

# ARTICLES OF ASSOCIATION

THE COMPANIES ACTS 1985 to 1989  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION OF NORTH EAST MARITIME TRUST  
Amended 4<sup>th</sup> June 2016

## 1. INTERPRETATION AND GENERAL PROVISIONS

1.1 In these Articles:-

“the Act” means the Companies Act 1985.

“communication” means the same as in the Electronic Communications Act 2000.

“electronic communication” means the same as in the Electronic Communications Act 2000.

“executed” includes any mode of execution, “office” means the registered office 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 Trustees” means the board of directors of the Company who shall be its directors for the purposes of the Act and of company law generally and shall, if and for so long as the Company is a charity, be its charity trustees for the purposes of charity law. Any references to the board or to a Trustee shall be read and construed accordingly.

“the United Kingdom” means Great Britain and Northern Ireland.

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

1.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act.

1.4 In these Articles any reference to any provision of any Act of Parliament or any other enactment shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

1.5 Words expressed in the masculine form are used in the generic and not the gender specific context.

1.6 Table A as prescribed by the Companies (Tables A to F) Regulations 1985 (S.I. 1985 No. 805), amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (S.I. 1985 No. 1052) and The Companies Act 1985 (Electronic Communications) Order 2000 (S.I. 2000 No. 3373), shall not apply to the Company.

1.7 Any reference to a period of days notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

## 2. OBJECTS

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

## 3. MEMBERS – Classes of membership

3.1 (1) The trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

(2) The trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.

(3) The rights attached to a class of membership may only be varied if:

(a) three-quarters of the members of that class consent in writing to the variation; or

(b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

(4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of membership

3.2 Membership is terminated if:

(1) the member dies or, if it is an organisation, ceases to exist;

(2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;

(3) any sum due from the member to the charity is not paid in full within six months of it falling due;

(4) the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:

(a) the member has been given at least twenty-one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

#### 4. GENERAL MEETINGS

4.1 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 notices 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.

4.2 The Trustees 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 Trustees capable of acting to form a quorum, any Trustee 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 Trustees.

#### 5. NOTICE OF GENERAL MEETINGS

5.1 An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 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 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to the members of the Company, the Trustees and the auditors (if any).

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

5.1.1 in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and

5.1.2 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 95 per cent, of the total voting rights at that meeting of all the members.

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

#### 6. PROCEEDINGS AT GENERAL MEETINGS

6.1 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, three 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 Trustees may determine.

6.2 The chairman, if any, of the Trustees 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 Trustees present shall elect one of their number to be chairman of the meeting. If at any meeting no Trustee is willing to act as chairman or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members of the Company present shall choose one of their number to be chairman of the meeting.

6.3 The chairman may, with the consent of any 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 adjournment or of the business to be transacted at an adjourned meeting.

6.4 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

6.4.1 by the chairman; or

6.4.2 by at least two members present in person or by proxy; or

6.4.3 by any member or 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.

6.5 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.

6.6 The demand for a poll may be withdrawn.

6.7 Except as provided in Article 6.9, 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.

6.8 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.

6.9 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 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.

## 7. VOTES OF MEMBERS

7.1 Every member shall have one vote.

7.2 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in mental health, 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.

7.3 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid.

7.4 Any member of the Company entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the meeting.

7.5 On a poll or on a show of hands votes may be given either personally or by proxy or, in the case of a corporate body, by its authorised representative.

7.6 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 an officer or attorney duly authorised. A proxy need not be a member of the Company.

7.7 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarialy certified copy of that power or authority shall be deposited at the 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. Provided that in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:-

7.7.1 in the notice convening the meeting; or

7.7.2 in any instrument of proxy sent out by the Company in relation to the meeting; or

7.7.3 in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting; the proxy must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. Any proxy lodged in default of the provisions of this Article shall not be treated as valid.

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

Limited.

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 20\_\_\_\_, and at any adjournment thereof. Signed this day of 20\_\_\_\_."

7.9 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:-

Limited.

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 20\_\_\_\_, and at any adjournment thereof. Signed this day of 20\_\_\_\_."

This form is to be used \*in favour of the resolution.

against

Unless otherwise instructed, the proxy will vote as he thinks fit. \*Strike out whichever is not desired."

7.10 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

7.11 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 or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received, before the commencement of the meeting or adjourned meeting at which the proxy is used.

## 8. CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

8.1 Any corporation which is a member of the Company may by resolution of its board of directors 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.

## 9. BOARD OF TRUSTEES

9.1 (1) A trustee must be a natural person aged 16 years or older.

(2) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of article 39.

9.2 The minimum number of Trustees shall be [ ] and the maximum shall be 8

9.3 The first trustees shall be those persons notified to Companies House as the first trustees of the charity.

9.4 A trustee may not appoint an alternate trustee or anyone to act on his or her behalf at meetings of the trustees.

### Powers of trustees

9.5 (1) The trustees shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.

(2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.

(3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

### Retirement of trustees

9.6 At the first annual general meeting all the trustees must retire from office unless by the close of the meeting the members have failed to elect sufficient trustees to hold a quorate meeting of the trustees. At each subsequent annual general meeting one-third of the trustees or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one trustee he or she must retire.

9.7 (1) The trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any trustees became or were appointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(2) If a trustee is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

### Appointment of trustees

9.8 The charity may by ordinary resolution:

(1) appoint a person who is willing to act to be a trustee; and

(2) determine the rotation in which any additional trustees are to retire.

9.9 No person other than a trustee retiring by rotation may be appointed a trustee at any general meeting unless:

(1) he or she is recommended for re-election by the trustees; or

(2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that:

(a) is signed by a member entitled to vote at the meeting;

(b) states the member's intention to propose the appointment of a person as a trustee;

(c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and

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

9.10 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any

resolution to be put to the meeting to appoint a trustee other than a trustee who is to retire by rotation.

9.11 (1) The trustees may appoint a person who is willing to act to be a trustee.

(2) A trustee appointed by a resolution of the other trustees must retire at the next annual general meeting and must not be taken into account in determining the trustees who are to retire by rotation.

9.12 The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed as the maximum number of trustees.

Disqualification and removal of trustees

9.13 A trustee shall cease to hold office if he or she:

(1) ceases to be a trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a director;

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

(3) ceases to be a member of the charity;

(4) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

(5) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or

(6) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

## 10. TRUSTEES' EXPENSES

10.1 The Trustees shall be paid all reasonable out-of-pocket expenses properly incurred by them in attending and returning from meetings of the Trustees or any committee of the Trustees or general meetings of the Company or otherwise properly incurred in connection with the business of the Company.

## 11. BORROWING POWERS

11.1 The Trustees may in furtherance of the objects of the Company but not otherwise exercise all the powers of the Company to borrow money, and, subject always to Sections 38 and 39 of the Charities Act 1993, 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 or of any charitable organisation or body subject to such consents as may be required by law.

## 12. POWERS AND DUTIES OF THE TRUSTEES

12.1 The business of the Company shall be managed by the Trustees, 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 Meeting, 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 Trustees which would have been valid if that regulation had not been made. In the exercise of the aforesaid powers and in the management of the business of the Company, the Trustees shall always be mindful that they are charity trustees within the definition of section 97 of the Charities Act 1993 as the persons having the general control and management of the administration of a charity.

12.2 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, by not less than two persons authorised by resolution of the Trustees from time to time.

### 13. TRUSTEES' INTERESTS

13.1 A Trustee shall declare to the board of Trustees any personal interest, whether direct or indirect, in any matter to be discussed at any meeting of the Trustees. A Trustee with an interest shall not be counted in the quorum at the meeting at which the matter is to be discussed and shall not vote in respect of any such matter and if he does so vote his vote shall not be counted.

### 14. PROCEEDINGS OF THE TRUSTEES

14.1 The Trustees 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 Trustee may, and the secretary on the request of a Trustee shall, at any time summon a meeting of the Trustees.

14.2 The quorum necessary for the transaction of the business of the Trustees may be fixed by the Trustees (but shall not be less than two), and unless so fixed shall be three or one-third of the number of Trustees for the time being whichever shall be the greater number.

14.3 The continuing Trustees 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 the Articles of the Company as the necessary quorum of Trustees, the continuing Trustee or Trustees may act for the purpose of increasing the number of Trustees to that number, or of summoning a general meeting of the Company, but for no other purpose.

14.4 The Trustees 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 Trustees present may choose one of their number to be chairman of the meeting.

14.5 The Trustees may delegate any of their powers to committees consisting of such persons as they think fit; 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 Trustees and shall fully and promptly report all acts and proceedings to the Trustees as soon as is reasonably practicable. A committee shall not have any expenditure powers unless otherwise expressly authorised by the Trustees.

14.6 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.

14.7 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 of the meeting shall have a second or casting vote.

14.8 All acts done by any meeting of the Trustees or of a committee of the Trustees, or by any person acting as a Trustee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee.

14.9 A resolution in writing, signed by all the Trustees for the time being entitled to receive notice of 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.

#### 15. DISQUALIFICATION OF TRUSTEES

15.1 The office of a Trustee shall be vacated if the Trustee:-

15.1.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or

15.1.2 becomes prohibited from being a charity trustee by reason of section 72 of the Charities Act 1993 or any order made under any provision of the Act or any other statute or otherwise becomes prohibited by law from being a charity trustee; or

15.1.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or

15.1.4 resigns his office by notice in writing to the Company; or

15.1.5 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act.

#### 16. MINUTES

16.1 The Trustees shall cause minutes to be made in books provided for the purpose of all appointments of officers made by the Trustees; of the names of the Trustees present at each meeting of the Trustees and of any committee of the Trustees; of all resolutions and proceedings at all general meetings of the Company, and meetings of the Trustees and of committees of the Trustees.

#### 17. SECRETARY

17.1 Subject to section 13(5) of the Act, the secretary shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as the Trustees may think fit; and any secretary so appointed may be removed by the Trustees. Provided always that no Trustee may occupy the salaried position of secretary.

17.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Trustee and the secretary shall not be satisfied by its being done by or to the same person acting both as a Trustee and as, or in place of, the secretary.

#### 18. TREASURER

18.1 The Trustees may, if they think fit, appoint a Treasurer. A person so appointed may be selected from amongst the serving Trustees (but does not have to be). The duties and responsibilities of the Treasurer shall be determined by the Trustees and may be varied by them from time to time. Provided always that no Trustee may be remunerated for holding the office of Treasurer.

#### 19. THE SEAL

19.1 If the Company has a seal the Trustees shall provide for its safe custody and it shall only be used by the authority of the Trustees or of a committee of the Trustees authorised by the Trustees in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Trustee and shall be countersigned by the secretary or by a second Trustee or by some other person appointed by the Trustees for the purpose.

#### 20. ACCOUNTING RECORDS, ACCOUNTS AND RETURNS

20.1 The Trustees shall cause accounting records to be kept in accordance with the provisions of the Act. 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 Trustees think fit, and shall always be open to the inspection of the officers of the Company.

20.2 The Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members of the Company not being Trustees, and no member (not being a Trustee) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Trustees or by the Company in general meeting.

20.3 Annual accounts and reports shall be prepared, approved by the Trustees, audited (if required by law), circulated to the members of the Company and filed at Companies House and with the Charity Commission in the form and within the time limits applicable to the Company pursuant to the Act (as modified by the Charities Act 1993 and regulations made thereunder).

20.4 In every year a company annual return shall be filed with Companies House as required by section 363 of the Act and a charity annual return shall be filed with the Charity Commission as required by the Charities Act 1993 and regulations made thereunder.

## 21. AUDIT

21.1 If required by the Act auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

## 22. NOTICES

22.1 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Trustees) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this article 22, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

22.2 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the member. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

22.3 A member present, either in person or by proxy or, in the case of a corporate body, by authorised representative, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

22.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

## 23. DISSOLUTION

23.1 Clause 7 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.

#### 24. RULES OR BYE LAWS

24.1 The Trustees may from time to time make such rules or bye laws as they 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:-

24.1.1 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.

24.1.2 the conduct of members of the Company in relation to one another, and to the Company's servants.

24.1.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.

24.1.4 the procedure at general meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by these presents.

24.1.5 and, generally, all such matters as are commonly the subject matter of company rules.

24.2 The Company in general meeting shall have power to alter or repeal the rules or bye laws and to make additions thereto and the Trustees 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.

#### 25. PROTECTION FROM LIABILITY

For the purposes of this article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office. Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply:

25.1 the Trustees shall have power to purchase and maintain for any auditor of the Company and any officer of the Company (not being a Trustee or auditor of the Company), insurance against any Liability.

25.2 the Trustees shall have power to purchase and maintain for any Trustee such insurance against any Liability as is permitted by clause 3.2.20 of the Memorandum of Association of the Company.

25.3 every Trustee or auditor of the Company and every officer of the Company (not being a Trustee or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.