

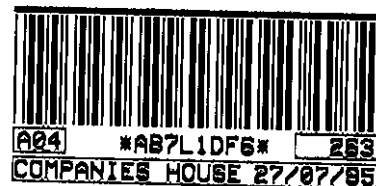
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

**Memorandum of Association**

OF

**ROCHDALE GATEWAY LEISURE LIMITED**

(As amended by Special Resolution dated 30th September 1994)



1. The name of the Association (hereinafter called "the Company") is Rochdale Gateway Leisure Limited.
2. The Registered office of the Company will be situated in England.
- 3.\* The objects for which the Company is established are:

(i) To provide or assist in the provision of facilities for recreation and other leisure-time occupation in the interests of social welfare for persons resident in Rochdale or the neighbourhood thereof who have need of such facilities by reason of their learning disabilities, or their social or economic circumstances, with the object of improving their conditions of life;

(ii) To promote any charitable purpose for the benefit of persons in Rochdale and the neighbourhood thereof, who have learning disabilities;

(iii) The conduct of research into all aspects of learning disabilities and the optimum care of such persons with such disabilities and the dissemination of the useful results of such research.

In this clause, "Charitable" means charitable according to the law of England and Wales.

4. In furtherance of the said objects but not further or otherwise, the Company shall have power:
  - (a) subject to such consents as may be required by law to borrow and raise money for the furtherance of the objectives of the Company in such manner and on such security as the Company may think fit.
  - (b) to raise funds and to invite and receive contributions from any person or persons whoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit provided also that the Company shall not undertake any permanent trading activities in raising funds for the abovementioned objects.
  - (c) to subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company.
  - (d) to invest the moneys of the Company not immediately required for the furtherance of its objects 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.
  - (e) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects.

\* As adopted by Special Resolution dated 29th June 1995

(f) subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects.

(g) subject to Clause 5 hereof to employ and pay such architects, surveyors, solicitors, barristers, accountants, chartered secretaries and other professional persons, workmen, clerks and other staff not being a member of the Council of Management or Governing Body as are necessary for the furtherance of the objects of the Company.

(h) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.

(i) to subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for the purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company or any such charitable institution, society or body.

(j) to establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.

(k) to do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate.

(l) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.

(m) to do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that:

(i) in case the Company shall take or hold any 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.

(ii) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England & Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise however by way of profit, to members of the Company, and no member of its Council of Management or Governing Body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company. Provided that nothing herein shall prevent any payment in good faith by the Company:
  - (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Council of Management or Governing Body) for any services rendered to the Company.
  - (b) of interest on money lent by any member of the Company or of its Council of Management or Governing Body at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Council of Management or Governing Body or 3 per cent whichever is the greater.
  - (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management or Governing Body.
  - (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Council of Management or Governing Body may also be a member holding not more than 1/100th part of the capital of that company, and
  - (e) to any member of its Council of Management or Governing Body of reasonable and proper out-of-pocket expenses.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while s/he is a member or within one year after s/he ceases to be a member for payment of the debts and liabilities of the Company contracted before s/he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the right of the contributories among themselves, such amount as may be required not exceeding one pound.
8. If upon 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 members of the Company but shall be given or transferred to some other charitable local organisation or group with similar aims and objectives and including people with learning disabilities in its affairs and which shall prohibit 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 Clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision then to any charitable non-governmental organisation or group with similar aims, objectives and social purposes approved by the members.

The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

**Articles of Association**

OF

**ROCHDALE GATEWAY LEISURE LIMITED**

(As adopted by Special Resolution dated 30th September 1994)

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INTERPRETATION

1. In these regulations:

"the Act" means the Companies Act 1985, as amended by the Companies Act 1989, and any other statutory modification thereof for the time being in force.

"the Articles" means the Articles of Association of the company.

"the Council" means the Council of Management or Governing Body of the Company.

"the seal" means the common seal of the Company.

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

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

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

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

OBJECTS

2. The Company is established for the objects expressed in the Memorandum of Association.

MEMBERS

3. The subscribers to the Memorandum of Association and such other persons, who being individuals, are over the age of 18, as the Council shall admit to membership shall be members of the Company. Every member of the Company shall either sign a written consent to become a member or sign the Register of Members on becoming a member.

4. Unless the members of the Council of the Company in General Meeting shall make other provisions pursuant to the powers contained in Article 68, the members of the Council may in their absolute

discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than three.

### GENERAL MEETINGS

5. The Company shall in each 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 notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
6. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

### NOTICE OF GENERAL MEETING

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given, in the manner hereinafter mentioned or in such 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;

Provided that a meeting of the Company shall, notwithstanding that it is called by a shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

(a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and;

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent, of the total voting rights at that meeting of all the members.

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

### PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and Auditors, the election of members of the Council and Auditors, the election of members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

10. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, five members present in person or one-tenth of the membership whichever shall be the greater shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine.
11. The chairman, if any, of the Council shall preside as chairman at every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Council present shall elect one of their number to be chairman of the meeting.
12. If at any meeting no member of the Council is willing to act as chairman or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be the chairman of the meeting.
13. The chairman may, with the consent of the 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 thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
14. At any General Meeting a resolution put to the vote of the meeting shall be decided on show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - (a) by the chairman; or
  - (b) by at least three members present in person or by proxy; or
  - (c) by any member of members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so 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 and an entry to that effect in the book containing 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.

The demand for a poll may be withdrawn.

15. Except as provided in Article 17, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
16. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
17. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
18. Subject to the provisions of Section 381A of the Act a written resolution signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

- 19. Every member shall have one vote.
- 20. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
- 21. No member shall be entitled to vote at any General Meeting unless all monies presently payable by him to the Company have been paid.
- 22. On a poll votes may be given either personally or by proxy.
- 23. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of any officer or attorney duly authorised. A proxy need not be a member of the Company.
- 24. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening 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, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall be treated as valid.

25. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"I/We \_\_\_\_\_ of \_\_\_\_\_ in the  
County of \_\_\_\_\_ being a member/members of the above named Company,  
hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or  
failing him \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us on  
my/our behalf at the (Annual or Extraordinary as the case may be) General Meeting of the Company  
to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 199 , and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 199 ."

26. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"I/We \_\_\_\_\_ of \_\_\_\_\_ in the  
County of \_\_\_\_\_ being a member/members of the above named Company,  
hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or  
failing him \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us on  
my/our behalf at the (Annual or Extraordinary as the case may be) General Meeting of the Company  
to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 199 , and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 199 .

\* In favour of

This form is to be used \_\_\_\_\_ the resolution.  
\* against

\* Strike out whichever is not desired

Unless otherwise instructed, the proxy will vote as he thinks fit."

27. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before commencement of the meeting or adjourned meeting at which the proxy is used.

### CORPORATIONS

29. Any corporation which is a member of the Company may by resolution of its Council 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 corporation which he represents as that corporation could exercise if it were an individual member of the Company.

### COUNCIL OF MANAGEMENT

30. The maximum and minimum number of the members of the Council shall be determined by the Company in General Meeting, but unless and until so fixed there shall be no maximum number and the minimum number of members of the Council shall be three.
31. The members of the Council shall be paid all reasonable travelling, hotel and other reasonable and proper out of pocket expenses properly incurred by them in attending and returning from meetings of the Council or any committee of the Council or General Meetings of the Company or in connection with the business of the Company.

### BORROWING POWERS

32. The Council may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company.

### POWERS AND DUTIES OF THE COUNCIL

33. The business of the Company shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meetings, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.
34. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.
35. The Council shall cause minutes to be made in books provided for the purpose:
  - (a) of all appointments of officers made by the Council; and



- (b) of the names of the members of the Council present at each meeting of the Council and any committee of the Council; and
- (c) of all resolutions and proceedings at all meetings of the Company and of the Council and of committees of the Council.

### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

36. The office of member of the Council shall be vacated if the member:
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (b) becomes prohibited from being a member of the Council by reason of any order made under the Company Directors Disqualification Act 1986; or
  - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
  - (d) resigns his office by notice in writing to the Company; or
  - (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by Section 317 of the Act, whether that interest is permitted by Clause 4 of the Memorandum of Association of the Company or otherwise.
37. A member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

### ROTATION OF MEMBERS OF THE COUNCIL

38. At the first Annual General Meeting of the Company all the members of the Council shall retire from office and at the Annual General Meeting in every subsequent year one-third of the members of the Council for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
39. The members of the Council to retire in each year shall be those who have been longest in office since their last election, but as between persons who became members of the Council on the same day those to retire shall be (unless they otherwise agree among themselves) be determined by lot.
40. A retiring member of the Council shall be eligible for re-election.
41. The Company at the meeting at which a member of the Council retires in the manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring member of the Council shall, by 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 member of the Council shall have been put to the meeting and lost.
42. No person other than a member of the Council retiring at the meeting shall unless recommended by the Council be eligible for election to the office of member of the Council 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.
43. Subject to the provisions of Article 30 the Company may from time to time by ordinary resolution increase or reduce the number of members of the Council, and may also determine in what rotation the increased or reduced number is to go out of office.

44. The Council shall have power at any time, and from time to time, to appoint any person to be a member of the Council, either to fill a casual vacancy or as an addition to the existing members of the Council, but so that the total number of the members of the Council shall not at any time exceed any maximum number fixed in accordance with these Articles. Any member of the Council so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of the Council who are to retire by rotation at such meeting.
45. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such member of the Council provided the member shall have the right to be heard by the Company before any final decision is made.
46. The Company may by ordinary resolution appoint another person in place of a member of the Council removed from office under the immediately preceding Article. Without prejudice to the powers of the Council under Article 44 the Company in General Meeting may appoint any person to be a member of the council. The person appointed to fill such vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member of the Council in whose place he is appointed was last elected a member of the Council.

#### PROCEEDINGS OF THE COUNCIL

47. The Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any 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.  
  
A member of the Council may, and the secretary on the requisition of a member of the Council shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member of the Council for the time being absent from the United Kingdom.
48. The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be three or one third of the members for the time being of the Council, whichever is the greater.
49. The continuing members of the Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to Article 48 hereof as the necessary quorum of members of the Council, the continuing members or member of the Council may act for the purpose of increasing the number of members of the Council to that number, or of summoning a General Meeting of the Company, but for no other purpose.
50. The Council may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members of the Council present may choose one of their number to be chairman of the meeting.
51. The Council may delegate any of their powers to committees consisting of such member or members of their body as they think fit; such committees may co-opt up to three persons having knowledge and experience appropriate to the subject matter for which the committee is formed, and may advise the Council concerning the day to day management of the Company but such co-opted persons shall have no power of voting on the policy or affairs of the Company. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council and shall report all acts and proceedings to the Council fully and promptly.

52. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
53. A committee may meet and adjourn as it thinks proper. 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 chairman shall have a second or casting vote.
54. All acts done by any meeting of the Council or of a committee of the Council, or by any person acting as a member of the Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a member of the Council.
55. A resolution in writing, signed by all the members of the Council for the time being entitled to receive notice of and to attend and vote at a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

### SECRETARY

56. Subject to Section 13(5) of the Act, the secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit; and any secretary so appointed may be removed by it: provided always that no member of the Council may occupy the salaried position of the secretary.
57. A provision of the Act or of these Articles requiring or authorising a thing to be done by or to a member of the Council and the secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Council and as, or in place of, the secretary.

### COMMON SEAL

58. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the secretary or by a second member of the Council or by some other person appointed and duly authorised by the Council for the purpose.

### ACCOUNTS

59. The Council shall cause accounting records to be kept in accordance with the provisions of the Act.
60. The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Council thinks fit and shall always be open to the inspection of the officers of the Company.
61. The Council 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 the members not being members of the Council and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Council except as conferred by statute or authorised by the Council or by the Company in General Meeting.
62. The Company shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.

63. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report and Council's report, shall not less than twenty-one days before the date of the meeting be sent to every member of (and every holder of debentures of) the Company at their registered address. 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.

### AUDITORS

64. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

### NOTICE

65. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

66. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
- (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- (c) the auditor for the time being of the Company;
- (d) each member of the Council.

No other person shall be entitled to receive notices of General Meetings.

### DISSOLUTION

67. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

### RULES OR BYE LAWS

68. The Council may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:

- (i) The admission and classification of members of the Company and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

(ii) The conduct of the members of the Company in relation to one another and to the Company's servants;

(iii) The setting aside of the whole or part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;

(iv) The procedure at General Meetings and meetings of the Council and Committees of the Council in so far as such procedures are not regulated by these Articles;

(v) And generally all such matters as are commonly the subject matter of Company Rules or Bye Laws.

The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Council shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

### INDEMNITY

69. In the execution of his duties and the exercise of his rights in relation to the affairs of the Company (and without prejudice to any indemnity to which he may otherwise be entitled) every member of the Council shall be entitled to be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by him and arising by reason of any improper investment made by or for the Company in good faith (so long as he shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by him in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by him or by reason of any other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the part of the member of the Council who is sought to be made liable. In this connection the Company may pursuant to Section 310(3) of the Act purchase and maintain indemnity insurance cover for its Council of Management and other officers provided that such policy is purchased and maintained solely to protect the Council of Management and the other officers of the Company from personal liability for acts either properly undertaken in the administration of the company or undertaken in breach of trust, but under honest mistake. Such indemnity shall extend to former members of the Council and former officers of the Company.