

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**COPY RESOLUTIONS IN WRITING**

of

**SHROPSHIRE CAREERS SERVICE LIMITED**

**(Company Number 2993054)**

**(pursuant to section 380 of the Companies Act 1985)**

The following written resolutions were passed on 9th April 2001 in accordance with section 381A of the Companies Act 1985.

1. That the company's share capital be reorganised by designating the authorised and issued share capital as follows:

- 1.1 the 500 issued ordinary shares of £1 each held by Shropshire County Council be designated as 500 A ordinary shares of £1 each;

- 1.2 the 500 issued ordinary shares of £1 each held by Shropshire Chamber of Commerce Training and Enterprise Limited be designated as 500 B ordinary shares of £1 each;

such shares to have the rights and to be subject to the restrictions set out in articles of association of the company to be adopted by resolution 5 below.

2. That the authorised share capital of the company be increased from £1,000 to £2,000 by the creation of:

- 2.1 980 A ordinary shares of £1 each; and

- 2.2 20 B ordinary shares of £1 each;

such shares to have the rights and to be subject to the restrictions set out in the articles of association of the company to be adopted by resolution 5 below.



3. That the directors of the company be generally authorised for the purposes of section 80 of the Companies Act 1985 ("Act") to exercise all the powers of the company to allot and to make offers or agreements to allot relevant securities (as defined by section 80(2) of the Act) up to an aggregate nominal amount of £1,000 provided that this power shall expire on 30 April 2001 (and before such expiry to make an offer or agreement that would or might require allotment of such relevant securities after such expiry).

4. That the name of the company be changed to "The Shropshire and Telford & Wrekin Connexions Partnership Limited".

5. That the regulations contained in the printed document attached hereto and, for the purpose of identification, signed by a director, be and are hereby adopted as the articles of association of the company in substitution for and to the exclusion of the existing articles of association of the company.

6. That paragraph 3.1 of the objects clause of the memorandum of association of the company be deleted and replaced with the following new paragraph 3.1:

"3.1 To provide:

3.1.1 relevant services as that term is defined in section 8 of the Employment and Training Act 1973 (as substituted by section 45 of the Trade Union Reform and Employment Rights Act 1993);

3.1.2 services as defined in section 114 of the Learning and Skills Act 2000;

3.1.3 services for children and young persons related to any of those specified above;

3.1.4 such other services for children and young persons as shall in the opinion of the directors facilitate the provision of the services and related services referred to above; and

3.1.5 (to the extent not covered by the above) services for persons (including adults) the same as or similar to those specified above,

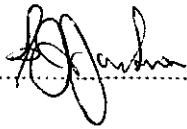
including without limitation: the giving of assistance by collecting, or disseminating or otherwise providing, information about persons seeking, obtaining or offering

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employment, training and education; offering advice and guidance; the provision of counselling; and training teachers and others to provide guidance and counselling services,

and the Company shall have the following powers in pursuance of its said objects but not otherwise, namely:"

These written resolutions shall take effect as special resolutions of the company.

A handwritten signature in dark ink, appearing to read 'S. S. Jackson', written over a horizontal dotted line.

Director

S. S. JACKSON

**Company No 2993054**

**THE COMPANIES ACTS 1985 AND 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**THE SHROPSHIRE AND TELFORD & WREKIN CONNEXIONS PARTNERSHIP LIMITED**

(Adopted by special resolution  
passed on 9 April 2001)

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**THE COMPANIES ACTS 1985 AND 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**THE SHROPSHIRE AND TELFORD & WREKIN CONNEXIONS PARTNERSHIP LIMITED**

(Adopted by special resolution passed on 9 April 2001)

**PRELIMINARY**

1. The regulations contained in Table A in the schedule to the Companies (Table A to F) regulations 1985 (as amended) ("Table A") shall apply to the company unless or to the extent that they are excluded or modified by, or are inconsistent with, these articles and, with these articles, shall constitute the articles of association of the company.
2. References in these articles to numbered regulations shall, unless the context requires otherwise, be deemed to be references to regulations in Table A. Regulations 38, 41, 50, 59, 60, 61, 64, 67, 73 to 81 inclusive, 90, 94, 95, 115, 117 and 118 shall not apply.
3. Where an ordinary resolution of the company is required for any purpose, a special or extraordinary resolution shall also be effective, and where an extraordinary resolution is required for any purpose, a special resolution shall also be effective.

**SHARE CAPITAL**

4. The authorised share capital of the company at the date of adoption of these Articles is £2,000 divided into 2,000 ordinary shares of £1.00 each of which 1,480 ordinary shares are designated as A ordinary shares of £1 each and 520 ordinary shares are designated as B ordinary shares of £1 each, such designations being to facilitate the workings of the share transfer provisions in article 8. Save as expressly otherwise provided in these articles, the A ordinary shares and the B ordinary shares shall rank pari passu in all respects.
5. In accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to the company.

## LIEN

6. The lien conferred by regulation 8 shall extend to fully paid shares and to all shares registered in the name of any person indebted or under liability to the company whether as a member or not and whether he is the sole registered holder or one of several joint holders, and regulation 8 shall be modified accordingly.

## TRANSFER OF SHARES

7. The instrument of transfer of a share must be in writing and regulation 23 shall be modified accordingly.

8.

8.1 A transfer of shares or of any interest therein can only be effected in accordance with the procedure set out in this article 8 unless the provisions contained in this article 8 or any part thereof are waived or varied with the prior written consent of all the members.

8.2 Any member desiring (or who is obliged) to transfer its shares ("**Transferor**") shall give notice in writing to the company of such desire (or obligation) ("**Transfer Notice**"), specifying in the Transfer Notice the number and designation of its shares ("**Transfer Shares**") and, if the member wishes to transfer its shares to a person who is not a member, the identity of any such person. A member may only give notice to transfer all and not some only of its shares. A Transfer Notice shall constitute the company the agent of the Transferor for the transfer of the Transfer Shares at the nominal value of such shares. A Transfer Notice once given may not be withdrawn without the prior written consent of all other members, and shall be deemed to require that unless all the shares comprised in it are sold none shall be sold (a "**Total Transfer Condition**").

8.3 On receipt of a Transfer Notice the company shall, if there are any other members holding shares of the same designation as the Transfer Shares, serve a notice on all other members holding shares of the same designation as those specified in the Transfer Notice ("**Offer Notice**"), specifying the price (being the nominal value of the Transfer Shares), the fact that the Transfer Notice contains a Total Transfer Condition, the proportional entitlement of each such member to the Transfer Shares (which shall be in proportion as nearly as may be to the number of shares of the same designation as the Transfer Shares held by them respectively) and the initial period during which the offer for sale of the Transfer Shares shall remain open, which shall be a period of not less than 14 days and not more than 28 days from the date of the

Offer Notice. The Offer Notice shall also invite each such member to state in its reply the number of additional shares (if any) in excess of its proportional entitlement which it desires to purchase.

- 8.4 If any member holding shares of the same designation as the Transfer Shares does not accept the offer in respect of its proportion in full the Transfer Shares not so accepted shall be used to satisfy the claims for additional Transfer Shares and if there are insufficient such shares to satisfy all the claims for additional Transfer Shares then such shares shall be offered to those members making claims for additional shares in proportion (as nearly as may be) to the number of shares of the same designation as the Transfer Shares held by them respectively, provided that no member shall be required to take more Transfer Shares than it shall have applied for.
- 8.5 If the company shall find purchasing members in respect of all of the Transfer Shares in accordance with the provisions set out in articles 8.2 to 8.4 it shall give notice thereof to the Transferor and the Transferor and the purchasing members shall thereupon become bound to complete the sale and purchase of the Transfer Shares in accordance with the procedure set out in clause 14 of the joint venture agreement entered into by the company and the shareholders of the company on or around the date of adoption of these articles ("**Joint Venture Agreement**").
- 8.6 If there are no other members holding shares of the same designation as the Transfer Shares or if the company shall not find purchasing members for all of the Transfer Shares in accordance with the procedure set out in articles 8.2 to 8.4, the Transfer Shares or those not previously accepted by purchasing members (as the case may be) (in each case the "**Remaining Transfer Shares**") shall be offered to all the members (other than the Transferor) holding shares of a different designation to the Transfer Shares. The company shall serve a notice on all such members ("**Sale Notice**") specifying the price (being the nominal value of the shares), the fact that the Transfer Notice contains a Total Transfer Condition, the proportional entitlement of each such member to the Remaining Transfer Shares (which shall be in proportion as nearly as may be to the number of shares then held by them respectively) and the period during which the offer for sale of the Remaining Transfer Shares shall remain open, which shall be a period of not less than 14 days and not more than 28 days from the date of the Sale Notice. The Sale Notice shall also ask each such member to state in its reply the number of additional shares (if any) in excess of its proportional entitlement which it desires to purchase.

- 8.7 If any member in receipt of the Sale Notice fails to accept the offer in respect of its proportion in full the Remaining Transfer Shares not so accepted shall be used to satisfy the claims for additional shares and if there are insufficient such shares to satisfy all the claims for additional shares then such shares shall be offered to those members making claims for additional shares in proportion (as nearly as may be) to the number of shares held by them respectively provided that no such member shall be required to take more shares than he shall have applied for.
- 8.8 If following the procedure set out in articles 8.2 to 8.7 the Company shall find purchasing members in respect of all of the Transfer Shares it shall give notice thereof to the Transferor and the Transferor and the purchasing members (both those who accepted the Offer Notice and those who accepted the Sale Notice) shall thereupon become bound to complete the sale and purchase of the Transfer Shares in accordance with the procedure set out in clause 14 of the Joint Venture Agreement.
- 8.9 If the company does not find purchasing members for any of the Transfer Shares or finds purchasing members for some but not all of the Transfer Shares following the procedure set out in articles 8.2 to 8.7 the company shall give notice to the Transferor of the failure to find purchasers from amongst the members for all the Transfer Shares, and the Transferor shall be at liberty at any time within three months thereafter to transfer all (but not some only) of the Transfer Shares to the person (if any) identified (pursuant to article 8.2) in the Transfer Notice.
- 8.10 In the event of the Transferor failing to carry out the sale of any of the Transfer Shares to purchasing members in accordance with the provisions of these articles the directors may authorise some person to execute a transfer of the Transfer Shares in favour of the purchasing members and the company may give a good receipt for the purchase price of such Transfer Shares and may register the purchasing members as holders thereof and issue to them certificates for the same whereupon the purchasing members shall become indefeasibly entitled thereto. The Transferor shall in such case be bound to deliver up his certificate for the Transfer Shares to the company whereupon the Transferor shall be entitled to receive the purchase price which shall in the meantime be held by the company on trust for the Transferor but without interest.
- 8.11 Whenever a share is transferred to a member holding shares only of a different designation such first mentioned share shall ipso facto and forthwith be converted into and redesignated as a share of such other designation.



## **PURCHASE OF OWN SHARES**

9. The company shall have no power to purchase its own shares and regulation 35 shall not apply to the company.

## **NOTICE OF GENERAL MEETINGS**

10. Regulation 37 shall be modified by deleting the words "eight weeks" and substituting instead the words "28 days".
11. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective 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 but a general meeting, other than a meeting called for the passing of an elective resolution, may be called by shorter notice if it is so agreed:
  - 11.1 in the case of an annual general meeting, by all the members entitled to attend and vote at the meeting; and
  - 11.2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding not less than such percentage in nominal value of the shares giving that right as has been determined by elective resolution of the members in accordance with the Act, or, if no such elective resolution is in force, a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

## **PROCEEDINGS AT GENERAL MEETINGS**

12. For so long as there are three or more members the quorum for general meetings shall be three members, otherwise the quorum for general meetings shall be two members (unless there is only one member when the quorum shall be one), in each case present in person, by proxy or by corporate representative. If a quorum is not present within half an hour of the time appointed for a general meeting, or if during a meeting such a quorum ceases to be present, the 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 directors may determine and promptly notify to the members. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the member or members present (in person, by proxy or by corporate representative) shall constitute a quorum.
13. A poll may be demanded by the chairman or by any member present in person or by proxy or by corporate representative and entitled to vote, and regulation 46 shall be modified accordingly.

14. Regulation 53 shall be modified by adding the following sentence at the end: "If such a resolution in writing is described as a special resolution or as an extraordinary resolution or as an elective resolution, it shall have effect accordingly".
15. A member of the company which is a corporation may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the company or at any meeting of any class of members of the company. The person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member. Unless the directors otherwise decide, a copy of such authority certified by a duly authorised officer of the corporate member or in some other way approved by the directors shall be left at or sent by post or facsimile transmission to the office or such other place within the United Kingdom as the directors may determine before such representative is entitled to exercise any power on behalf of the corporation which he represents.

#### **VOTES OF MEMBERS**

16. Regulation 57 shall be modified by including after the word "shall" the phrase "unless the directors otherwise determine".
17. On a show of hands or on a poll, votes may be given either personally or by proxy. Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment.
18. An instrument appointing a proxy shall be in writing in any form which is usual or in such other form which the directors may approve, and shall be executed by or on behalf of the appointor.
19. Regulation 62 shall be modified by deleting from paragraph (a) the words "deposited at" and by substituting instead the words "left at or sent by post or by facsimile transmission to", by substituting in paragraph (a) the words "one hour" instead of "48 hours" and by substituting in paragraph (b) the words "one hour" instead of "24 hours".

#### **NUMBER OF DIRECTORS**

20. Unless otherwise determined by ordinary resolution, the maximum number of directors (other than alternate directors) shall be eleven and the minimum number shall be one.
21. When one director only is in office he shall have power only to call and shall forthwith call a general meeting of the members to consider and if thought fit approve the appointment of further directors.

## **ALTERNATE DIRECTORS**

22. For the purposes of voting at Board Meetings a director appointed by the Council under article 26.1.1 may appoint any other Council appointed director to be an alternate director on his behalf and a director appointed by TWC under article 26.1.2 may appoint any other TWC appointed director to be an alternate director on his behalf and a director appointed by SCCTE under article 26.1.3 may appoint any other SCCTE appointed director as an alternate director on his behalf and the Chief Executive Officer of the company may appoint any other director as an alternate director on his behalf and any person so appointed need not be approved by resolution of the directors, and regulation 65 shall be modified accordingly PROVIDED THAT written notice of the appointment of the alternate director signed by the director so appointing the alternate shall be produced to any Board Meeting at the commencement of such meeting at which it is proposed that the alternate shall vote. For the avoidance of doubt an alternate director shall not count in the quorum of board meetings in his capacity as alternate director.
23. An alternate director who is absent from the United Kingdom shall (provided he has given to the company an address for the purpose of sending notices) be entitled to receive notice of all meetings of directors and meetings of committees of directors and regulation 66 shall be modified accordingly.
24. Regulation 68 shall be modified by adding the following sentence at the end: "Any such notice may be left at or sent by post or facsimile transmission to the office or such other place as may be designated for the purpose by the directors".

## **POWERS OF DIRECTORS**

25. The directors may exercise all the powers of the company to borrow money and to mortgage or charge all or any part of its undertaking, property and uncalled capital and, subject to the provisions of the Act, to issue debentures, debenture stock and other securities, either outright or as security for any debt, liability or obligation of the company or of any third party.

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

26. The directors shall not be subject to retirement by rotation. Reference in any regulation to retirement by rotation shall be disregarded.

### **26.1**

- 26.1.1 For so long as Shropshire County Council ("the **Council**") shall hold shares in the company the Council may appoint up to four directors to the Board of Directors of the

company so that at any given time there may be up to four directors appointed by the Council.

26.1.2 For so long as Telford and Wrekin Council ("TWC") shall hold shares in the company TWC may appoint up to four directors to the Board of Directors of the company so that at any given time there may be up to four directors appointed by TWC.

26.1.3 For so long as Shropshire Chamber of Commerce Training and Enterprise Limited ("SCCTE") shall hold shares in the company SCCTE may appoint up to two directors to the Board of Directors of the company so that at any given time there may be up to two directors appointed by SCCTE.

26.2 Any appointment under articles 26.1.1 or 26.1.3 (inclusive) shall be made by notice in writing signed by a duly authorised representative of the Council, TWC or SCCTE (as appropriate) served at the registered office of the company and shall be effective subject to the provision of this article forthwith upon service of such notice. Each of the Council, TWC and SCCTE shall be entitled from time to time by notice (as aforesaid) to remove from office any director appointed by it and to appoint another director in the place of any director who has been so removed or who otherwise has vacated office.

26.3 In addition a director who shall be the Chief Executive Officer may be appointed by resolution of the Board who shall hold office for such period and upon such terms of employment as shall be agreed by the Board.

26.4 The right to appoint and to remove directors under article 26.1 shall cease in relation to the Council, TWC or SCCTE forthwith upon the Council, TWC or SCCTE (as the case may be) ceasing to hold any shares in the company and upon such date the appointed directors of the member no longer holding shares shall (unless all the members and the company agree otherwise in writing) forthwith be treated as having resigned.

26.5 There shall be appointed from among the directors nominated by the Council, TWC and SCCTE a Chairman of the Board ("the Chairman") who shall hold office for two years at a time. The Chairman shall be appointed by the directors nominated by the Council for two years following the date of adoption of these articles and for the following two year period by the directors nominated by TWC and for the following two year period by the directors nominated by SCCTE and thereafter in turn on a two yearly basis by the directors nominated by the Council and the directors nominated by TWC and by the directors nominated by

SCCTE (in turn). The Chairman shall upon an equality of votes cast on any Board Resolution have a casting vote in addition to any other vote he may have as a director at Board Meetings except that the Chairman shall have no casting vote:

26.5.1 on any resolution for the appointment or removal of the Chief Executive Officer of the company from time to time; or

26.5.2 at any time when the post of Chief Executive Officer of the company shall be vacant.

27. No person shall be or become incapable of being appointed a director by reason only of his having attained the age of 70 years or any other age, nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no director shall vacate his office at any time by reason only of the fact that he has attained the age of 70 years or any other age. Section 293 of the Act shall not apply to the company.

28. A director is not required to hold any qualification shares in the company.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

29. The office of a director shall be vacated at once if:-

29.1 he ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director; or

29.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

29.3 he is, or may be suffering from mental disorder and either:-

29.3.1 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

29.3.2 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

29.4 he resigns his office by notice to the company; or

- 29.5 he and his alternate if any shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated; or
- 29.6 being an elected Councillor he shall be removed from his elected office or fail to gain re-election; or
- 29.7 being an employee of his appointor he shall cease for whatever reason to be so employed; or
- 29.8 a written notice is received by the company from an appointing body revoking the appointment of that appointing body's director; or
- 29.9 the body which appointed the director shall cease for whatever reason to hold any shares in the company (except where all the members and the company agree otherwise in writing); or
- 29.10 on the director reaching his 75th birthday; or
- 29.11 he commits in the opinion of the Board any act of gross misconduct or commits, repeats or continues (after written warning from the Board) any other breach of his obligations under the Articles or of his obligations to the company; or
- 29.12 he is guilty of any conduct which in the reasonable opinion of the Board brings or is liable to bring him or the company into disrepute; or
- 29.13 he is convicted of any criminal offence (excluding an offence under road traffic legislation in the United Kingdom or elsewhere for which he is not sentenced to any term of imprisonment whether immediate or suspended); or
- 29.14 he commits any act of dishonesty whether relating to the company, any of its employees or otherwise

### **PROCEEDINGS OF DIRECTORS**

30.

- 30.1 Regulation 88 shall be modified by deleting the third sentence and substituting instead the following sentence: "Every director shall receive notice of a meeting, whether or not he is absent from the United Kingdom provided that, if he is absent from the United Kingdom, he has given to the company an address outside the United Kingdom to which notices should be sent."

- 30.2 The quorum for holding Board meetings shall be five directors in attendance in person and for the avoidance of doubt the Chief Executive Officer of the company shall not count in the quorum and shall not be entitled to vote at Board meetings in relation to any matter concerning his appointment or reappointment as a director or the terms of his employment with the company.

31.

- 31.1 Any director or his alternate may validly participate in a meeting of directors or a committee of directors through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly (provided not otherwise barred or disentitled) be counted in a quorum and be entitled to vote. Subject to the Act, all business transacted in such manner by the directors or a committee of directors shall not, for the purposes of these articles, be deemed to be invalid or ineffective by reason only of there being fewer than the number of directors required for a quorum physically present at the same place. 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 chairman of the meeting then is.
- 31.2 A resolution in writing (which may be on one or more identical documents) signed by all the directors shall be valid and effective as if it had been passed at a duly convened Board meeting.

#### **DIRECTORS' APPOINTMENTS AND INTERESTS**

32. Any director who is interested whether directly or indirectly in any proposed or existing contract, transaction or arrangement with the company must declare such an interest and shall not be eligible to vote or to count in the quorum at any meeting as regards any part of the business which includes such proposed contract transaction or arrangement in which he has a material interest. For this purpose any director who is appointed by the Council, TWC or SCCTE under article 26 shall not be regarded as being interested in any proposed contract transaction or arrangement with the Council, TWC or SCCTE (as the case may be) by reason only of having been appointed to the Board by the Council, TWC or SCCTE (as relevant).
33. Subject to clause 3.33 of the Memorandum of Association a director may hold any other office or place of profit under the company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine,

and no director or intending director shall be disqualified by his office from contracting with the company either with regard to the tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relationship established by his holding of that office.

34. Subject to clause 3.33 of the Memorandum of Association any director may act by himself or through his firm in a professional capacity for the company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director provided that nothing contained in this article shall authorise a director or his firm to act as auditor to the company.

#### **THE SEAL**

35. In accordance with section 39 of the Act, the company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

#### **DIVIDENDS**

36. The company may not declare dividends and regulations 102 to 108 inclusive shall not apply to the company.

#### **NOTICES**

37. Any notice required by these articles to be given by the company other than notice of a general meeting may be given by facsimile transmission and regulations 111 and 112 shall be modified accordingly.
38. Regulation 112 shall be modified by deleting the last sentence and substituting instead the following: "Any member whose registered address is not within the United Kingdom shall be entitled to have notices given to him at that address".
39. Any notice sent to any member (or any other person entitled to receive notices under the articles) by the company by post to an address within the United Kingdom shall be deemed to have been given within 24 hours (if prepaid as first class) and within 48 hours (if prepaid as second class) after the notice has been posted. Any such notice sent by post to an address outside the United Kingdom shall be deemed to have been given within 72 hours after it has been posted, if prepaid as airmail. Any such notice sent by facsimile transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. In proving the giving of notice, by post, it shall be sufficient to prove



that the envelope containing the same was properly addressed, prepaid and posted, and, by facsimile transmission, that the notice was received by production of a copy fax bearing the addressee's answerback code or automatic record of correct transmission. Any notice not sent by post but left at a member's registered address shall be deemed to have been given on the day it was left there. Notwithstanding the foregoing provisions of this article no notice shall be deemed to be served upon any member who is a local authority unless clearly marked for the attention of such officer of the local authority as shall be notified to the company by the local authority for the purpose from time to time.

40. Regulation 116 shall be modified by deleting the words "within the United Kingdom".

### INDEMNITY AND INSURANCE

41. Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, every director, alternate director, secretary, auditor or other officer or employee of the company shall be indemnified out of the assets of the company against all costs, charges, expenses, losses, damages and liabilities which he may sustain or incur in or about the execution of his duties or the exercise of his powers or otherwise in relation to them including (without prejudice to the generality of the foregoing) any liability incurred defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or employee of the company in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on his part or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.
42. The directors may exercise all the powers of the company to purchase and maintain for any director, auditor or other officer (including former directors and other officers) or any other person insurance against any liability for negligence, default, breach of duty or breach of trust or any other liability in relation to the affairs of the company which may lawfully be insured against.