

The Companies Act 2006

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

**ARTICLES OF ASSOCIATION**

**of**

**THE ASSOCIATION FOR RENEWABLE ENERGY AND CLEAN TECHNOLOGY**

**Adopted on 17<sup>th</sup> September 2019**

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## 1 INTERPRETATION

### 1.1 In these Articles:-

“the Act”	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
“the Articles”	means the articles of the Company;
“the Board”	means the board of directors of the Company;
“the Bye-Laws”	means the bye-laws of the Company adopted pursuant to Article 11 hereof;
“clear days”	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
“Company”	The Association for Renewable Energy and Clean Technology;
“executed”	includes any mode of execution;
“Member”	means either a Non-Voting Member or a Voting Member;
“NED”	a non-executive director of the Company from time to time;
“Non-Voting Member”	means a member of the Company who falls within a membership category identified in the Bye-Laws as not having voting rights;
“Objects	means the objects of the Company set out in Article 2;
“office”	means the registered office of the Company;
“Ordinary Resolution”	means a resolution of the Voting Members of the Company passed by; <ul style="list-style-type: none"><li>• on a show of hands at a general meeting, a simple majority of Voting Members who, being entitled to vote, do so in person or by proxy; or</li><li>• on a poll at a general meeting, Voting Members representing a simple majority of Voting Members who, being entitled to vote, do so in person or by proxy; or</li><li>• on a written resolution, a simple majority of all Voting Members;</li></ul>
“Policy Board”	the board established in accordance with the Bye-Laws to consider policy issues of the Company;
“Secretary”	means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

“Sectors”	Means those activities and processes involved in: <ul style="list-style-type: none"> <li>• the generation, production, storage and sale of renewable energy, and</li> <li>• organics recycling,</li> </ul> in all their forms and including their supply chains and any services ancillary thereto;
“Special Resolution”	means a resolution of the Voting Members of the Company passed by: <ul style="list-style-type: none"> <li>• on a show of hands at a general meeting, a majority of at least 75% of the Voting Members who, being entitled to vote, do so in person or by proxy; or</li> <li>• on a poll at a general meeting, Voting Members representing at least 75% of Voting Members who, being entitled to vote, do so in person or by proxy; or</li> <li>• on a written resolution, Voting Members representing at least 75% of all Voting Members;</li> </ul>
“the United Kingdom”	means Great Britain and Northern Ireland;
“Voting Member”	means a fee-paying member of the Company other than a Non-Voting Member;
“working time”	means time during the normal working hours of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be constructed as including references to printing, lithography, photography, and other modes of representing or producing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles are adopted by the Company.

## **2 OBJECTS**

The Company is established for the purposes expressed in the following Objects.

- 2.1 To promote and represent the Sectors to the public, NGOs, the media and National, European and International Governments, and provide a full range of services to participants in those Sectors in order to facilitate the continuing growth of the Sectors in both UK and overseas markets.
- 2.2 To promote study and conduct research into improving the safety of the development, manufacture and installation of the Sectors products and systems for the advancement of health and the saving of lives, provided that all useful results of such study and research are disseminated to the Sectors participants;
- 2.3 To support the development of industry standards and related guidance for the Sectors for the protection of the environment and participants in Sectors;

- 2.4 To produce, collect and disseminate information about the Sectors including without limitation, the commissioning of surveys and studies designed to improve the information available about the Sectors, the provision of information and policy advice to supranational, central and local governmental bodies, businesses and the public about the Sectors in all these aspects.
- 2.5 To promote, encourage and improve education, the provision of information and support (whether financial or otherwise) for innovative projects (including demonstration of best practice) associated with the Sectors.
- 2.6 To encourage the development and the adoption of policies and regulations in the United Kingdom, the European Union and elsewhere which reflect the Objects.
- 2.7 To promote, encourage, and commission research into the development of Sector schemes and to appoint third parties (including Members of the Company) to carry out research and to publish the useful results of such research.
- 2.8 To support others seeking to carry out research into the Sectors where that research is aligned with the Sectors' needs and the Company has the resources to deliver the necessary support.
- 2.9 To encourage and promote the development and use of renewable energy and organics recycling in the United Kingdom, the European Union and elsewhere.
- 2.10 To promote and enhance the development of opportunities in the export market for the Sectors.
- 2.11 To provide a forum for the development of Sector policy in the United Kingdom, the European Union and elsewhere.

### **3 POWERS**

In furtherance of the above Objects but not further or otherwise the Company shall have the following powers:

- 3.1 To purchase, take on, lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain, equip and alter buildings or erections and generally to provide or assist in the provision of premises, facilities and equipment.
- 3.2 To raise funds, negotiate sponsorship and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation, consultation and otherwise.
- 3.3 To sell, mortgage or let, dispose of or turn to account all or any of the property or assets of the Company subject to such consents as may be required by law.
- 3.4 To execute and do all such other instruments, acts and things as may be required for the efficient management, development and administration of the said property and assets.
- 3.5 To borrow or raise money for the Objects on such terms and on such security as the Company may think fit subject to such consents as may be required by law.
- 3.6 To solicit and accept any gift of land, chattels and all kinds of other property, for the Objects.
- 3.7 To print and publish any newspapers, periodical, books, articles or leaflets, hold or participate in or promote exhibitions, displays and pageants and make films, plays, documentaries, broadcasts and television programmes.

- 3.8 To initiate research projects, feasibility studies, marketing exercises, international exchanges and all other activities which will assist in furthering the Objects and to publish the useful results of such research, studies, exercises, exchanges and activities.
- 3.9 To establish, found, maintain, endow, sponsor (either alone or in conjunction with others) courses of instruction of every kind, educational prizes, scholarships and other awards directed to the propagation and promotion of education and learning.
- 3.10 To co-operate with and enter into agreements with all bodies and persons who may be able to assist in furthering the Objects.
- 3.11 To charge and receive fees in respect of the facilities and services provided by the Company.
- 3.12 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.
- 3.13 To invest moneys of the Company not immediately required in or upon such investments, securities or property as may be thought fit including the power to invest in the shares of a subsidiary company or companies and the power to lend money (with or without security) to such company or companies subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also hereinafter provided.
- 3.14 To make donations in cash or assets or to establish or support, or aid in the establishment or support of any companies, associations or institutions or to lend money (with or without security) to or for any such companies, associations or institutions that share the aims of the Company.
- 3.15 To solicit and receive for the Objects subscriptions and gifts of all kinds and to undertake and execute any companies which may be lawfully undertaken by the Company in furtherance of its Objects.
- 3.16 To engage and pay on such reasonable terms as to remuneration and otherwise as the Company thinks fit any person or persons not being directors of the Company, whether on a full time or part time basis or whether as a consultant or employee, to supervise, organise, carry on the work of and advise the Company.
- 3.17 To retain or employ such artistic, teaching and professional, technical, administrative, domestic and other advisors or staff as may be deemed necessary to realise, maintain and further the Objects,
- 3.18 Subject to the provisions of Article 3.24 hereof to make any reasonable and necessary provision for the payment of pensions and superannuation to and on behalf of employees or former employees and their spouses and other dependants.
- 3.19 To acquire the whole of the property and assets of any other body the acquisition of which shall further the Objects and to amalgamate with any companies, institutions, societies, or associations which shall have objects altogether or mainly similar to those of the Objects, and to prohibit payment of any dividend or profits to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of Members by these Articles.
- 3.20 To pay out of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
- 3.21 To do all such other lawful things as shall further the attainment of the Objects or any of them.

Provided that:

- 3.22 In case the Company shall take or hold any property which may be subject to any charges the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such charges.
- 3.23 The Company's Objects shall not extend to the regulation of regulations between workers and employers or organisations of workers and organisations of employers.
- 3.24 The income and property of the Company shall be applied solely towards the promotion of its Objects as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to Members. Nothing herein shall prevent any payment in good faith by the Company of;
- a) reasonable and proper remuneration to any Member, officer, servant or consultant of the Company (not being a director of the Company) for any services rendered to the Company, and of reasonable and proper travelling, conference and study expenses necessarily incurred in carrying out the duties of any such Member, officer, servant or consultant of the Company;
  - b) reasonable and proper remuneration of any professional firm or company (whether incorporated or not) of which a director of the Company is a partner, director, consultant or employee for any services rendered to the Company;
  - c) interest on money lent by a Member or by one of its directors at a rate per annum not exceeding 2% less than the bank lending rate prescribed for the time being by a major London Clearing Bank or 3% whichever is the greater;
  - d) reasonable and proper remuneration and out of pocket expenses to any director of the Company;
  - e) proper sums for goods and services supplied by a company of which a Member or a director of the Company may be a member holding not more than one hundredth part of the capital of such company; and
  - f) reasonable and proper rent for premises demised or let to or for the Objects by any Member or by any director of the Company.
- 3.25 The liability of the Members is limited.
- 3.26 Every Member 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 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 £1 (one pound).
- 3.27 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 but shall be given or transferred to some other institution or institutions which shall have objects similar to the Objects and which shall restrict the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Article 3.24 hereof, such institution or institutions to be determined by the Members at or before the time of dissolution. Insofar as effect cannot reasonably be given to

such provisions then such property shall be disposed of at the discretion of the directors of the Company for some other purpose or purposes.

#### **4 MEMBERS**

- 4.1 The subscribers to the Articles and such other persons as are qualified to become Members in accordance with the Articles may be Members. Members shall be admitted to the Company subject to the provisions of the Bye-Laws.
- 4.2 The Board may determine different categories of Members and the Bye-Laws shall identify which categories of Members are:
  - 4.2.1 Voting Members; and
  - 4.2.2 Non-Voting Members.
- 4.3 Non-Voting Members shall be entitled to attend general meetings of the Company but shall not have a right to vote at general meetings.
- 4.4 Voting Members shall have the right to vote at general meetings and each Voting Member shall have one vote.
- 4.5 Subject to the provisions of the Bye-Laws, the directors of the Company may in their absolute discretion permit any Member to retire provided that after such retirement the number of Members is not less than two.

#### **5 GENERAL MEETINGS**

- 5.1 The Company shall, in 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. Any annual general meeting so called shall be held at such time and place as the Board shall appoint. There shall be no longer than 15 months between each annual general meeting.
- 5.2 All general meetings other than annual general meetings shall be called general meetings.
- 5.3 The directors of the Company may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall within 21 days proceed to convene a general meeting for a date not later than 28 days after the date of the notice convening the meeting. If there are not within the United Kingdom sufficient directors of the Company to call a general meeting, any director of the Company or any Member may call a general meeting.

#### **6 NOTICE OF GENERAL MEETINGS**

- 6.1 All general meetings including annual general meetings shall be called by at least fourteen clear days' notice.
- 6.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 6.3 The notice shall be given to all the Members and to all the directors of the Company and auditors, if appointed.



- 6.4 The accidental omission to give notice of a meeting to any person entitled to receive notice shall not invalidate the proceedings at that meeting. All notices of meetings shall be displayed on the Company's website and shall be included in any newsletter published by the Company (or shall be included in such other medium of communication as may be used from time to time by the Company) and may otherwise be publicised as the Board may consider appropriate.

## **7 ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

- 7.1 Any organisation which is a Member may 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 represents as that organisation could exercise if it were an individual Member.
- 7.2 The chairman of the Board for the time being shall be responsible for ensuring that any person voting at a meeting of the Company is properly authorised and entitled to vote.

## **8 PROCEEDINGS AT GENERAL MEETINGS**

- 8.1 No business shall be transacted at any meeting of the Company unless a quorum is present. Three persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation shall be a quorum.
- 8.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place.
- 8.3 The chairman, if any, of the Board or in his absence some other director of the Company nominated by the Board shall preside as chairman of the meeting, but if neither the chairman nor such other director of the Company (if any) be present within fifteen minutes after the time appointed for the holding the meeting and willing to act, the directors of the Company present shall elect one of their number to be chairman and, if there is only one director of the Company present and willing to act, he shall be chairman.
- 8.4 If no director of the Company is willing to act as chairman, or if no director of the Company is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
- 8.5 The chairman may, with the consent of a 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 which might properly have been transacted at the meeting had the adjournment not taken place. No further notice need be given of the reconvening of an adjourned meeting if the time and place at which it is to be reconvened is announced at the meeting at which the adjournment is determined. Otherwise, at least seven clear days' notice shall be given specifying the time and place of reconvening the adjourned meeting and the general nature of the business to be transacted.
- 8.6 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, a show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- a) by the chairman; or
  - b) by at least five Voting Members having the right to vote at the meeting; or

- c) by a Member or Members representing not less than one-tenth of the Voting Members; and
- d) a demand by a person as proxy for a Voting Member shall be the same as a demand by the Voting Member.

- 8.7 Unless a poll is duly demanded a declaration by the chairman that a resolution has on a show of hands 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 8.8 The demand for the poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 8.9 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 8.10 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 8.11 A poll demanded on the election of a chairman or a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such a time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 8.12 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and the place at which the poll is to be taken.
- 8.13 A resolution in writing executed by or on behalf of 75% of the Voting Members who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

## **9 VOTES OF MEMBERS**

- 9.1 On a show of hands every Voting Member present in person or by proxy shall have one vote and on a poll every such Voting Member present in person or by proxy shall have one vote provided that no Member other than a Voting Member duly registered and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of this membership shall be entitled to vote either personally or by proxy.
- 9.2 No obligation shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

- 9.3 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the form set out in the notice of the meeting.
- 9.4 Where it is desired to afford members an opportunity of instructing the proxy how he shall act, or that the proxy appoint the Chairman to vote on its behalf, the instruction appointing a proxy shall be in the form set out in the notice of the meeting.
- 9.5 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors of the Company may:-
- a) be deposited at the office or at such other place within the United Kingdom as is specified 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
  - b) 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 taken of the poll; or
  - c) 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 or to the Secretary or to any director of the Company; and
  - d) An instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- 9.6 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Secretary at the registered office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

## **10 NUMBER OF DIRECTORS**

- 10.1 Unless otherwise determined by Special Resolution, the number of directors of the Company shall be no more than eight and shall be no less than four.
- 10.2 The Board shall never include more than one accredited representative of any one Member, or any affiliate, subsidiary or parent of such Member.

## **11 POWERS OF THE DIRECTORS**

- 11.1 Subject to the provisions of the Act, the Articles, the Bye-Laws and to any directions given by Special Resolution, the business of the Company shall be managed by the Board who may exercise all the powers of the Company. No alteration of the Articles or the Bye-Laws and no such direction shall invalidate any prior act of the directors of the Company which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the directors of the Company by the Articles or the Bye-Laws and a meeting of directors of the Company at which a quorum is present may exercise all powers exercisable by the directors of the Company.

- 11.2 All cheques and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine.
- 11.3 The Board shall cause minutes to be made:
- a) of the appointments of officers by the Board;
  - b) of the names of the directors of the Company present and other persons in attendance at each Board meeting and of all compliance issues discussed at such meetings;
  - c) of the resolutions and proceedings at all meetings of the Company and of the Board and of any reports received from the Policy Board and the resolutions of the Board in relation to such reports.
- 11.4 The directors of the Company may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions (always including responsibility for reporting to the Board) as they determine. Such conditions may include authority for the agent to delegate all or any of his powers provided that the responsibility of the agent for the exercise of his powers is not thereby compromised.

## **12 BYE-LAWS**

- 12.1 The Board shall have power from time to time to adopt and make, alter or revoke, the Bye-Laws, provided that such Bye-Laws are not repugnant to the Articles. If there is any conflict between the Articles and the Bye-Laws, the Bye-Laws shall take precedence. The Bye-Laws for the time being in force shall be binding upon all Members until the same shall be varied or set aside by any resolution of the Board. No Member shall be absolved from such Bye-Laws by reason of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them.
- 12.2 No Bye-Law as to the manner in which membership may be terminated shall have any validity or effect unless it provides that any Member whose membership is proposed to be terminated shall be given a proper opportunity of attending and being heard at any meeting to which such proposal is to be submitted.

## **13 DELEGATION OF DIRECTORS' POWERS**

The directors of the Company may delegate any of their powers and duties to any subcommittee consisting of such of their number as they think fit. Any such delegation of the directors' powers and duties may be made subject to any conditions the directors of the Company may impose and either collaterally with or to the exclusion of their own powers and duties and may be revoked or altered. Any subcommittee so formed shall in the exercise of the powers and duties delegated to it conform to any regulations imposed on it by the Board. For the avoidance of doubt, this Article 13 shall not apply to the Policy Board.

## **14 APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 14.1 The rules governing the election and eligibility of directors of the Company are contained in the Bye-Laws.
- 14.2 Subject to the provisions of the Act, directors of the Company shall retire by rotation, pursuant to the provisions of the Bye-Laws.

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

The office of a director of the Company shall be vacated if:

- 15.1 he resigns his office by notice to the Company;
- 15.2 he ceases to be a director of the Company by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- 15.3 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 15.4 he is, or may be, suffering from mental disorder and either:
  - a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
  - b) 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 for a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- 15.5 he ceases to meet the eligibility criteria for his directorship (where applicable);
- 15.6 he shall for more than six consecutive months have been absent without permission of the Board from the meetings of the Board held during that period and the Board resolves that his office be vacated.

## **16 PROCEEDINGS OF DIRECTORS**

- 16.1 Subject to the provisions of the Articles and the Bye-Laws, the directors of the Company may regulate their proceedings as they think fit. A director of the Company may, and the Secretary at the request of a director of the Company shall, call a meeting of the directors of the Company. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 16.2 The quorum for the transaction of the business of the directors of the Company shall be as set out in the Bye- Laws.
- 16.3 The continuing directors of the Company may act notwithstanding any vacancies in their number, but, if the number of directors of the Company is less than the number fixed as the quorum, the continuing directors or director of the Company may act only for the purpose of calling a general meeting.
- 16.4 The chairman of the Board shall be elected in accordance with the provisions set out in the Bye-Laws. Unless he is unwilling to do so, the director of the Company so appointed shall preside at every meeting of directors of the Company at which he is present. But if there is no director of the Company holding that office or if the director of the Company holding it is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the directors of the Company present may appoint one of their members to be chairman of that meeting.
- 16.5 All acts done by a meeting of directors of the Company, or of a sub-committee of directors of the Company, or by a person acting as a director of the Company shall, notwithstanding that it

be afterwards discovered that there was a defect in the appointment of any directors of the Company or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director of the Company and had been entitled to vote.

- 16.6 A resolution in writing signed by all the directors of the Company entitled to receive notice of a meeting of directors of the Company or of a sub-committee of directors of the Company shall be as valid and effectual as if it had been passed at a meeting of directors of the Company or (as the case may be) a sub-committee of directors of the Company duly convened and held and may consist of several documents in the like form each signed by one or more directors of the Company.
- 16.7 Save as otherwise provided by the Articles or the Bye-Laws, a director of the Company shall not vote at a meeting of directors of the Company or of a sub-committee of directors of the Company on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interest of the Company unless his interest or duty arises because the case falls within one or more of the following paragraphs:-
- a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company; or
  - b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company for which the director of the Company or the Member of which the director of the Company is a member or employee or authorised agent has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security; or
  - c) the resolution relates to any matter which touches and concerns a Member of which the director of the Company is a member or employee or authorised agent.

For the purpose of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Company), connected with a director of the Company shall be treated as an interest of the director of the Company.

- 16.8 A director of the Company shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 16.9 If a question arises at a meeting of directors of the Company or of a sub-committee of directors of the Company as to the right of a director of the Company to vote, the question may before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling as to any director of the Company other than himself shall be final and conclusive.

## **17 SECRETARY**

- 17.1 Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
- 17.2 The Secretary shall be entitled to attend meetings of the Board, but shall not be entitled to vote at any such meeting.

## **18 ACCOUNTS**

- 18.1 The Board shall cause accounting records to be kept in accordance with Sections 221 and 222 of the Act.
- 18.2 The accounting records shall be kept at the registered office of the Company or, subject to Section 227 of the Act, at such other place or places at the Board thinks fit, and shall always be open to the inspection of the officers of the Company.
- 18.3 The Board 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 for the Company or any of them shall be open to the inspection of Members not being directors of the Company and no Member (not being a director of the Company) shall have the right to inspect any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting.
- 18.4 The Board shall from time to time in accordance with Sections 238 to 242 of the Act cause to be prepared and to be laid before the Company in general meeting such accounts, and reports as are referred to and required in those Sections.
- 18.5 A copy of every document required by law which is to be laid before the Company in general meeting, together with a copy of the auditor's report and the Board's report, shall not less than 21 days before the date of the meeting be sent to every member of, 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.

## **19 NOTICES**

- 19.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing or in such form as may be permitted by the Act except that a notice calling a meeting of the directors of the Company need not be in writing.
- 19.2 The Company may give any notice to a Member either personally or by sending it by facsimile transmission or by electronic mail or by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or pursuant to the provisions of Section 309 of the Act by publishing the notice on the Company's website. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to receive any notice from the Company.
- 19.3 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.
- 19.4 A notice given in person shall be deemed to be given at the time of delivery. A notice given by facsimile transmission or by electronic mail shall be deemed to be given at the expiry of one hour of working time after the time of transmission. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. An electronic mail will not be deemed delivered if a bounce back is received. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

## **20 DISSOLUTION**

Article 3.27 shall have effect in relation to the dissolution of the Company.

## **21 INDEMNITY**

- 21.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every director of the Company or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of Company in relation to the affairs of the Company.
- 21.2 The directors of the Company shall have power to purchase and maintain for any director of the Company, officer or auditor of the Company insurance against any such liability as is permitted by the Act.