

Companies Act 2006
Private company limited by guarantee
Special resolutions

of

The Freemasons' Hall (Llandudno) Limited
Company Number 00521903

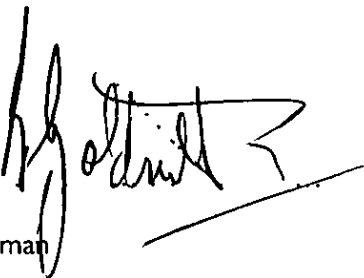
At an extraordinary general meeting of The Freemasons' Hall (Llandudno) Limited (Company number 00521903) held at 7pm on 8 September 2011 at 108 Upper Mostyn Street, Llandudno, Conwy LL30 2SW, the following special resolutions were passed

1.1 Special Resolution

That the articles of association are amended by deleting all the provisions of the Company's memorandum of association, which by virtue of Section 28 Companies Act 2006 are to be treated as provisions of the Company's articles of association

1.2 Special Resolution

That the existing articles of association of the Company no longer apply to the Company, and that the regulation contained in the document marked 'A' produced to the meeting, a copy of which has been supplied by the Chairman of the meeting, are adopted as the new articles of association of the Company with immediate effect


Chairman

THURSDAY



A10 *AA1OAXK0* 236
15/09/2011
COMPANIES HOUSE

THE COMPANIES ACT 2006

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

Articles of Association

Of

**THE FREEMASONS' HALL (LLANDUDNO)
LIMITED**

Company Number 521903

Adopted by special resolution on 8 September 2011

Solicitors
Gamlins LLP
14/15 Trinity Square
Llandudno
LL30 2RB

The Companies Act, 2006

COMPANY LIMITED BY A GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Articles of Association

Of

THE FREEMASONS' HALL (LLANDUDNO)
LIMITED

Company Number 521903

GENERAL

- I In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context –

WORDS

MEANINGS

The Act

The Companies Act, 2006

Electronic address

any address or number used for the purposes of sending or receiving documents or information by electronic means

Electronic form and
electronic means

have the meaning given in section 1168 of the Act

These presents

These Articles of Association, the regulations of the Company from time to time in force

The Company

The above-named Company

The Directors

The Board of Directors for the

	time being of the Company
The Office	The Registered Office of the Company
The Seal	The Common Seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	hard copy form or to the extent agreed (or deemed to be agreed by virtue of a provision of the Act) electronic form or website communication

And words importing the singular number only shall include the plural number, and vice versa

Where the word "address" appears in these Articles it is deemed to include postal address and, where applicable, electronic address

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof for the time being in force shall, if not inconsistent with the subject or context, bear the same meanings in these presents

The regulations contained in the model articles of association for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 shall not apply to the Company and these articles shall be the regulations of the Company

OBJECTS

2 The Objects for which the Company is established are -

- (A) To purchase, erect, establish, alter, maintain, take on lease or in exchange, or otherwise acquire and hold any real and personal property and any rights, privileges or easements over or in respect of any property with all necessary or convenient curtilages, outbuildings, annexes, and appurtenances, and to enter into and do all contracts and acts necessary for the purchasing or acquiring of land or buildings, and for the erecting and furnishing of such buildings, and to use the same

premises, or to let them for the purposes of Freemasonry or otherwise

- (B) To let, sublet, use, sell, manage, develop, exchange, lease, purchase, mortgage, dispose of, turn to account, or otherwise deal with any land, buildings, or any part thereof for the purposes of Masonic Temples or Halls, clubs, museums, assembly rooms, reading rooms, libraries, public rooms, refreshment rooms, and concert, dancing, dining, and billiard rooms, with kitchens, caretakers' rooms, car parks, garages, and other necessary offices for the use and accommodation of Freemasons, as Masonic Temples or Halls, and for clubs, social gatherings, and entertainments or other persons under such rules and regulations as shall from time to time be adopted by the Directors
- (C) To build, erect, reconstruct, alter, adapt, furnish, and manage such buildings as aforesaid or any other property belonging to the Company, and to renovate and repair the same
- (D) To buy, prepare and sell food, drink, and other refreshments, and all articles and commodities connected therewith, and to let or sell the right to supply all such articles upon any of the property of the Company and to apply for, accept transfers of and hold licences of all kinds.
- (E) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (F) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any temples, halls, offices, or any buildings, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same, or join with the others in so doing.
- (G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company
- (H) To remunerate officers, clerks, and servants of the Company, to make payments for insurance on their behalf, and to grant and pay from time to time out of the funds of the Company any pension, annuity, or any allowance to any person or the dependents of any person who is or has been in the employment of the Company
- (I) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

- (J) To lend and advance money or give credit to such persons, firms, institutions, or companies, and on such terms as may seem expedient, and in particular to those having dealings with the Company, and to give guarantees or become security for any such persons, firms, institutions, or companies
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills or exchange, warrants, debentures, and other negotiable or transferable instruments
- (M) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company
- (N) To remunerate any person, firm, or company rendering services to this Company either by cash payment or by the allotment to him or them of securities of the Company credited as paid up in full or in part, or otherwise as may be thought expedient.
- (O) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company
- (P) To support and subscribe to any Masonic, charitable, or public object, and any institution, society or club
- (Q) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (R) To do all or any of the above things as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (S) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise
- (T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause

- 3 Income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of Dividend, Bonus or otherwise howsoever by way of profit, to the Members of the Company, and no remuneration or other benefit in money or money's worth shall be given by the Company to any Member of the Board of Directors in respect of his services as a Member of such Board, except repayment of out-of-pocket expenses. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper fees or remuneration to any officer or servant of the Company, or to any Member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of reasonable and proper prices for goods supplied by any Member to the Company, nor prevent the payment of interest at a rate not exceeding Six per centum per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Company
- 4 The Liability of the Members is Limited.
- 5 Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Company contracted before he 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, such amount as may be required not exceeding One Pound.
- 6 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other company or institution having Masonic objects similar to the Masonic objects of the Company, and which shall prohibit the distribution of its income and property among its Members to an extent at least as great as is imposed on the Company under or by virtue of Article 3 hereof, such company or institution to be determined by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some Masonic charitable object.

MEMBERS

- 7 The number of Members with which the Company is registered is twenty one, but the Directors may from time to time register an increase of Members
- 8 The provisions of Section 113 of the Act shall be observed by the Company, and every Member of the Company shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.
- 9 The subscribers to the Memorandum of Association and such other persons as the Directors in their discretion shall admit to Membership in accordance with the provisions hereinafter contained shall be Members of the Company.
- 10 Every application for Membership of the Company shall be on such form as the Directors shall from time to time prescribe
- 11 No person shall be admitted to Membership of the Company unless he is a Member of at least one of the Lodges, Chapters or other Masonic bodies using the premises of the Company for purposes of the Meetings, the Masonic bodies so using the said premises in the first instance being The Lodge of St Tudno, No 755, The Lodge of St Hilary No. 4801, Aberconwy Lodge No 5996, The Lodge of St Cystenin No. 6321, Gogarth Chapter No 755; St David's Lodge of Mark Master Masons No 38, Pilgrim Lodge No 6958; Great Orme Lodge No 7703; North Wales Lodge of Provincial Stewards No 8865, Vardre Lodge No 8949; Custodis Pacis Lodge No 9083, Pilgrim Chapter No 6958, Sant Sior Chapter No. 565, Yr Ysgallen Lodge of Royal Ark Mariners No. 38, Maen Clo Lodge of Royal Ark Mariners No. 1451, Maen Clo Lodge of Mark Master Masons No.1451, Cambrian Lodge of Installed Commanders No 1591, Llewelyn Fawr Preceptory No 685. Any further Lodges, Chapters or Masonic bodies wishing to use the premises must be admitted by prior resolution of the Directors
- 12 Every Member of the Company who shall cease to be a Member of at least one such Masonic bodies as aforesaid shall forthwith cease to be a Member of the Company.
- 13 Any Member may resign on giving one month's notice in writing to the Company of his intention so to do, and upon the expiration of such period he shall cease to be a Member.
- 14 The rights of a Member, as such, shall be personal and shall not be transferable and shall cease on death

GENERAL MEETINGS

- 15 The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Directors, and shall specify the Meeting as such in the notices calling it, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation or in the following year
- 16 All General Meetings, other than Annual General Meetings, shall be called General Meetings .
- 17 The Directors may whenever they think fit convene a General Meeting, and General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by Section 303 of the Act
- 18 Twenty-one days' notice in writing at the least of every Annual General Meeting and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of Meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company, but with the consent of all the Members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Act in the case of Meetings other than Annual General Meetings, a Meeting may be convened by such notice as those Members may think fit
- 19 Every notice convening a general meeting shall be given in accordance with section 308 of the Act that is, in hard copy form, electronic form or by means of a website
- 20 The Company may send a notice of meeting by making it available on a website or by sending it in electronic form and if notice is sent in either way it will be valid provided it complies with the relevant provision of the Act
- 21 The accidental omission to give notice of a Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any Meeting

PROCEEDINGS AT GENERAL MEETINGS

- 22 All business shall be deemed special that is transacted at a General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the Income and Expenditure Account and Balance Sheet and the reports of the Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors
- 23 No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business Save as herein otherwise provided a majority of Members personally present shall be a quorum
- 24 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of Members, shall be dissolved In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting the Members present shall be a quorum
- 25 The Chairman (if any) of the Directors shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Vice Chairman shall preside as Chairman of that General Meeting, or if he is not present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some Member of the Company who shall be present to preside
- 26 The Chairman may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn a Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned Meeting other than business which might have been transacted at the Meeting from which the adjournment took place Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned Meeting
- 27 At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three Members present in person or by proxy, or by a Member of Members present in person or by proxy and

representing one tenth of the total voting rights of all the Members having the right to vote at the Meeting, and unless a poll be so demanded a declaration by the Chairman of the Meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- 28 Subject to the provisions of Article 29, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded
- 29 No poll shall be demanded on the election of a Chairman of a Meeting, or on any question of adjournment
- 30 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second or casting vote
- 31 The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the questions on which a poll has been demanded

VOTES OF MEMBERS

- 32 Subject as hereinafter provided, every Member shall have one vote
- 33 No person other than a Member duly registered shall be entitled to be present or to vote on any question either personally or by proxy, or as a proxy for a Member, at any General Meeting
- 34 Votes may be given on a poll either personally or by proxy On a show of hands a Member present only by proxy shall have no vote
- 35 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing
- 36 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority notari ally or in some other way approved by the Directors may
 - 36 I in the case of a proxy not being sent in electronic form be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting or in any instrument of proxy sent out

by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

36 2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

36 3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of that meeting or to the secretary or to any director,

36 4 A proxy appointment which is being sent in electronic form must be received at an address specified by the Company for the purpose of receiving such communications in electronic form

36 4 1 in (or by way of a note to) the notice convening the meeting, or

36 4 2 in any form of proxy appointment sent out by the Company, or

36 4 3 in any invitation contained in an electronic form to appoint a proxy issued by the Company

in each case not less than 48 hours before the time for holding the meeting at which the person named in the instrument proposes to vote or in the case of a poll taken more than 48 hours after it is demanded, not less than 24 hours before the poll is taken or where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of that meeting or to the secretary or to any director

An instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

37. In calculating the time periods in Article 36, no account shall be taken of any part of a day that is not a working day.

38 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office

before the commencement of the Meeting or adjourned Meeting at which the proxy is used

39. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit –

"I
A Member of THE FREEMASONS' HALL
(LLANDUDNO) LIMITED
hereby
appoint of
and failing him, of
to vote for me and on my behalf at the [Annual or
adjourned
as the case may be] General Meeting of the Company to
be held on the
day of and at every adjournment
thereof

As witness my hand this day of 20 []"

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

DIRECTORS

- 40 Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than six
- 41 No person who is not a Member of the Company shall in any circumstances be eligible to hold office as a Director
- 42 (i) Subject as hereinafter provided, Directors are appointed at the absolute discretion of the Board save that any Director must be a member of a Masonic body that uses the premises for Meetings
- (ii) Any person so appointed or deemed to have been so appointed may at any time be removed from the office of Director by the Masonic body by which he was appointed or deemed to have been appointed. If any person so appointed or deemed to have been so appointed shall be so removed or shall die or cease from any cause to be a Director, the Masonic body by which he was appointed or deemed to have been appointed may appoint another person in his place. Every appointment or removal from office under the foregoing provisions of this Article shall be notified in writing to the Company by the Secretary for the time being of the Masonic body by which such appointment or removal is made. Any such

appointment or removal shall take effect forthwith upon the receipt of the said notification by the Company

- (iii) In the event of any Masonic body hereinbefore named ceasing to use the premises of the Company for purposes of Meetings, such Masonic body shall not be entitled to be represented on the Board of Directors, and thereupon the office of any Director appointed or deemed to have been appointed by such Masonic body shall be vacated.
- 43. The first Directors of the Company were JOHN ERNEST HALLMARK and WALTER RHYDWEN JONES (each of whom shall be deemed to have been appointed by the said Lodge of St Tudno), FRANK ALBERT WILKES and BERTRAND HENRY MORGAN (each of whom shall be deemed to have been appointed by the said Lodge of St Hilary), FRANK CLEMENT DAVIES and MIDFORD VINCENT BAILEY (each of whom shall be deemed to have been appointed by the said Lodge of St Cystenin) ROBERT JOHN DAVIES and ARTHUR MADDOCK JONES (each of whom shall be deemed to have been appointed by the said Gogarth Chapter), ERIC JOHNSON and ALBERT ERNEST VOLLAM (each of whom shall be deemed to have been appointed by the said St David's Lodge of Mark Master Masons), and ALVIN LANDON COBURN (who shall be deemed to have been appointed by the said Great Orme Council, No. 5)
- 44. No remuneration shall be payable to the Directors for their services as Directors
- 45. The Directors shall be entitled to be repaid the out-of-pocket expenses reasonably incurred by them respectively in or about the performance of their duties as Directors

POWERS OF DIRECTORS

- 46. The business of the Company shall be managed by the Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall

invalidate any prior act of the Directors which would have been valid if such regulation had not been made

47 The Directors for the time being may act notwithstanding any vacancy in their body, provided always that in case the Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as Directors for the purpose of admitting persons to Membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose

48 The office of a Director shall be vacated –

- (A) if he becomes bankrupt or he makes any arrangement or composition with his creditors generally,
- (B) if he is or may be, suffering from mental disorder and either

he is admitted to hospital in pursuance of an application for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

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,

- (C) if he ceases to be a Member of the Company,
- (D) if by notice in writing to the Company he resigns his office,
- (E) if he ceases to be a Director by virtue of any provision of the Act or he become prohibited by law from becoming a Director,
- (F) if he is removed from office by a resolution duly passed pursuant to Section 168 of the Act

DIRECTORS

49 The Directors may from time to time and at any time appoint any Member of the Company as a Director, either to fill a casual vacancy or by way of addition to the existing Directors, provided that the prescribed maximum be not thereby extended Any Director so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election

50. In addition and without prejudice to the provisions of Section 168 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified Member in his stead; but any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed

PROCEEDINGS OF DIRECTORS

51. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their Meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, a majority in number of the Directors shall be a quorum. Questions arising at any Meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote
52. Any director may participate in a meeting of the Directors or a committee constituted pursuant to Article 56 of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Statutes, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is
53. A Director may, and on the request of a Director the Secretary shall, at any time, summon a Meeting of the Directors by notice served upon the several Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a Meeting
54. The Directors shall from time to time elect a Chairman who shall be entitled to preside at all Meetings of the Directors at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any Meeting the Chairman be not present within five minutes after the time appointed for holding the Meeting and willing to preside, the Directors present shall choose one of their number to be Chairman of the Meeting
55. A Meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Directors generally

- 56 The Directors may delegate any of their powers to Committees consisting of such Member or Members of their body as they think fit, any Committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Directors. The Meetings and proceedings of any such Committee shall be governed by the provisions of these presents for regulating the Meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors as aforesaid
- 57 All acts *bona fide* done by any Meeting of the Directors or any Committee of the Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director
- 58 The Directors shall cause proper minutes to be made of all appointments of officers made by the Directors and of the proceedings of all Meetings of the Company and of the Directors and of Committees of the Directors, and all business transacted at such Meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such Meeting, or by the Chairman of the next succeeding Meeting, shall be sufficient evidence without any further proof of the facts therein stated
- 59 A resolution in writing signed by all the Directors for the time being or of any Committee of the Directors who are duly entitled to receive notice of a Meeting of the Directors or of such Committee shall be as valid and effectual as if it had been passed at a Meeting of the Directors or of such Committee duly convened and constituted

CONFLICTS OF INTEREST

- 60 If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes
- 61 But if article 62 applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes
- 62 This article applies when –

- (a) the Company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a Director from being counted as participating in the decision-making process,
 - (b) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest , or
 - (c) the Director's conflict of interest arises from a permitted cause
- 63. For the purposes of article 62 , the following are permitted causes –
 - (a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries,
 - (b) by subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities, and
 - (c) arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company or any of its subsidiaries which do not provide special benefits for Directors or former Directors
- 64 For the purposes of articles 60 to 61 inclusive, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting
- 65 Subject to article 66, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any Director other than the chairman is to be final and conclusive
- 66 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

SECRETARY

- 67 The Secretary shall be appointed by the Directors for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Directors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting

THE SEAL

- 68 The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Directors, and in the presence of at least two Directors and of the Secretary, and the said Directors and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed

ACCOUNTS

- 69 The Directors shall cause proper books of account to be kept with respect to –
- (A) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place,
 - (B) all sales and purchases of goods by the Company, and
 - (C) the assets and liabilities of the Company

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions

- 70 The books of accounts shall be kept at the Office, or, subject to Sections 388 of the Act, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors
- 71 The Company in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the accounts and books of the Company, or any of them, and subject to such conditions and regulations the accounts and books of the Company shall be open to the inspection of Members at all reasonable times during business hours
- 72 At the Annual General Meeting in every year the Directors shall lay before the Company a proper Income and Expenditure Account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than six months before such Meeting, together with a proper Balance Sheet made up as at the same date. Every such Balance Sheet shall be accompanied by proper reports of the Directors and the Auditors, and copies of such account, Balance Sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the Meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served

AUDIT

- 73. 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
- 74. Auditors shall be appointed and their duties regulated in accordance with Section 498 of the Act

NOTICES

- 75. Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Directors) shall be in writing and sent to an address for the time being notified for that purpose to the person giving the notice.
- 76. The Company may give any notice to a member either personally or by sending it by first class post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it in electronic form to an address for the time being notified to the Company by the member. A member who gives to the Company an address either within or outside the United Kingdom at which notices may be given to him, or an address to which notices may be sent in electronic form, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company
- 77. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called
- 78. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 24 hours after the envelope containing it was posted or, in the case of a notice contained in electronic form, at the expiration of 24 hours after the time it was sent

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

79. Subject to article 80, a relevant director of the Company or an associated company may be indemnified out of the Company's assets against –

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
- (b) any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235 (6) of the Act)
- (c) any other liability incurred by that director as an officer of the Company or an associated company.

80 Article 79 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law

81 In article 79 –

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant director" means any Director or former Director of the Company or an associated company

Insurance

82 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in response of any relevant loss

83 In article 82–

- (a) a "relevant director" means any director or former director of the company or an associated company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and

- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

**DOCUMENTS SENT IN ELECTRONIC FORM
OR BY MEANS OF A WEBSITE**

- 84 Where the Act permits the Company to send documents or notices to its members in electronic form or by means of a website, the documents will be validly sent provided the Company complies with the requirements of the Act
- 85 Subject to any requirement of the Act only such documents and notices as are specified by the Company may be sent to the Company in electronic form to the address specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified

REGISTERED OFFICE

- 86 The Company's registered office is to be situated in England and Wales