

COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

DERBYSHIRE LAW CENTRE LIMITED

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Interpretation

1. In these articles:

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Company;

"articles" means the Company's articles of association;

"the Act" means the Companies Act 2006;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"Companies Acts" means the Company Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

"Committee" means the Management Committee of the Company;

"Committee member" has the same meaning as director under the Company Act 2006 and Trustee for the purposes of the Charities Act 2006;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"Management Committee" means the board of directors and /or board of Trustees;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"Secretary" means any person appointed to perform the duties of the secretary of the Company;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"the United Kingdom" means Great Britain and Northern Ireland;

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company.

Liability of members

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

2.1. Payment of the Company's debts and liabilities contracted before he ceases to be a member;

2.2. Payment of the costs, charges and expenses of winding up; and

2.3. Adjustment of the rights of the contributories among themselves.

PART 2

MEMBERS

Application for membership

3. The maximum membership is 150, of which no less than 100 should be organisational members, and this will be reviewed annually at the first Management Committee meeting after the AGM.
4. The provisions of the Companies Acts shall be observed by the Company and every member of the Company shall sign a written consent on becoming a member.
5. The subscribers to the memorandum and such other persons or bodies as the Company shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Company.

6. Any person who subscribes to the objects of the Company and who lives or works within Derbyshire or any other geographical area as directed by the Management Committee shall be eligible to become a member of the Company and shall on admission to membership be deemed an "individual member".
7. Any trust, corporation, association or other body the objects and purposes of which are not inconsistent with the objects of the Company and either operates within Derbyshire or any other geographical area as directed by the Management Committee or has a substantial number of its members living or working within Derbyshire or any other geographical area as directed by the management Committee shall be eligible to become a member of the Company and shall on admission to membership be termed as "organisational" member.
8. Any person or body wishing to become a member shall apply in writing on a form approved by the Committee to the Secretary at the Registered Office of the Company and the application shall be considered at the next convenient meeting of the Committee. The decision of the Committee shall be final and at their absolute discretion.

Termination of Company membership

9. A member of the Company shall cease to be a member on:
 - 9.1. Resigning from membership by notice in writing to the Secretary at the Registered Office, or
 - 9.2. Expulsion by a resolution carried by the votes of a majority of the members present and voting at a General Meeting of the Company of which notice has been duly given provided that a complaint in writing of conduct detrimental to the interests of the Company has been sent to the member concerned by order of the Secretary not less than three weeks before the meeting. Such a complaint shall contain particulars of the conduct complained of and shall call on the member to answer the complaint and to attend the meeting called under this sub-clause. At such a meeting the members shall consider

evidence in support of the complaint and such evidence as the member may wish to put before them. If on due notice having been served on the member he or she fails to attend the meeting without due cause the meeting may proceed in his or her absence.

9.3. A member who is expelled under this provision may not be re-admitted to membership at all or for such a period as the members may determine, or being a trust corporation association or other body, its dissolution or winding up, or

9.4. Ceasing to comply with the conditions for eligibility for membership hereinbefore contained.

10. Membership is not transferable.

11. Membership terminates when that person dies or organisation ceases to exist.

Organisation of General Meetings

12. Members are entitled to attend General Meetings in person or by proxy.

13. The Company shall each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

14. Provided that so long as the Company holds its first Annual General Meeting within 18 months of its incorporation it need not hold it in the year of its incorporation or in the following year.

15. The Annual General Meeting shall be held at such time and place as the Committee shall appoint.

16. All general meetings other than Annual General Meetings shall be called a General Meeting.

17. A General Meeting may be called;

17.1. By the Committee whenever it thinks fit, or

17.2. By the Committee on written requisition of not less than 5% of the members of the Company having at that date of deposit of request the right to vote at a General Meeting of the Company, or

17.3. If the Committee does not call a meeting when so required, the members may call a meeting in default, as provided by Section 305 of the Act.

17.4. If at any time there are not within the United Kingdom sufficient members of the Committee to form a quorum any member of the Committee or any two members of the Company may convene a General Meeting in the same manner as nearly as possible to that in which meetings may be convened by the Committee.

Notice of General Meetings

18. Notice of General Meetings must be given to every member, to the Committee (directors) and to the auditors of the Company.

19. An Annual General Meeting shall be called by at least 21 days' notice in writing.

20. Other General Meetings shall be called by at least 14 days' notice in writing.

21. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of the meeting and in the case of special business the general nature of that business shall be given in manner mentioned below or in such other manner if any as may be prescribed by the Company in General Meeting to such persons as are under the articles of the Company entitled to receive such notices from the Company.

22. A meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:-

22.1. In the case of the Annual General Meeting by all the members entitled to attend and vote, and

22.2. In the case of any other General Meeting by a majority of the members having a right to attend and vote at the meeting being a majority together representing not less than 95% of the total voting rights at that meeting of all the members.

23. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at Annual General Meetings

24. The business of an Annual General Meeting shall comprise:

24.1. The consideration of the Accounts and financial report presented by the Treasurer or other member of the Committee;

24.2. Consideration of the Auditors' Report;

24.3. The notification of members of the Committee who wish to retire or are required to retire by rotation and the election of members to the Committee to fill the vacancies arising;

24.4. The appointment and fixing of the remuneration of Auditors for the coming year;

24.5. Such other business as may have been specified in the notice calling the meeting.

Proceedings at General Meetings

25. Any Member entitled to be present and vote at General Meetings may submit to any General Meeting any resolution which may be properly moved at the General Meeting, provided that he or she shall have served upon the Secretary of the Company at the registered address a notice in writing signed by him or her and a second Member also entitled to attend and vote containing the proposed resolution and stating his or her intention to submit the same, so that, between the date on which the notice is served or deemed to be served and the day appointed for the General Meeting, there shall be not less than 21 clear days. The provision of this Article shall only have effect subject to the provisions of the Companies Acts.
26. No business shall be transacted at any General Meeting unless a quorum of members entitled to attend and vote at such meeting is present at the time when the meeting proceeds to business. Ten organisational members present by their representatives entitled to attend and vote shall be a quorum.
27. If within half an hour from the time appointed for the 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 be adjourned to such other day at such other time and place as the Committee may determine.
28. The Chairperson of the Committee shall chair every General Meeting of the Company or if he or she shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chairperson shall chair the general meeting, or if he or she is not then present or is unwilling to act the members of the Committee present shall elect one of their members to chair the meeting.
29. If at any General Meeting no Committee member is willing to act as chairperson or if no Committee member is present within 15 minutes after the time appointed for holding the meeting the members present shall choose one of their number to chair the meeting.

30. The Chairperson may at any general 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

31. 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 requested before or on the declaration of the result of the show of hands:

31.1. By the chairperson, or

31.2. By any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

31.3. Unless a poll is so demanded a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of proceedings 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 such resolution.

32. The demand for a poll may be withdrawn.

33. In the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall be entitled to a second or casting vote.

34. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately. A poll demanded in any other question shall be taken at such time in such manner as the chairperson of the meeting directs and any business other than that upon which a poll has been demanded may proceed

pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

35. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings (or being organisations by their duly authorised representative) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of 2 or more documents in like form each signed by one or more members.

Votes of Members

36. Every organisational member shall have one vote. Individual members do not have the right to vote at any General Meeting.

37. Votes may only be cast personally or by proxy.

38. Any organisation which is a member of the Company shall by resolution of its Committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he or she represents as that organisation could exercise if it were an individual member of the Company.

39. The organisation shall give written notice to the Company of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.

40. Any notice given to the charity shall be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.

Content of proxy notices

41. Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which

- 41.1. states the name and address of the member appointing the proxy;
- 41.2. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- 41.3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- 41.4. is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 41.5. 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.

42. The Committee 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 –

- 44.1. 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
- 44.2. 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.

Delivery of proxy notices

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 charity a notice in writing given by or on behalf of the person by whom or on whose behalf 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.

PART 3

MANAGEMENT COMMITTEE / DIRECTORS

Management Committee

48. The maximum number of Committee members shall be 25.
49. The Committee shall be composed of:
- 49.1. Two members of Derbyshire County Council
 - 49.2. Two members of Chesterfield Borough Council
 - 49.3. One member of North East Derbyshire District council
 - 49.4. One member of Bolsover District Council
- 49.5. Up to 14 persons whether individual members or representatives of organisational members elected at each Annual General Meeting.
- 49.6. Co-opted members in accordance with the following provisions not otherwise filled by 52.1 to 52.5 above and so long as the total number of Committee members does not exceed 25 or as otherwise fixed in accordance with these articles.

50. The Committee may at its first meeting after the Annual General Meeting and thereafter from time to time as may be required at its absolute discretion make such co-options of members to give sufficient and reasonable representation to women, people from ethnic minorities, lesbians, gay men and disabled people or such others as having some special skill or quality to offer as may be necessary to fill vacancies on the Committee. Any Committee member so appointed shall hold office until the next following Annual General Meeting, when the co-opted Committee member will be eligible for election to the Committee.

51. The Company may from time to time by ordinary resolution increase or reduce the number of Committee members.

Election of Committee members

52. Committee members nominated by Chesterfield Borough Council, Derbyshire County Council, North East Derbyshire District council and Bolsover District Council shall remain Committee members and are not subject to the following Articles and are not required to resign and stand for re-election at each Annual General Meeting.

53. At the first and every subsequent Annual General Meeting of the Company all the Committee members other than those referred to in Clause 52.1 to 52.4 shall retire from office.

54. A retiring Committee member shall be eligible for re-election or for co-option.

55. The Company at the meeting at which a Committee member retires in the above manner may fill the vacated office by electing a person to it.

56. No person may be appointed a Committee member at an Annual General Meeting unless:

56.1. not less than three nor more than thirty-five clear days before the date of the meeting, the Company is given a notice that:

56.2. is signed either by a member entitled to vote at the meeting or a member of the Committee;

56.3. states the member's intention to propose the appointment of a person as a Committee member;

56.4. contains the details that, if the person were to be appointed, the Company would have to file at Companies House; and

56.5. is signed by the person who is to be proposed to show his or her willingness to be appointed.

57. The Company may by ordinary resolution, and in accordance with Section 168 of the Act, of which special notice has been given in accordance with Section 312 of the Act, remove any Committee member before the expiration of his or her period of office notwithstanding anything in these articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Committee member removed under this article.

Proceedings of the Committee

58. The Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairperson shall have a second or casting vote.

59. The Secretary on the requisition of the Chairperson or any two Committee members shall at any time summon a Committee meeting by giving reasonable notice to all Committee members. It shall not be necessary to give notice of a Committee meeting to any member for the time being absent from the United Kingdom.

60. A Committee member shall declare the nature and extent of any interest, direct or indirect, 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. A Committee member shall absent himself or herself from any discussions of the Committee in which it is possible that a conflict of interest may arise between his or her duty to act solely in the interests of the Company and any personal interest or the organisation that he or she represents.

61. A Committee member shall not vote in respect of any contract in which he or she is interested either personally or as representative of the organisation he or she represents or any matter arising out of it and if he or she does so vote his or her vote shall not be counted.

62. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed shall be the next full number above one-third of the membership of the Committee subject to a minimum of 3.

63. The Committee may act notwithstanding any vacancy in its body but, if and so long as its number is reduced below the number fixed as the necessary quorum, the Committee may act for the purpose of increasing the number of Committee members to that number or of summoning a General Meeting of the Company but for no other purpose.

64. If at any meeting the Chairperson is not present within 10 minutes of the time fixed for holding the meeting, the Vice-Chairperson, if then present shall chair the meeting. If the Vice-Chairperson is not then present the Committee members shall choose one of their number to chair the meeting.

65. The Committee may delegate any of its powers to sub-Committees consisting of such persons as it thinks fit and any sub-Committee so formed shall conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee as soon as is reasonably practicable.

66. A sub-Committee may elect a chairperson of its meetings. If no such chairperson is elected or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the same the members present may choose one of their number to chair the meeting.

67. A sub-Committee may meet and adjourn as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson shall have a second or casting vote.
68. All acts done bona fide by any meeting of the Committee or of a sub-Committee or by any person acting as a Committee member shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as a member or that Committee, 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 Committee member.
69. A resolution in writing signed by all the Committee members entitled to receive notice of a Committee meeting shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held and may consist of several documents in like form each signed by one or more Committee members.

Officers

70. The officers of the Company shall be a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer.
71. The Chairperson and Vice-Chairperson shall be elected from the members of the new Committee at each Annual General Meeting of the Company and shall hold office until the conclusion of the next following Annual General Meeting when they shall retire but be eligible for re-election to that office that they held of Chairperson or Vice-Chairperson respectively, provided that they have not held that office for more than four consecutive years (this proviso shall not apply to eligibility for election to the Committee). A Chair or Vice Chairperson who has retired having held that office for four consecutive years shall be eligible for election to that office at the Annual General Meeting following that at which they retired.
72. A casual vacancy for Chairperson or vice-Chairperson occurring for whatever reason shall be filled by the Committee from amongst its members and that person shall hold office until the conclusion of the next following Annual General Meeting.

73. At the first Management Committee meeting following the Annual General Meeting the Committee shall elect a Treasurer and Secretary from their number who shall hold office until the conclusion of the Management Committee meeting following the next Annual General Meeting.

74. A casual vacancy for Treasurer or Secretary occurring for whatever reason shall be filled by the Committee from amongst its number and that person shall hold office until the conclusion of the Management Committee following the next Annual General Meeting.

75. A provision of the Act or these articles requiring or authorising a thing to be done by or to a Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

Powers and Duties of the Committee

76. The business of the Company shall be managed by the Committee who may pay all expenses incurred in the formation of the Company and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these articles or by any regulation made by the Company in General Meeting but no such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.

77. All cheques and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted and endorsed or otherwise executed as the case may be in such manner as the Committee shall from time to time determine.

78. The Committee and any Sub-Committee shall cause Minutes to be made:

78.1. Of all appointments of officers made by the Committee or Sub-Committee;

78.2. Of the names of the Committee or Sub-Committee members present at each meeting;

78.3. Of all resolutions and proceedings at all meetings of the Company and of the Committee or Sub-Committee.

Borrowing Powers

79. The Committee may exercise all the powers of the Company to borrow money and to mortgage or charge the whole or any part of its undertakings and property and to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

Termination of Committee Membership

80. The office of Committee member shall be vacated if:

80.1. That person dies or if an organisational member, that organisation is dissolved or ceases to exist; or

80.2. That person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law; or

80.3. That person is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);

80.4. A bankruptcy order is made against that person; or

80.5. A composition is made with that person's creditors generally in satisfaction of that person's debts; or

80.6. A registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or

mentally incapable of acting as a director and may remain so for more than three months; or

- 80.7. By reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
- 80.8. That person is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 177 of the Act; or
- 80.9. That person undertakes activities which in the unanimous opinion of the members of the Committee (save for the member whose activities are complained of) voting at a duly convened meeting of the Committee are contrary to the interests of the Company; or
- 80.10. That person resigns his or her office by written notice to the Company, or
- 80.11. Being a representative of an organisational member that person is recalled by the body appointing him or her.
- 80.12. That person is absent without the permission of the Committee from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

PART 4 ADMINISTRATIVE ARRANGEMENTS

Accounts

81. The Committee shall use accounting records to be kept in accordance with the Companies Acts.

82. The accounting records shall be kept at the registered office of the Company or subject to The Companies Acts at such other place or places as the Committee thinks fit and shall always be open to the inspection of the officers of the Company and the funding bodies.
83. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Committee members and no member (not being a Committee member) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Committee or by the Company in General Meeting.
84. The Committee shall from time to time in accordance with Part 15 Chapter 7 of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, groups accounts (if any) and reports as are referred to in that Chapter of the Act.
85. A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Company in General Meeting together with a copy of the auditor's report and the Committee's report shall not less than 21 days before the date of the General Meeting be sent to the Auditors and every member and every holder of debentures of the Company provided that this article 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 Auditors Report shall be open to inspection and be read before the meeting as required by the Companies Acts.

Audit

86. Auditors shall be appointed and their duties regulated in accordance with the Companies Acts, the members of the Committee being treated as Directors for the relevant purposes.

Notices and communications

87. Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
88. Subject to the articles, any notice or document to be sent or supplied to a Committee member in connection with the taking of decisions by the Committee may also be sent or supplied by the means by which that Committee member has asked to be sent or supplied with such notices or documents for the time being.
89. Any notice and other document to be given to or by any person pursuant to the articles:
- 89.1. must be in writing; or
 - 89.2. must be given in electronic form.
90. The Company may give any notice or other document to a member either:
- 90.1. personally; or
 - 90.2. by sending it by post in a prepaid envelope addressed to the member at his or her address in the UK; or
 - 90.3. by leaving it at the address of the member; or
 - 90.4. by giving it in electronic form to the member's address.
 - 90.5. by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a Company meeting and must specify the place date and time of the meeting.

91. A member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company.
92. A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.
93. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
94. Proof that an electronic form of notice was given shall be conclusive where the Company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
95. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 95.1. 48 hours after the envelope containing it was posted; or
 - 95.2. In the case of an electronic form of communication, 48 hours after it was sent.
 - 95.3. For the purposes of this article and to comply with the Act, the calculation of 48 hours does not include weekends or Bank Holidays.
 - 95.4. Immediately on being handed to the recipient personally;
 - 95.5. Or if earlier than any of the above, as soon as the recipient acknowledges actual receipt.
96. A technical defect in service of which the Committee is unaware at the time does not invalidate decisions taken at a meeting.

Dissolution

97. Clauses 6 and 7 of the Memorandum of Association in relation to the winding-up and dissolution of the Company shall have effect as if their provisions were repeated in these articles.

Rules or Bye-Law

98. The Committee may from time to time make such rules or bye-laws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing clauses of and conditions of membership in particular but without prejudice to the generality of the above it may by such rules or bye-laws regulate construction of the same.

Indemnity

99. The Company shall indemnify any relevant Trustee or Committee member against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the 2006 Act.

100. In this article a 'relevant Trustee or Committee member means any Trustee or Committee member or former Trustee or Committee member of the Company.

Insurance

101. The Committee shall have power to purchase and maintain insurance, at the expense of the Company for the benefit of any relevant Committee member (being also a Director and Trustee of the Company) in respect of any relevant loss.

102. In this Article, a "relevant Committee member" means any director or former director of the Company or an associated company (if any).

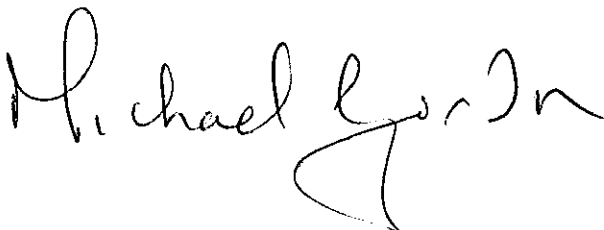
103. A "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Company, any associated company or any pension fund or employee's share scheme of the Company or associated company, and

104. Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

DATED the 18th day of November 2015

SIGNED by 

(in the presence of) 

SIGNED by 

(in the presence of) 