

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF
WAVERLEY STEAM NAVIGATION CO. LIMITED**

Company Number: SC050789

Charity Number: SC005832

Held on Thursday 17th August 2017 at 2.07pm at Hampden Park, Glasgow

Sederunt: Iain Dewar (1); Deryk Docherty; David Kells, John Megoran, Peter Reid, Lawrie Sinclair and George Taylor.

Attending: Michael Holland; Cameron Marshall and Kathleen O'Neill.

Apologies: Iain Macleod, Douglas McGowan; Murray Paterson, Paul Semple, Terry Sylvester and Gordon Wilson.

(1) Appointed by the PSPS CoM to be the Society's proxy at the WSN EGM.

The Chairman, Lawrie Sinclair, welcomed everyone to the **Extraordinary General Meeting of Waverley Steam Navigation Co. Limited** called to consider the following special resolution, notice of which had been sent to shareholders and directors and which LS restated:-

That with effect from the conclusion of the meeting the Draft Articles of Association produced at the meeting and, for the purposes of identification, initialled by the Chairperson be adopted as the Articles of Association of Waverley Steam Navigation Co. Limited, Company Number SC050789, in substitution for, and to the exclusion of, the Company's existing Memorandum of Association and Articles of Association.

There was no request for further information given in the papers calling the meeting.

The adoption of the Special Resolution stated above was proposed by ID and seconded by PR and all agreed to proceed directly with voting.

64 votes were cast, including votes received via Forms of Proxy with 64 votes in support and 0 votes against the Resolution, giving a percentage of 100, and therefore the Resolution was unanimously approved.

The Chairman thanked everyone for their attendance and closed the formal part of the meeting at 2.10pm.

18th August 2017

Deryk J Docherty,
Company Secretary.

TUESDAY



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SCT 03/10/2017 #121
COMPANIES HOUSE



**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION**

of

WAVERLEY STEAM NAVIGATION CO. LIMITED

Company Number SC050789

Charity Number SC005832

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Company number SC050789
THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
WAVERLEY STEAM NAVIGATION CO. LIMITED
(Adopted by special resolution passed on the 17th August 2017)

INTRODUCTION

1. Interpretation

1.1 The following definitions and rules of interpretation apply in these Articles:

Act: means the Companies Act 2006.

Articles: means the company's articles of association for the time being in force.

Business Day: means any day other than a Saturday, Sunday or public holiday in England on which banks in London are open for business.

Conflict: has the meaning given in article 14.1.

eligible director: means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter).

Governing Body: means the board of directors of the Company.

Model Articles: means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles.

1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise.

1.5 Unless expressly provided otherwise, a reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time.

1.6 A reference to a statute or statutory provision shall include all subordinate legislation made from time to time under that statute or statutory provision.

1.7 Any words following the terms **including**, **include**, **in particular**, **for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms.

1.8 Where the context permits, **other** and **otherwise** are illustrative and shall not limit the sense of the words preceding them.

- 1.9 The Model Articles shall apply to the company, except in so far as they are modified or excluded by, or are inconsistent with, these Articles.
- 1.10 Articles 8, 9(1) and (3), 11(2) and (3), 13, 14(1), (2), (3) and (4), 17(2), 18(e), 19(2), (3), (4) and (5), 22, 30, 31, 32, 33, 34, 35, 36, 49, 52 and 53 of the Model Articles shall not apply to the company.
- 1.11 Article 7 of the Model Articles shall be amended by:
- 1.11.1 the insertion of the words "for the time being" at the end of article 7(2)(a); and
- 1.11.2 the insertion in article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may".
- 1.12 In article 25(2)(c) of the Model Articles, the words "evidence, indemnity and the payment of a reasonable fee" shall be deleted and replaced with the words "evidence and indemnity".
- 1.13 Article 27(3) of the Model Articles shall be amended by the insertion of the words ", subject to article 10," after the word "But".
- 1.14 Article 29 of the Model Articles shall be amended by the insertion of the words ", or the name of any person(s) named as the transferee(s) in an instrument of transfer executed under article 28(2) of the Model Articles," after the words "the transmittee's name".

OBJECTS AND POWERS

2. Objects

The objects for which the Company is established are for the public benefit to acquire, preserve and exhibit in sailing condition or otherwise one or more examples of paddle steamers and to acquire, preserve and exhibit a collection of marine equipment and other appurtenances and material associated with them with a view to educating the public in the historical significance of paddle steamers in the Nation's maritime and industrial heritage and, in particular, to preserve and continue to run the paddle steamer "Waverley".

3. Powers

- 3.1 In furtherance of the aforementioned Objects, the Company shall have the following powers:-
- 3.1.1 To arrange the operation on day excursions of paddle steamers in waters traditionally sailed in by paddle and pleasure steamers.
- 3.1.2 To enable as wide a section of the public as possible to gain practical experience of sailing in paddle steamers and of exploring them.
- 3.1.3 To stimulate and arouse the interest in paddle steamers throughout the world by public meetings, publications, exhibitions and any other means by encouraging research into their history and providing the means whereby models, plans, photographs and other appropriate items may be preserved and exhibited.
- 3.1.4 To purchase, take on lease or in exchange hire or otherwise to acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Company provided that, in case the Company shall desire to hold more land than the law shall for the time being permit it to hold without licence of the relevant authority, such licence shall be obtained.
- 3.1.5 To construct maintain or alter any houses, buildings, vessels or works necessary or convenient for the purposes of the Company.
- 3.1.6 To take any gift of property whether subject to any special charitable trust or not for any one or more of the objects of the Company, and to accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- 3.1.7 To acquire and hold the entire or a majority holding of Waverley Excursions Limited as a Subsidiary Company engaged in commercial operations calculated directly or indirectly to benefit this Company's objectives.

- 3.1.8 To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions or otherwise, PROVIDED that the Company shall not undertake any permanent trading activities in raising funds for its charitable objects.
- 3.1.9 To print and publish any newspapers periodicals books or leaflets.
- 3.1.10 To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Company.
- 3.1.11 To borrow and raise money in such manner as the Company may think fit for the purposes of the Company and, in particular, until the Company in General Meeting shall resolve otherwise, the directors of the Company may issue debentures, bonds or obligations of the Company at any time and in any form or manner and for any amount, and may raise or borrow any sums of money either upon mortgage or charge of any property or on bonds or debentures or otherwise as they may think fit, and they may cause or permit any such mortgages, charges, bonds, debentures or obligations to be redeemed or transferred as they may think fit.
- 3.1.12 To invest monies of the company not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, 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 as hereinafter set out in these Articles.
- 3.1.13 To undertake and execute any trusts or any agency business which may lawfully be undertaken by the Company.
- 3.1.14 To establish and support and to aid in the establishment and support of any other charities formed for all or any of the objects of the Company.
- 3.1.15 To employ such staff as are considered appropriate for the proper conduct of the company's activities; agree the terms of engagement and remuneration of anyone so employed; to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants; and, where it is in the best interests of the company, agree the terms of any ex-gratia payment to any employee or former employee out with that person's terms and conditions of employment.
- 3.1.16 To engage such consultants and advisers as are considered appropriate from time to time.
- 3.1.17 To effect insurance of all kinds (which may include officers' liability insurance).
- 3.1.18 To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the company's objects.
- 3.1.19 To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- 3.1.20 To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charitable body.
- 3.1.21 To do all such other lawful things in furtherance of the attainment of the above objects or any of them and which may lawfully be done by a body established for charitable purposes only.

RESTRICTIONS

4. Restrictions

- 4.1 The income and property of the company shall be applied solely towards promoting the company's objects (as set out in article 2) 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 shareholders of the Company and no member of its Governing Body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or benefit or money's worth from the Company. Provided that nothing herein shall prevent any payment in good faith:
- 4.1.1 of reasonable and proper remuneration to any shareholder, officer or servant of the Company (not being a member of its Governing Body) for any service rendered to the Company;
 - 4.1.2 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 shareholder of the Company or its Governing Body;
 - 4.1.3 to any member of its Governing Body for out of pocket expenses;
 - 4.1.4 to a Company of which a member of its Governing Body may be a member holding no more than one hundredth part of the capital of such company; and/or
 - 4.1.5 of reasonable and proper remuneration paid to any member of its Governing Body by a subsidiary company in respect of services rendered to the subsidiary.
- 4.2 In case the Company shall take or hold property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- 4.3 The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- 4.4 The liability of the members is limited.
- 4.5 If upon winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the shareholders of the Company but shall be given or transferred to some other Charitable Institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of this article 4.5, such institution or institutions to be determined by the Company at or before the time of dissolution and if insofar as effect cannot be given to such provisions shall be transferred to The Paddle Steamer Preservation Society or its successor (being a body corporate entitled to receive the assets of The Paddle Steamer Preservation Society in the event of the winding up or dissolution of that entity).
- 4.6 True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure takes place of all sales and purchases of goods by the Company and of the property credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being such accounts shall be open for inspection of the shareholders. Once at least in every calendar 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.

DIRECTORS

5. Number of Directors and Qualification

- 5.1 The number of directors shall be not less than six nor more than ten. The Company in General Meeting may reduce or increase these limits.

5.2 The qualification of a director shall be that he or she shall be and remain a fully paid up member of The Paddle Steamer Preservation Society or its successor (being a body corporate entitled to receive the assets of The Paddle Steamer Preservation Society in the event of the winding up or dissolution of that entity).

5.3 *The Paddle Steamer Preservation Society or its successor (being a body corporate entitled to receive the assets of The Paddle Steamer Preservation Society in the event of the winding up or dissolution of that entity) will have the right to appoint, by written notice to the Company, up to two persons (at least one of whom shall be a member of its Council of Management) as directors of the Company but at no time shall more than two persons appointed by the Council of Management of The Paddle Steamer Preservation Society be directors of the Company and if any nominations are received in breach of this condition, then the directors will be entitled to refuse such nomination.*

6. Rotation of Directors

6.1 At the annual general meeting of the Company in each year, one-third of the directors for the time being (excluding those appointed under the provisions of Article 5.3), or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.

6.2 The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become directors on the same day as those to retire shall (unless they otherwise agree among themselves) be determined by lot.

6.3 A retiring director shall be eligible for re-election provided that he is qualified in terms of Article 5.2.

6.4 The Company, at the meeting at which a director retires in the manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring director shall if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.

6.5 No person other than a director retiring at the meeting shall, unless recommended by the directors, be eligible for election to the office of director at any general meeting unless not less than three nor more than twenty-one days before the date appointed for the meeting there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

6.6 The Company may, without prejudice to the provisions of Section 168 of the Companies Act 2006, by special resolution remove any director before the expiration of his period of office, and may by ordinary resolution appoint another person in his or her stead. The person so appointed shall be subject to retirement at the same time as if he or she had become a director on the day the director in whose place he or she is appointed was last elected a director. In the case of the Chief Executive the provisions of this article as to removal shall be subject to the terms of any contract between that individual and the Company.

7. Termination of a Director's appointment

7.1 The office of director shall be vacated if the director ceases to hold his qualification (as set out in Article 5.3) or does not obtain the same within two calendar months from the date of his appointment.

7.2 The remaining provisions of Article 17 of the Model Articles remain in full force and effect and are applicable in respect of the termination of a director's appointment with the Company.

8. Unanimous decisions

8.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

8.2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing.

8.3 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

9. Committees

The provisions of Article 6 of the Model Articles shall apply to the Company but shall be amended by the addition of a new Article 6(3) which shall read "All acts and proceedings of any such committee shall be reported to the directors as soon as possible".

10. Calling a directors' meeting

10.1 Any director may call a directors' meeting by giving not less than 14 Business Days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors or by authorising the company secretary (if any) to give such notice.

11. Quorum for directors' meetings

11.1 Subject to article 11.2, the quorum for the transaction of business at a meeting of directors is any four eligible directors.

11.2 For the purposes of any meeting (or part of a meeting) held pursuant to article 14 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one eligible director.

11.3 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:

11.3.1 to appoint further directors; or

11.3.2 to call a general meeting so as to enable the shareholders to appoint further directors.

12. Casting vote

12.1 If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting has a casting vote.

12.2 Article 12.1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chairman or other director is not an eligible director for the purposes of that meeting (or part of a meeting).

13. Transactions or other arrangements with the company

13.1 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Companies Acts, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the company:

13.1.1 may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise (directly or indirectly) interested;

13.1.2 shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;

13.1.3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;

13.1.4 may act by himself or his firm in a professional capacity for the company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;

- 13.1.5 *may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the company is otherwise (directly or indirectly) interested; and*
- 13.1.6 *shall not, save as he may otherwise agree, be accountable to the company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.*

14. Directors' conflicts of interest

- 14.1 The directors may, in accordance with the requirements set out in this article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his duty under section 175 of the Act to avoid conflicts of interest (**Conflict**).
- 14.2 Any authorisation under this article 14 will be effective only if:
- 14.2.1 to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;
- 14.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director or any other interested director; and
- 14.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's and any other interested director's vote had not been counted.
- 14.3 Any authorisation of a Conflict under this article 14 may (whether at the time of giving the authorisation or subsequently):
- 14.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
- 14.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;
- 14.3.3 provide that the Interested Director shall or shall not be an eligible director in respect of any future decision of the directors in relation to any resolution related to the Conflict;
- 14.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
- 14.3.5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the company) information that is confidential to a third party, he will not be obliged to disclose that information to the company, or to use it in relation to the company's affairs where to do so would amount to a breach of that confidence; and
- 14.3.6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.
- 14.4 Where the directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict.

- 14.5 The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation, in accordance with the terms of such authorisation.
- 14.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 15. Records of decisions to be kept**
- Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.
- 16. Appointment of directors**
- In any case where, as a result of death or bankruptcy, the company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director.

SHARES

- 17. Share Capital**
- 17.1 The share capital of the Company is £100 divided into 100 shares of £1 each and the directors have power to increase the capital and to consolidate and subdivide the same. The shares in the original or any increased capital may be divided into several classes but no dividends shall be declared and there shall be no capital distribution in excess of the amounts contributed for such shares.
- 18. Transfer of Shares**
- 18.1 Unless and until the Company in General Meeting shall otherwise determine, the shares of the Company shall only be allotted or transferred to individual persons who are members of The Paddle Steamer Preservation Society or its successor (being a body corporate entitled to receive the assets of The Paddle Steamer Preservation Society in the event of the winding up or dissolution of that entity). A person to whom shares may be allotted or transferred pursuant to this Article is hereinafter referred to as "a person qualified for membership of the Company". No shares shall be allotted to any body corporate and no Member shall be entitled to become the beneficial owner of more than four shares of the Company. Notwithstanding the provisions of this Article shares of the Company may be allotted or transferred to The Paddle Steamer Preservation Society (or its successor, as defined above) or to any body corporate (including a company limited by guarantee) established for charitable purposes or the trustees of a charitable trust without any limitation as to the number of shares beneficially owned and such persons or corporations shall be persons qualified for membership of the Company. Furthermore, shares may be transferred to the Company Secretary in accordance with Articles 18.2.1 and 18.2.2 in excess of the limit imposed by this Article 18.1.
- 18.2 The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of shares, and shall so refuse if the transferee is not a person qualified for membership of the Company.
- 18.2.1 If:
- (a) any Member ceases to be a person qualified for membership of the Company;
 - (b) any Member dies;
 - (c) any person who is not qualified for membership of the Company becomes entitled to any share by reason of the death or bankruptcy of a member;

- (d) the Directors consider it desirable in the interests of the Company that a member shall be expelled from membership of the Company; or
- (e) the Company in General Meeting by Ordinary Resolution resolves that a Member shall be expelled,

the Directors may, if they think desirable, call upon and compel such Member or other person or (in the event of the death of a Member) his legal personal representatives, to sell to (a) such person (being a person qualified for membership of the Company) as may be nominated by the Directors; or (b) to the Company Secretary (in his capacity as holder of that office, and by virtue of that to his successors in office) the Shares standing in the name of such Member or former Member at the nominal value thereof. Where the Directors decide to require the Shares to be transferred to the Company Secretary (in his capacity as holder of that office), he shall, by his acceptance of such transfer, be bound to hold the Shares on the basis that he will vote those Shares in accordance with the directions of the Board of Directors of the Company for as long as those Shares are held by him and will irrevocably undertake to transfer the Shares or a portion of them to such person or persons as shall be nominated by the Board.

- 18.2.2 In the event of it being proved to the satisfaction of the Directors that a member is the beneficial owner of more than four shares of the Company or that a Member controls through a nominee more than four shares of the Company the Directors may call upon such Member to effect or arrange a transfer or transfers of the Shares in excess to such person as the Directors shall nominate or to the Company Secretary (in his capacity as holder of that office, and by virtue of that to his successors in office) and in the event that the Member defaults on his obligation to effect or arrange such transfer the Directors may authorise some person to execute the requisite transfer or transfers and may receive the purchase money (which shall be the nominal value of the shares) on behalf of the person entitled thereto. Where the Shares are transferred to the Company Secretary (in his capacity as holder of that office) they will be held by the Company Secretary in accordance with the terms of Article 18.2.1. For the purpose of ascertaining the true beneficial ownership of any shares of the Company the Directors may call upon any Member to make a Statutory Declaration in such terms as they think fit affirming that such Member is the beneficial owner of not more than four shares of the Company and default in making such Declaration shall be deemed to be evidence that some person other than the registered holder is the beneficial owner of the Shares.
- 18.2.3 If any such call as is referred to in Article 18.2.2 hereof is not complied with within fourteen days from the same being made, the Company may receive the purchase money on behalf of the person entitled thereto and may authorise some person to execute a transfer of the Shares in favour of the purchaser. The receipt by the Company of the purchase money shall be a good discharge to the purchaser, and after his name has been entered in the Register of Members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any such person.

DECISION MAKING BY SHAREHOLDERS

19. General Meetings

- 19.1 A general meeting of the Company (other than an adjourned meeting, for which see Article 41 of the Model Articles), whether an annual general meeting or otherwise may be called by 14 days' notice in writing. All the remaining provisions of the Act in respect of notice for meetings shall apply to the Company.

20. Poll votes

- 20.1 A poll may be demanded at any general meeting by any two qualifying persons (as defined in section 318 of the Act) present and entitled to vote at the meeting.

20.2 Article 44(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article.

21. Proxies

21.1 Article 45(1)(d) of the Model Articles shall be deleted and replaced with the words "is delivered to the company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate".

21.2 Article 45(1) of the Model Articles shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that article.

ADMINISTRATIVE ARRANGEMENTS

22. Means of communication to be used

22.1 Subject to article 22.2, any notice, document or other information shall be deemed served on, or delivered to, the intended recipient:

- 22.1.1 if delivered by hand, on signature of a delivery receipt or at the time the notice, document or other information is left at the address; or
- 22.1.2 if sent by fax, at the time of transmission; or
- 22.1.3 if sent by pre-paid United Kingdom first class post, recorded delivery or special delivery to an address in the United Kingdom, at 9.00 am on the second Business Day after posting; or
- 22.1.4 if sent or supplied by e-mail, one hour after the notice, document or information was sent or supplied; or
- 22.1.5 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website; and
- 22.1.6 if deemed receipt under the previous paragraphs of this article 22.1 would occur outside business hours (meaning 9.00 am to 5.30 pm Monday to Friday on a day that is not a public holiday in the place of deemed receipt), at 9.00 am on the day when business next starts in the place of deemed receipt. For the purposes of this article, all references to time are to local time in the place of deemed receipt.

22.2 To prove service, it is sufficient to prove that:

- 22.2.1 if delivered by hand the notice was delivered to the correct address; or
- 22.2.2 if sent by fax, a transmission report was received confirming that the notice was successfully transmitted to the correct fax number; or
- 22.2.3 if sent by post the envelope containing the notice was properly addressed, paid for and posted; or
- 22.2.4 if sent by e-mail, the notice was properly addressed and sent to the e-mail address of the recipient.

23. Indemnity

23.1 Subject to article 23.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

- 23.1.1 each relevant officer shall be indemnified out of the company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any

finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the company's (or any associated company's) affairs; and

- 23.1.2 the company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 23.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
- 23.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 23.3 In this article:
 - 23.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - 23.3.2 a "relevant officer" means any director or other officer or former director or other officer of the company or an associated company, but excluding in each case any person engaged by the company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).

24. Insurance

- 24.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss.
- 24.2 In this article:
 - 24.2.1 a "relevant officer" means any director or other officer or former director or other officer of the company or an associated company, but excluding in each case any person engaged by the company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor);
 - 24.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the company, any associated company or employees' share scheme of the company or associated company; and
 - 24.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.