behalf of the Founder Member respectively terminating his or her Directorship.

16 APPOINTMENTS TO OFFICE

- 16.1 Directors shall be appointed to hold the offices of chairperson and such other offices (if any) as the Directors may consider appropriate.
- 16.2 Any other appointments under the preceding Article shall be made by the Directors at meetings of Directors.
- 16.3 If the appointment of a Director to any office under Article 16.1 terminates, the Directors shall appoint another Director to hold the office in his/her place.
- 16.4 The appointment of any Director to an office under Article 16.1 shall terminate if he/she ceases to be a Director or if he/she resigns from that office by notice to the Company.

17 DIRECTORS' INTERESTS

- 17.1 A Director who has a personal interest in any transaction or other arrangement which the Company is proposing to enter into, must declare that interest at a meeting of the Directors; he/she will be debarred from voting on the question of whether or not the Company should enter into that arrangement.
- 17.2 For the purposes of the preceding Article, a Director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited Company of which he/she is a substantial shareholder or Director (or any other party who/which is deemed to be connected with him/her for the purposes of the Charities Act), has a personal interest in that arrangement.
- 17.3 Provided:
 - 17.3.1 he/she has declared his/her interest;
 - 17.3.2 he/she has not voted on the question of whether or not the Company should enter into the relevant arrangement; and
 - 17.3.3 the requirements of Article 5.3 are complied with,

a Director will not be debarred from entering into an arrangement with the Company in which he/she has a personal interest (or is deemed to have a personal interest under Article 17.2) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

18 CONDUCT OF DIRECTORS

- 18.1 Each of the Directors shall, in exercising his/her functions as a Director of the Company, act in the interests of the Company; and, in particular, must:-
- 18.2 seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its objects;
- 18.3 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 18.4 in circumstances giving rise to the possibility of a conflict of interest between the Company and any other party:-
 - 18.4.1 put the interests of the Company before that of the other party, in taking decisions as a Director;
 - 18.4.2 (where any other duty prevents him/her from doing so, disclose the conflicting interest to the Company and refrain from participating in any discussions or decisions involving the other Directors with regard to the matter in question; and
- 18.5 ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the Charities Act.

19 POWERS OF DIRECTORS

- 19.1 Subject to the provisions of the Act, the Charities Act 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.
- 19.2 A meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

20 PROCEEDINGS OF DIRECTORS

- 20.1 Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit.
- 20.2 Any Director may call a meeting of the Directors or request the secretary to call a meeting of the Directors.
- 20.3 Questions arising at a meeting of the Directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson shall have a second or casting vote.
- 20.4 The quorum for the transaction of the business of the Directors shall be half of the then total number of Directors present in person. The Directors may, by resolution of the Directors, invite any person who is not a Director to attend meetings of the Directors as an observer or in such other capacity as they think fit. If so resolved any such person may speak at the meetings of the Directors, but shall not be entitled to vote and shall not form part of the quorum.

20.5 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 filling vacancies or of calling a general meeting.

20.6 Unless he/she is unwilling to do so, the chairperson shall preside as chairperson at every meeting of Directors at which he/she is present. If the chairperson is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairperson of the meeting.

21 DELEGATION TO COMMITTEES OF DIRECTORS AND HOLDERS OF OFFICES

21.1 The Directors may delegate any of their powers to any committee consisting of such persons, which must include one or more Directors, including to an advisory committee and a fundraising committee; they may also delegate to the chairperson or a Director holding any other office such of their powers as they consider appropriate.

21.2 Any delegation of powers under the preceding Article may be made subject to such conditions as the Directors may impose and may be revoked or altered.

21.3 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 SECRETARY

Subject to the provisions of the Act, a secretary shall (unless the Directors decide otherwise) be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

23 MINUTES

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 and the minutes of each meeting shall be signed by the chairperson of that meeting.

24 NOTICES

24.1 Any notice to be given in pursuance of these Articles shall be in writing; the Company may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address.

24.2 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.

25 WINDING UP

25.1 If on the winding-up of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the Company and whose

constitution restricts the distribution of income and assets among members to an extent at least as great as does Article 5.

- 25.2 Any body to which property is transferred under Article 25.1 shall (subject always to the terms of any agreement between the Company and any other charitable body or bodies of the type referred to in Article 63 in terms of which the Company has agreed to transfer any property or asset to that charitable body or those charitable bodies) be determined by the members of the Company at or before the time of dissolution or, failing such determination, by such court as may have or may acquire jurisdiction.
- 25.3 For the avoidance of doubt, a body to which property is transferred under Article 58 may be a member of the Company.
- 25.4 To the extent that effect cannot be given to the provisions of Article 25.1 to 25.3 inclusive, the relevant property shall be applied to some other charitable object or objects.

26 INDEMNITY AND LIABILITY INSURANCE

- 26.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified 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, any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment 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.
- 26.2 The Directors shall have the power to purchase and maintain insurance for the benefit of any persons who are or were at any time a Director, the auditor, the secretary or any other officer of the Company or a Director of any pension fund for the benefit of any employees of the Company, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company.