

Company number: 02238053

PRIVATE COMPANY LIMITED BY GUARANTEE

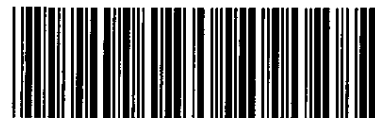
WRITTEN RESOLUTIONS

of

ECTARC LIMITED
(the Company)

Circulation date: 10th November 2017
(the Circulation Date)

WEDNESDAY



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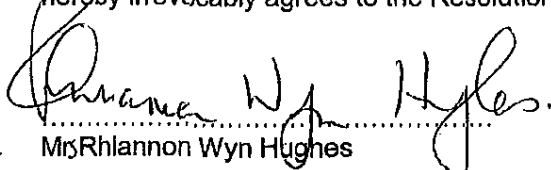
COMPANIES HOUSE

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (Resolution):

SPECIAL RESOLUTION

THAT the articles of association of the Company attached hereto be and are hereby adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

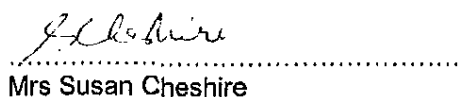
The undersigned, being a person eligible to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.


.....
Mrs Rhannon Wyn Hughes

Dated: 1st December 2017


.....
Mrs Karen Shirley Lennox

Dated: 1st December 2017


.....
Mrs Susan Cheshire

Dated: 1st December 2017

NOTE: The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to them by the end of the period of 28 days beginning with the Circulation Date. If you agree to the resolutions please ensure that your agreement reaches us before that date.

The Companies Acts 2006
COMPANY LIMITED BY GUARANTEE

Articles of Association of ECTARC Limited

Interpretations

In these Articles:

| | |
|-----------------------|---|
| "Act" | means the Companies Act 2006 and any other amendments from time to time in force. |
| " Board of Directors" | means all those persons appointed to perform the duties of directors of the Company. |
| "Charities Act" | means the Charities Act 2011. |
| "Company" | means Ectarc Limited (registered number 02238053). |
| "Director" | means a director of the Company. |
| "Employee" | means anyone holding a contract of employment with the Company. |
| "Member" | means a person who is a subscriber to the Memorandum of Association of the Company or is admitted to membership in accordance with the Articles. |
| "in writing" | shall be taken to include references to writing, printing, e-mailing, photocopying and other methods of representing or reproducing words in a visible or audible form. |

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears.

Words importing persons shall include bodies corporate and associations if not inconsistent with the context.

Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.

Objects

1. The objects of the Company are set out in its Memorandum of Association.

Application of income and property

2. Provisions regarding the application of income and property of the Company are set out in the Memorandum of Association.

Liability of Members

3. Provisions regarding the liability of Members are set out in the Memorandum of Association.

Members

4. The number of Members at the date of adoption of these Articles is 3, but the Board of Directors may from time to time register an increase of Members.
5. The subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company.
6. No person shall be admitted to be a Member unless they are approved by the Board of Directors and apply to the Company using the process application approved by the Board of Directors.
7. The Board of Directors may at their discretion invite to membership, as Patrons, individuals and organisations that support the objects of the Company.
8. The Board of Directors may in their absolute discretion accept or decline to accept any application for membership and need not give reasons for doing so.
9. Each member which is an organisation shall appoint a representative who shall during the continuance of her/his appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the member would exercise if she/he were an individual person. Each member organisation shall send to the Secretary of the Company written notification of its choice of representative.
10. Membership is not transferable.

Register of Members

11. The Company shall maintain a Register of Members in which shall be recorded the name and address of every Member, and the dates on which she/he/it became a Member and on which she/he/it ceased to be a Member. Every Member shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member, and in the case of a Member organisation a duly authorised officer shall sign on its behalf. A Member shall notify the Secretary in writing within seven days of a change to her/his/its name or address.

Cessation of membership

12. The rights and privileges of a Member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the Member ceasing to be such.
13. A Member ceases to be a Member if:
 - (a) the Member dies;
 - (b) he/she resigns in writing to the secretary by giving at least seven clear days' notice; or
 - (c) fails to pay the annual subscription, if any, within three months of it becoming due; or
 - (d) if a corporate body or association is wound up or goes into liquidation, or ceases to exist; or
 - (e) he/she is expelled by the Board of Directors for conduct prejudicial to the Company, provided that any Member so expelled shall be entitled to make representation to the meeting at which the decision is to be made; or
 - (f) where the Member is a Director, the Member ceases to be a Director.

General Meetings

14. The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting except the first shall be held not more than fifteen months after the last Preceding Annual General Meeting. Provided the first Annual General Meeting shall be held within eighteen months of incorporation, it need not be held in the year of incorporation or in the following year.
15. The business of an Annual General Meeting shall include:

- (a) the consideration of the report and accounts presented by the Board of Directors;
 - (b) the confirmation of membership of those Board of Directors Members nominated pursuant to Article 65;
 - (c) the retirement, appointment or re-appointment of Directors;
 - (d) the setting of the annual subscription (if any);
 - (e) the appointment and the fixing of the remuneration of the auditor or auditors;
 - (f) such other business as may have been specified in the notices calling the meeting.
16. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
17. The Board of Directors may whenever they think fit convene an Extraordinary General Meeting.
18. Decisions at General Meetings shall be made by passing resolutions:
- (a) Decisions involving an alteration to the Memorandum or Articles of Association of the Company and other decisions so required from time to time by statute shall be made by Special Resolution. A special Resolution is one passed by a majority of not less than three-fourths of the votes cast.
 - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of votes cast at a General Meeting.

Notices

19. An Annual General Meeting and any General Meeting which is to consider a Special Resolution or a resolution to remove the auditor or a Member of the Board of Directors shall be called by at least twenty-one clear days' notice. Any other General Meeting shall be called by at least fourteen clear days' notice.
20. A General Meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.
21. Notice of every General Meeting shall be given in writing to every Member of the Company, the Directors and to the auditors and to such other persons who are entitled to receive notice. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or a resolution to remove a Board of Directors member or the auditor, such resolution shall be specified in the notices calling that meeting. In the case of all other General Meetings, the general nature of the business to be considered shall be specified.
22. Where notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted.
23. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Proceedings and Voting at General Meetings

24. No business shall be transacted at a General Meeting unless a quorum is present. Unless and until otherwise decided by a General Meeting, three Members who are present in person or by proxy shall be a quorum.
25. The authorised representative of a Member organisation shall be counted in the quorum.
26. Only members or representative of an organisation which is a Member (or the authorised proxy of a Member) which shall have paid every subscription and other sum due and payable to the Company in respect of membership (if any) shall be entitled to vote.
27. On any resolution to be decided on a show of hands, only Members present in person (including representatives of organisations) shall be entitled to vote.

28. On any resolution to be decided by secret ballot any person, whether or not a Member of the Company, may act as a proxy for a Member who is absent from the meeting provided that any person claiming to act as proxy shall produce written authorisation signed by the Member in question to act as a proxy on her/his/its behalf. A proxy may be instructed by the Member for whom she/he is acting to vote this way or that on a resolution, may be authorised to vote in accordance with her/his own judgement.
29. Only one vote may be cast by or for each Member on any particular resolution.
30. If thirty minutes after the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned until such time and place as the Board of Directors may decide, and all Members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed, the Members present at a meeting shall constitute a quorum for that meeting.
31. Every General Meeting shall have a chair. At every General Meeting the chair of the Directors of the Company shall preside, but if she/he is not present twenty minutes after the time appointed for the commencement of the meeting, the Members present shall choose one of their number to be chair of that meeting, whose function shall be to conduct the business of that meeting in an orderly manner.
32. The chair may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
33. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by the person chairing the meeting or by at least two Members present in person or by proxy. Unless a secret ballot be so demanded, a declaration by the chair that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolution.
34. If a secret ballot is duly demanded it shall be taken in such a manner as the chair directs, provided that each Member and representatives shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a secret ballot may be withdrawn.
35. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded.
36. A poll or secret ballot demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
37. In the case of an equality of votes, whether on a show of hands or on a ballot, the chair of the meeting shall have a second or casting vote.
38. The Company may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Proxies

39. A Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the Company ("Proxy").
40. Proxies may only be validly appointed by a notice in writing (a "Proxy Notice") which:

- (a) states the name and address of the Member appointing the Proxy;
 - (b) identifies the person appointed to be that Member's Proxy and the General Meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Member appointing the Proxy, or is authenticated in such manner as the Directors may determine; and
 - (d) is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the General Meeting (or any adjourned meeting) to which they relate.
41. A Proxy Notice which is not delivered in such manner shall be invalid unless the Directors, in their discretion, accept the notice at any time before the meeting.
 42. The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
 43. Proxy Notices may specify how the Proxy appointed under them is to vote (or that the Proxy is to abstain from voting) on one or more resolutions.
 44. Unless a Proxy Notice indicates otherwise, it must be treated as:
 - (e) allowing the person appointed under it as a Proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (f) appointing that person as a Proxy in relation to any adjournment of the General Meeting to which it relates, as well as the meeting itself.
 45. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person.
 46. An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf of the Proxy Notice was given.
 47. A notice revoking a Proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
 48. If a Proxy Notice is not executed by the person appointing the Proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Written Resolutions

49. Subject to Article 53, a written resolution of the Members passed in accordance with this Article shall have effect as if passed by the Members in a General Meeting. A written resolution is passed:
 - (a) as an ordinary resolution if it is passed by a simple majority of the eligible Members; or
 - (b) as a special resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
50. Where a resolution is proposed as a written resolution of the Company the eligible Members are the Members who would have been entitled to vote on the resolution on the circulation date of the resolution.
51. Any resolution of the Members for which the Act does not specify whether it is to be passed as an ordinary resolution or as a special resolution shall be passed as an ordinary resolution.
52. A Members' resolution under the Act removing a Director or an auditor before the expiration of his term of office may not be passed as a written resolution.

53. A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
54. A Member signifies their agreement to a proposed written resolution when the Company receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified cannot be revoked. For these purposes:
- (a) if the document is sent to the Company in hard copy form, it is authenticated if it bears the signature of the person sending it;
 - (b) if the document is sent to the Company in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Company or, where no such manner has been specified by the Company, if it is accompanied by a statement of the identity of the sender and the Company has no reason to doubt the truth of that statement.
55. A written resolution is passed when the required majority of eligible Members have signified their agreement to it. In the case of a Member that is an organisation, its authorised representative may signify its agreement.
56. A proposed written resolution shall lapse if it is not passed within 28 days beginning with the circulation date.
57. Communications in relation to written resolutions shall be sent to the Company's auditors in accordance with the Act.
58. The Members may require the Company to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.

Members which are Organisations

59. An organisation which is a Member of the Company may authorise any person to act as its representative at any meeting of the Company and to exercise, on behalf of the organisation, the rights of the organisation as a Member.
60. The organisation must give written notice of the name of its representative to the Company and, in the absence of such notice, the Company shall not be obliged to recognise the entitlement of the organisation's representative to exercise the rights of the organisation at General Meetings. Having received such notice, the Company shall consider that the person named in it as the organisation's representative, shall continue to be its representative until written notice to the contrary is received by the Company.
61. The Company shall be entitled to consider that any notice received by it in accordance with Article 60 is conclusive evidence that the representative is entitled to represent the organisation and that his authority has not been revoked. The Company shall not be required to consider whether the representative has been properly authorised by the organisation.

Board of Directors

62. Unless otherwise determined by ordinary resolution, the Company shall have a Board of Directors comprising not less than three and not more than nine persons.
63. A Director may not appoint an alternate director or anyone to act on their behalf at meetings of the Directors. The first Directors shall be those persons whose names are notified to Companies House as the first Directors of the Company.
64. The Board of Directors should comprise persons who have experience in the educational and training sector, business, local or national government, or any other such qualities or experience which, from time to time, the Board may determine.
65. For the avoidance of doubt, members of the Board of Directors are Directors of the Company within the meaning of the Companies Act, and charity trustees within the meaning of the Charities Act.
66. Under no circumstances shall any of the following serve as Board of Directors Members :
- (a) employees of the Company;

- (b) persons aged under eighteen years;
 - (c) persons who are bankrupt or who are otherwise disqualified by law from serving as company directors;
 - (d) persons who have an unspent conviction involving dishonesty or who are otherwise disqualified by law from serving as charity trustees;
 - (e) persons who would fail to obtain CRB clearance.
67. Subject to the foregoing provisions, any person who is willing to act as a Director, and who is permitted by law to do so, may be appointed to be a Director by:
- (a) ordinary resolution; or
 - (b) by resolution of the Directors.
68. In any case where, as a result of death, the Company has no Members and no Directors, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a Director.
69. For the purposes of Article 68, where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.
70. Where a maximum number of Directors has been fixed, the appointment of a Director must not cause that number to be exceeded.
71. Directors and Members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Board of Directors or General Meetings of the Company or in connection with the business of the Company, but otherwise - subject to clause of the Memorandum of Association - shall receive no remuneration.

Conflict of Interests

72. A Director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.
73. A Director must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Company and any personal interest (including, but not limited to, any personal financial interest).
74. If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
 - (c) the unconflicted Directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.

in this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

Disqualification and Removal of Directors

75. A Board of Directors Member shall cease to hold office immediately if she/he:
- (a) resigns her/his office in writing to the Company ; or

- (b) ceases to be a Member of the Company; or
- (c) is the representative of an organisation which ceases to be a Member; or
- (d) is the representative of Member organisation which replaces her/him as its representative; or
- (e) fails to attend three consecutive meetings of the Board of Directors without good reason, and the Board of Directors decide that by virtue of such absence she/he shall cease to hold office; or
- (f) in the opinion of a majority of the Board of Directors, fails to declare their interest in any contract as referred to in Article 72; or
- (g) becomes bankrupt; or,
- (h) in the opinion of the Board of Directors, incapable on medical or psychological grounds of carrying out the duties of a Board of Directors member; or
- (i) is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act;
- (j) is disqualified by law from serving as a director of a company under the Act; or
- (k) is disqualified from acting as a trustee of a charity under the Charities Act.

Honorary Officers and Patrons

76. The Board of Directors may from time to time elect honorary officers; the post and periods of office to be determined as the Board of Directors consider appropriate. The Board of Directors may also from time to time invite individuals to become Patrons of the Charity. Patrons shall be deemed to be Members of the Company and shall hold rights conferred by membership of the Company; appointment to this honorary position shall not grant membership of the Board of Directors.

Powers and Duties of the Board of Directors

77. The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company as may be exercised and done by the Company and as are not by the Act or by these Articles or any special resolution, required to be exercised or done by the Company in General meeting, including the power to set annual subscriptions.
78. No regulation made by the Company in General Meeting shall have retrospective effect to invalidate any prior act of the Board of Directors which would have been valid had that regulation not been made.
79. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Board of Directors shall from time to time direct, provided that all instruments of expenditure above a certain limit specified by the Board of Directors must be signed by at least two Board of Directors members.
80. Without prejudice to its general powers, the Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, subject to such consents as may be required by law.

Proceedings of the Board of Directors

81. Members of the Board of Directors may meet together for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit.
82. Questions arising at any meeting shall be decided by a majority of votes, each member of the Board of Directors having one vote. In the case of an equality of votes, the Chair of the meeting shall not have a second or casting vote.

83. An honorary officer may and the Secretary on the requisition of two or more Board of Directors Members shall summon a meeting of the Board of Directors by giving reasonable notice to all its Members. It shall not be necessary to give notice of a meeting of the Board of Directors to any of its members for the time being absent from the United Kingdom.
84. The quorum necessary for the transaction of the business of the Board of Directors shall be three Directors.
85. The Board of Directors may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these Articles, the Board of Directors may act for the purposes of increasing the number to that number, or of summoning a General Meeting of the Company, but for no other purpose.
86. At every meeting of the Board of Directors the Chair of the Company shall preside, but if she/he is not present twenty minutes after the time appointed for the commencement of the meeting, the Members present shall choose one of their number to be Chair of that meeting, whose function shall be to conduct the business of that meeting in an orderly manner.
87. The Board of Directors shall cause accurate records to be made, in books provided for that purpose, of:
- (a) the name, details and date of appointment of all persons appointed to office;
 - (b) the names of the Board of Directors Members, officers, members, representatives and other persons present at all general, Board of Directors and Sub-Committee meetings of the Company;
 - (c) minutes of all proceedings and resolutions at all General, Board of directors and Sub-Committee meetings of the Company.
88. All such records and minutes shall be open to inspection during normal working hours by any member of the Board of Directors and by any person authorised by the Company in General Meeting. Minutes of General Meetings shall be available for inspection by any Member of the Company during normal working hours.
89. The Board of Directors may delegate any of their powers to Sub- Committees consisting of such Members of their body and/or the Company as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Board of Directors, which regulations shall always include provision for regular and prompt reports to the Board of Directors.
90. All acts done by any meeting of the Board of Directors or by any person acting as a Member of the Board of Directors shall, even if it be afterwards discovered that there was some defect in the appointment of any such Board of Directors Member or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board of Directors Member.
91. A resolution in writing, signed by all the Board of Directors Members for the time being entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Board of Directors, and may consist of several documents in the same form, each signed by one or more Board of Directors Members.
92. The Board of Directors may at their discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Advisory Board

93. The Board of Directors may appoint Advisory Boards comprising individuals and representatives of organisations who may not be Members of the Company.
94. The role of an Advisory Board should be to represent support for the Company's objects and advise on and promote partnerships in projects.
95. Procedures for the appointment and continuation of membership of an Advisory Board shall be determined from time to time by the Board of Directors pursuant to Article 72.

Secretary

96. The Board of Directors shall appoint a Secretary of the Company upon such conditions as they think fit and any Secretary so appointed may be removed by them. No remuneration may be paid to a Secretary who is also a Member of the Board of Directors.
97. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board of Directors Member and the Secretary shall not be satisfied by its being done by or the same person acting in both capacities.

Accounts and Records

98. The Board of Directors shall cause proper accounts, financial records and Members' register to be kept in accordance with the requirements of the Act and the Charities Act for the time being in force with respect to:
- (a) annual reports;
 - (b) annual returns; and
 - (c) annual statements of account.
- Further in respect of the accounts:
- i. all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
 - ii. all sales and purchases of goods by the Company; and
 - iii. the assets and liabilities of the Company.
99. Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.
100. The accounts shall be kept at the Registered Office of the Company or, subject to section 388 of the Act, at such other place or places as the Board of Directors thinks fit, and shall always be open to the inspection of all Members and officers and by other persons authorised by the Company in General Meeting.
101. The Board of Directors shall from time to time, in accordance with sections 392 and 423 of the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.
102. A copy of every balance sheet (including every document required by law to be annexed to it) which is laid before the Company in General Meeting, together with a copy of the auditor's report and Committee of Trustee's report, shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 424 of the Act, be sent to every Member of and every holder of debentures of the Company; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures. The auditor's report shall be open to inspection and shall be read before the meeting.
103. The Board of Directors shall comply with their obligations under the Charities Act (or any statutory re-enactment or modification of that Act) with regard to:
- (a) the transmission of the statements of account of the Company to the Charity Commissioners;
 - (b) preparation of an annual report and the transmission of a copy of it to the Charity Commission; and
 - (c) preparation of an annual return and its transmission to the Charity Commission.
104. The Directors must notify the Charity Commission promptly of any changes to the Company's entry on the Central Register of Charities.

Audit

105. In accordance with the law for the time being in force the Company may – if it is eligible to do so – apply the small company audit exemptions. Otherwise once at least in every year the accounts of the Company shall be examined and the correctness

of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

106. Auditors shall be appointed and their duties regulated in accordance with sections 498 and 492 of the Act. A Board of Directors Member or her/his firm shall not be authorised to act as auditor to the Company.

Indemnity

107. Subject to the provision of the Act every Board of Directors member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in her/his favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Regulations

108. The Company in General Meeting or the Board of Directors may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Board of Directors and Sub-Committees, provided that such regulations are not inconsistent with the Memorandum and Articles, and do not amount to an addition or alteration such as could only legally be made by an alteration to the Memorandum or Articles of Association. All members of the Company and the Board of Directors shall be bound by such regulations whether or not they have received a copy of them.

Dissolution

109. Clauses 8 and 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.

Communications

110. The Company may deliver a notice or other document to a Member:

- (a) by delivering it by hand to the address recorded for the Member in the register of Members;
- (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address recorded for the Member in the register of Members;
- (c) by fax to a fax number notified by the Member in writing;
- (d) by electronic mail to an address notified by the Member in writing;
- (e) by a website, the address of which shall be notified to the Member in writing; or
- (f) by advertisement in at least two national newspapers.

111. This Article does not affect provisions in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

112. If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.

113. If a notice or document is sent:

- (a) by post or other delivery service in accordance with Article 110(a) it is treated as being delivered:
 - i. 24 hours after it was posted, if first class post was used; or
 - ii. 72 hours after it was posted or given to delivery agents, if first class post was not used.

Provided it can be proved conclusively that a notice or document was delivered by post or other deliver service by showing that the envelope containing the notice or document was:

- iii. properly addressed; and
 - iv. put into the post system or given to delivery agents with postage or delivery paid.
- (b) by fax, it is treated as being delivered at the time it was sent;
- (c) by electronic mail, it is treated as being delivered at the time it was sent;
- (d) by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a business day.

114. If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

Disputes

115. If a dispute arises between Members of the Company about the validity or propriety of anything done by the Members under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resolving to litigation.

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ECTARC Limited: ARTICLES OF ASSOCIATION