COMPANIES ACT 2006
SPECIAL RESOLUTION

Company Name: ALCOHOL FOCUS SCOTLAND

Company Number: SC 094096

At an Annual General Meeting* / General meeting* (*delete as appropriate) of the members of the above named company, duly convened and held at:

COTTRELL BUILDING,
STIRLING UNIVERSITY
STIRLING, FK9 4LA

On the SEVENTH day of SEPTEMBER 2016

The following Special Resolution was passed.

That the attached Articles of Association be adopted in place of any previously registered

Signed:

*Director / secretary / CIC Manager (if appropriate) / administrator / administrative receiver / receiver manager / receiver, on behalf of the company.
(*delete as appropriate)
Sixteenth Annual General Meeting of the members of Alcohol Focus Scotland

Date: Wednesday 7th September 2016

Time: 13.15pm – 14.30 pm

Venue: C2B76, Cottrell Building, Stirling University, Stirling, FK9 4LA
[Link to directions: http://www.stir.ac.uk/about/getting-here/]

Annual General Meeting

The business to be brought before the meeting will be:

1. Apologies
2. Minutes of fifteenth AGM held on 23rd September 2015
3. Statement by Chairman – Dr Mac Armstrong
4. Statement by Chief Executive – Alison Douglas
5. To receive and adopt the Board’s Report and Financial Statements to 31 March 2016
6. Special Resolutions – new Articles of Association:
7. “That the articles of association in the form annexed hereto for the purposes of identification be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.”
8. Election of Board directors:
   - Approval of new directors – Prof Jeff Collin, Ms Hilary Davison, Mr Andrew Fraser, Dr Drew Walker
   - Mr Ian Innes and Rev Dr Chris Wigglesworth retire by rotation
9. Appointment of Auditors:
   - Re-appointment of Alexander Sloan as Auditors of Alcohol Focus Scotland.

By order of the Board

[Signature]

Dr Mac Armstrong CB
Chairman

17 August 2016

Proxies
A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of him/her.
Notes on Proposed Changes to the Articles of Association

The proposed changes to the Articles of Association are as follows:

1. Article 3 B (6) – removing the words “and the Company’s membership network” and inserting “and” between “individual, organisations”.

    Purpose: To reflect the fact that the Company has moved to a Trustee membership model and no longer has a wide membership base.

2. Article 3 B (7) Article 11 – replacing “Publish, issue and circulate information relating to alcohol and alcohol-related harm which may include articles, briefing, leaflets, publications or other forms of communications.” with “Publish and disseminate research findings and briefings using print and online communications.”.

    Purpose: To reflect modern communication channels.

3. Article 7 – adding “/she” to “he” throughout

    Purpose: To provide consistency with the rest of the Articles which refer to he/she throughout.

4. Article 35 – removing “10” and replacing with “7”

    Purpose: An Annual General Meeting or Meeting of Members is generally held to consider matters of importance, e.g. changing the terms of the Articles of Association. It is good governance that the number required for the quorum at such meetings is not too low but equally it can cause difficulties if the figure is too high as a quorum may not be met on some occasions. The current quorum of 10 is now regarded as being too high where there is a maximum number of directors, who are also the members, of 13. It is appropriate that the quorum figure for members meetings be reduced to 7 which still requires a majority of trustee/members to attend either in person or by proxy.

5. Article 40 – replacing“(d)” with “(a)”, and replacing “(e)” with “(b)”

    Purpose: to rectify typos
THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL
ARTICLES OF ASSOCIATION
of
ALCOHOL FOCUS SCOTLAND

Adopted by special resolution on 7 September 2016

LINDSAYS
Caledonian Exchange
19A Canning Street
Edinburgh
EH3 8HE

Ref: AJK/AL/726/11

www.lindsays.co.uk
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Company Information

1. The name of the Company is “Alcohol Focus Scotland”.

2. The Registered Office of the Company will be situated in Scotland.

Objects, Activities & Powers

3. A The objects for which the Company is established are the advancement of health and to improve the quality of people’s lives by reducing the harm caused by alcohol using effective and evidence based measures.

B The Company will carry out the following activities in implement of its objects:

1. Increase public knowledge of the levels of alcohol misuse, its harmful effects on the individual, the family, society and the economy and initiate and support action to combat the problem;

2. Promote and, where deemed appropriate, provide learning, and development opportunities, information, education, and research to assist in a better understanding and identification of alcohol misuse as well as the effective means for reducing alcohol-related harm;

3. Collect, analyse, publish and disseminate research and information, using a range of communication channels, in conjunction with other bodies and persons where necessary, expedient, desirable or appropriate, information relative to the objects of the Company and in particular and without prejudice to the foregoing generality, in relation to:-
   1. the incidence of alcohol-related harm in relation to society and employment and other relevant trends; and
   2. individuals and agencies working to reduce alcohol harm,

4. Promote, encourage and support research into the most effective ways of reducing alcohol harm;

5. Provide, promote, encourage and encourage advocacy campaigns, learning and development opportunities and events, to further all or any of the objects of the Company;

6. Work with individuals and organisations and gather and respond to their views on relevant matters that the organisation is consulted about;

7. Publish and disseminate research findings and briefings using print and online communications;
(8) Seek opportunity to engage with the government and other bodies on the information and development of relevant policy;

(9) Establish relations and to maintain communications with and to affiliate or become affiliated to any bodies with similar objects to those of the Company, whether in the United Kingdom or elsewhere;

(10) Provide consultancy and project management services to other agencies or bodies working in the alcohol field, to further the objects of the Company.

4. The Company in carrying out the above objects and activities shall have and may exercise (but only to the extent to which the same may lawfully be exercised by a company having exclusively charitable objects) all or any of the following powers:-

(a) to raise public awareness in support of the Company's objects;

(b) to undertake and support any activities consistent with the Company's objects;

(c) to actively seek funding and sponsorship to further and sustain the objects of the Company;

(d) to receive, allocate and administer grants, gifts or bequests made available to the Company for any or all of its objects, whether from public funds or from private sources under the terms and conditions referable to such grants, gifts or bequests;

(e) to manage staff and hire the necessary persons, to implement the Company's objects;

(f) to act as trustees and to undertake or accept any such specific tasks or responsibilities including advisory functions on behalf of voluntary associations, Government Departments, public bodies, where such tasks or responsibilities will advance the objects of the Company;

(g) to solicit, receive and accept financial assistance, donations, endowments, gifts and loans of money, rents and any other property whatsoever, heritable or moveable, subject or not to any specific charitable trusts or conditions; to take such other steps as may be required for the purposes of procuring contributions to the funds of the Company in the form of donations, subscriptions or otherwise;

(h) to purchase, rent, take on lease or in exchange or otherwise acquire and to hold, manage, develop, sell, dispose of lease or deal in any way with any heritable or moveable property and any interests therein;

(i) to borrow and raise money for the objects of the Company and secure or discharge any debt or obligation of or binding on the Company in such manner and on such terms and conditions as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Company;
(j) to invest funds of the Company not immediately required in such investments, securities or property as may be considered appropriate (and to dispose of any or vary, such investments);

(k) to grant and pay such remuneration and pensions to any person or persons who renders services to the Company supervising, organising, carrying on the work of and advising the Company as may from time to time be thought proper, and to establish pension funds and other trust funds or charitable arrangements of any kind whatsoever for persons employed at any time by the Company and their widows or widowers and dependants subject to the provisions of Article 5;

(l) to insure and arrange insurance cover for, and to indemnify its officers and employees and those of its members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit;

(m) to promote, arrange, organise and conduct seminars, conferences, lectures, meetings and discussions;

(n) to provide, supervise and licence any accommodation for persons using any of the facilities of the Company and to supply on such terms as the Company consider appropriate goods and services to such persons;

(o) to construct, erect, alter, improve, demolish and maintain any buildings which may from time to time be required for the purposes of the Company, and to manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of the same;

(p) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;

(q) to promote and incorporate or to join in the promotion or incorporation of any charitable company with limited or unlimited liability, organisations, societies or associations for the purpose of carrying out any object which the Company itself could carry out and to subscribe for or otherwise acquire the shares, stock or other securities of such company or to lend money to such company on such terms as may be thought fit;

(r) to co-operate and enter into arrangements with any authorities, national, local or otherwise;

(s) to amalgamate with any companies, organisations, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit 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 of the Company by Article 5; and

(t) to do all such other things as are necessary for the attainment of the said objects of any of them.
And it is declared that in these Articles:-

(i)  "property" means any property, heritable or moveable, wherever situated,

(ii) the expression "charity" shall mean a "Scottish charity" within the meaning of section 13 (2) of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 13 (2) of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 96 of the Charities Act 1993 and

(iii) the expression "charitable purpose" shall mean a purpose which constitutes a charitable purpose under section 7 (2) of the Charities and Trustee Investment (Scotland) Act 2005 and also qualifies as a charitable purpose in respect of the definition of "qualifying expenditure" in section 506 (1) of the Income and Corporation Taxes Act 1988.

General

5. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set out in this Memorandum of Association and subject to the following paragraphs no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company. Nothing herein shall prevent any payment in good faith by the Company:-

(a) of out-of-pocket expenses incurred in carrying out duties by any member, director, officer or employee of the Company;

(b) reasonable payment in return for services rendered to the Company;

(c) director/trustee indemnity insurance.

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 he/she is a member, or within one year after he/she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Pound.

8. If on the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable body or bodies 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 Article 5, such body or bodies to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable purpose or purposes.
9. The structure of the company consists of:-
   (a) MEMBERS – who have the right to attend the annual general meeting 
       (and any general meeting) and have important powers under the 
       Articles of Association and the Companies Acts; in particular, the 
       members may elect people to serve as directors and take decisions in 
       relation to changes to the Articles themselves.
   (b) DIRECTORS – who hold regular meetings during the period between 
       annual general meetings, and generally control and supervise the 
       activities of the company; in particular, the directors are responsible 
       for monitoring the financial position of the company and are charity 
       trustees.
   (c) SUPPORTERS – individuals and organisations who wish to support 
       Alcohol Focus Scotland.

Members

Qualifications for membership

10. The members of the company shall consist of such persons as are admitted 
    to membership under Articles 11 to 14.

11. Membership shall be open to individuals who support the objects of the 
    Company and who are invited to become members by the directors.

12. Employees of the company shall not be eligible for membership.

Application for membership

13. Any person is invited by the directors to become a member must complete 
    and submit to the Company, an application for membership.

14. The directors may, at their discretion, refuse to admit any person to 
    membership.

Membership Subscription

15. There shall be no member subscriptions for members.

Classes of membership

16. There shall be one class of members and every member shall have the right 
    to vote.

Registers of members

17. The directors shall maintain registers of members, setting out the full name 
    and address of each member and the date on which any member ceased to 
    be a member.

Withdrawal from membership

18. Any member who wishes to withdraw from membership shall sign, and lodge 
    with the company, a written notice to that effect; on receipt of the notice by 
    the company, they shall cease to be a member.

Expulsion from membership

19. Any member may be expelled from membership by special resolution (see 
    Article 32), providing the following procedures have been observed:-

   (a) at least 14 days' notice of the intention to propose the resolution must 
       be given to the member concerned, specifying the grounds for the 
       proposed expulsion
(b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

20. Membership shall cease on death.

21. A member may not transfer their membership to any other person.

General meetings (meetings of members)

22. The directors shall convene an annual general meeting in each year.

23. Not more than 15 months shall elapse between one annual general meeting and the next.

24. The business of each annual general meeting shall include:-
   (a) a report by the chair on the activities of the company
   (b) consideration of the annual accounts of the company
   (c) the election/re-election of directors, as referred to in Articles 48 to 50.

25. The directors may convene a general meeting at any time.

26. The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the 2006 Act) or a requisition by a resigning auditor (under section 518 of the 2006 Act).

Notice of general meetings

27. At least 14 clear days' notice must be given of an annual general meeting or general meeting.

28. The reference to “clear days” in Article 27 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice contained in an electronic communication, the day after the time when it was sent) and also the day of the meeting, should be excluded.

29. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see Article 32) (or a resolution requiring special notice under the 2006 Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.

30. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called a general meeting.

31. Notice of every general meeting shall be given either in writing or, (where the party to whom notice is given has notified the company of an address to be used for the purpose of electronic communications), (by way of an electronic communication) to all the members and directors, and (if there are auditors in office at the time) to the auditors.

Special resolutions and ordinary resolutions

32. For the purposes of these Articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with Articles 27 to 31; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and
accordingly no account shall be taken of abstentions or members absent from the meeting.

33. In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Act allow the company, by special resolution,
   (a) to alter its name; or
   (b) to alter any provision of these Articles or adopt new Articles of Association.

34. For the purposes of these Articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against, and (as applicable) the chairperson's casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with Articles 27 to 31.

Procedure at general meetings

35. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 7 persons entitled to vote, each being a member or a proxy for a member.

36. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

37. The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

38. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.

39. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally or by proxy.

40. A member who wishes to appoint a proxy to vote on his/her behalf at any meeting must either
   (a) lodge with the company, prior to the time when the meeting commences, a written proxy form, signed by him/her; or
   (b) send to the company, at the address notified to the members by the company for that purpose, an electronic communication containing the appointment of a proxy, and on the basis that to be valid such electronic communication must be received by the company at that address not less than 24 hours before the time when the meeting commences.

A proxy must be a member of the company. A member shall not be entitled to appoint more than one proxy to attend the same meeting. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting.

41. A resolution may be decided by postal ballot if so decided by the Board.
42. If there is an equal number of votes for and against any resolution, the
chairperson of the meeting shall be entitled to a casting vote.

43. A resolution put to the vote at a general meeting shall be decided on a show
of hands unless a secret ballot is demanded by the chairperson (or by at least
two members present in person at the meeting); a secret ballot may be
demanded either before the show of hands takes place, or immediately after
the result of the show of hands is declared.

44. If a secret ballot is demanded, it shall be taken at the meeting and shall be
conducted in such a manner as the chairperson may direct; the result of the
ballot shall be declared at the meeting at which the ballot was demanded.

Maximum number of directors

45. The minimum number of directors shall be 3. The maximum number of
directors shall be 13.

Eligibility and Maximum period in office for directors

46. A person shall not be eligible for election/appointment as a director under
Articles 48 to 50 unless he/she is a member of the company.

47. A person appointed as director under Articles 51 and 52 need not, however,
be a member of the company.

Election, retirement, re-election

48. At each annual general meeting, the members may (subject to Article 45)
elect any member (providing he/she is willing to act) to be a director. Nomination
shall be made by a member. The directors may at anytime appoint any member (providing he/she is willing to act) to be a director
(subject to Article 45).

49. A director once appointed shall hold office until the Annual General Meeting
held in the calendar year in which the third anniversary of their appointment
falls but shall be eligible for reappointment.

50. A director retiring under Article 49 may be re-elected for two further periods of
three years but shall not then be eligible for re-election until one year has
elapsed following retirement after three terms of three years.

Appointment/re-appointment of co-opted directors

51. In addition to their powers under Article 48, the directors may (subject to
Article 45) at any time appoint any non-member of the company to be a
director (providing he/she is willing to act) on the basis that he/she has
specialist experience and/or skills which could be of assistance to the
directors.

52. At each annual general meeting, all of the directors appointed under Article
51 shall retire from office – but shall then be eligible (subject to Article 45) for
re-appointment under Article 51.

Termination of office

53. A director shall automatically vacate office if: -

(a) he/she ceases to be a director through the operation of any provision
   of the Act or becomes prohibited by law from being a director;

(b) he/she becomes debarred under any statutory provision from being
   involved in the management or control of a charity;
(c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;

(d) (in the case of a director elected/appointed under Articles 48 to 50) he/she ceases to be a member of the company;

(e) he/she resigns office by notice to the company;

(f) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office; or

(g) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the 2006 Act.

Register of directors

54. The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director.

Office bearers

55. The directors shall appoint a chair, company secretary and such other office bearers (if any) as they consider appropriate.

56. A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

Chairman

57. The directors shall elect a Chairman of the Company who shall hold office for three years and may be re-elected for a further three years. A person who serves as Chairman shall, after ceasing to hold office, not be eligible for re-election as a director until one year has elapsed since their retirement as Chairman.

Powers of directors

58. Subject to the provisions of the Act, the memorandum of association and these Articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.

59. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

60. A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (in terms of Article 70) from voting on the question of whether or not the company should enter into that arrangement and he/she shall not be permitted to participate in any discussions in relation thereto.

61. For the purposes of the preceding Article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of section 252 of the 2006 Act), has a personal interest in that arrangement.
62. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the company should enter into the relevant arrangement or taken part in any related discussions - a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under Article 61) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

63. The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at directors' meetings

64. Board meetings will be held on a regular basis. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.

65. Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

66. No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be 3.

67. If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.

68. Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.

69. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.

70. A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company and shall not be entitled to participate in any discussions in relation thereto.

71. For the purposes of Article 70, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

72. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.

73. The company may, by ordinary resolution, suspend or relax to any extent - either generally or in relation to any particular matter - the provisions of Articles 64 to 72.
Delegation to sub-committees

74. The directors may delegate any of their powers to any sub-committee consisting of two or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.

75. Any delegation of powers under Article 74 may be made subject to such conditions as the directors may impose and may be revoked or altered.

76. The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

77. The signatures of two authorised representatives of the Company (who need not be directors of the Company) shall be required in relation to all operations (other than lodgement of funds) on the bank, building society or other financial institution accounts held by the company.

Secretary

78. The company secretary shall be appointed by the directors for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the company secretary may be removed by them at any time.

Minutes

79. The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

80. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements for both companies and charities.

81. The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

82. No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company.

Notices

83. Any notice which requires to be given to a member under these Articles shall be given either in writing or by way of an electronic communication; such a notice may be given personally to the member or be sent by post in a prepaid envelope addressed to the member at the address last intimated by him/her to the company or (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by way of an electronic communication.

84. Any notice, if sent by post, shall be deemed to have been given at the expiry of 48 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
85. Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any electronic communication was sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Winding-up
86. If the company is wound up, the liquidator shall give effect to the provisions of Article 8.

Indemnity
87. Every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.

88. The indemnity contained in Article 87 shall be subject to the provisions of the 2006 Act and is without prejudice to any other indemnity to which a director may otherwise be entitled.

Interpretation
89. In these Articles
    "the 2006 Act" means the Companies Act 2006;
    any reference in these Articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time;
    "electronic communication" has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.
    "person" means any individual, organisation or body including any authorised representative of any organisation or body.

90. Reference in these Articles to the singular shall be deemed to include the plural.