

## **Index to New Articles of Association of The Professional Contractors Group Limited**

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Company No 3770926

**The Companies Act 1985**  
**Company Limited By Guarantee**  
**And Not Having A Share Capital**

**NEW**  
**ARTICLES OF ASSOCIATION**

(As amended by special resolution on 14 September 2000)

**of**

**Professional Contractors Group Limited**

Incorporated on the 14<sup>th</sup> May 1999

**1 Interpretation**

**In these Articles:**

‘THE ACT’ means the Companies Act 1985 as amended by the Companies Act 1989 including any statutory modification or re-enactment thereof for the time being in force

‘THE ARTICLES’ means the Articles of the Company as set out herein and as amended from time to time and to the exclusion of Table A of the Companies (Tables A to F Regulations) 1985

‘BOARD OF DIRECTORS’ means the group of persons who have for the time-being been duly appointed under the Articles to act as the Directors of the Company

‘CLEAR DAYS’ in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and excluding the day for which it is given or on which it is to take effect

‘CONSULTATIVE COUNCIL’ means the body of persons elected by the Members of the Company as provided in Article 38 of the Articles

‘COUNCIL MEMBER’ means a person who is for the time-being a duly elected Member of the Consultative Council

‘DIRECTOR’ shall be interpreted in accordance with section 741 of the Act

‘DOCUMENT’ includes messages or other material in writing regardless of the medium on which it is recorded

‘MEMBER’S RESOLUTION’ means a resolution proposed by a Member pursuant to Article 15

‘OFFICE’ means the registered office of the Company

‘THE SEAL’ means the common seal of the Company

‘SECRETARY’ means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company

‘SIGNATURE’ means a means by which a person associates themselves with a Document to give a person considering the Document confirmation that the Document has been approved by the person who it purports to be signed by. The term signature shall include original manual impressions on a Document, electronic codes of authenticity and/or integrity, and recipient printout and/or facsimile copies of the same.

‘THE UNITED KINGDOM’ means Great Britain and Northern Ireland

‘IN WRITING’ and similar expressions shall mean unencrypted words, phrases dates and numbers (but excluding binary or other code) such phrase being construed in its ordinary and natural sense but regardless of the method by which it is recorded or displayed, or the medium on it is recorded or displayed  
Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

References in these Articles to the singular shall include reference to the plural and vice versa and references to one gender shall be deemed to include a reference to all genders as the context requires

The headings in these Articles are for convenience only and shall not affect their interpretation

## **Members**

- 2 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to Membership in accordance with the Articles shall be Members of the Company.
- 3 No person shall be admitted as a Member of the Company unless he is approved by the Directors. A Member of the Company shall be a natural person. Every person who wishes to become a Member of the Company shall deliver to the Company an application for Membership in such form and by such means as the Directors require of him.
- 4 A Member may at any time withdraw from the Company by giving at least 7 clear days’ notice to the Company. Membership shall not be transferable and shall cease on death.
- 5 The Directors may also at their discretion terminate the Membership of any Member but the requirements of natural justice shall be respected and a Member shall be entitled to be heard in his own defence by the Directors or by the Consultative Council.

- 6 Withdrawal from or termination of Membership shall not entitle the person seeking to withdraw or ceasing to be a Member to a refund of Membership fees.
- 7 It shall be lawful for the Directors to provide for the admission of such persons as they may think fit to be Associates of the Company and for the rights duties and liabilities (if any) of such Associates and it shall be lawful for the Directors to make available the facilities of the Company to such persons firms or corporations on such terms as they see fit but for the avoidance of doubt such persons shall not by virtue of being Associates be Members of the Company and their rights (if any) shall not include a right to speak or vote at general meetings of the Company. The Secretary shall keep a Register of Associates of the Company.

### **Annual General meetings**

- 8 The Company shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 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 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting in each year shall be held at such time and place as the Directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

### **Persons entitled to call General Meetings**

- 9 The Directors may call general meetings of the Company.
- 10 The Chairman of the Board of Directors may call general meetings of the Company.
- 11 The Consultative Council may by a simple majority call on the Board of Directors to convene a general meeting of the Company.
- 12 The Members of the Company may require that the Directors convene a general meeting of the Company as provided by Section 368 of the Act.
- 13 The Directors shall on the requisition of the Consultative Council pursuant to Article 11 or on the requisition of the Members pursuant to Article 12 proceed to convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call such a general meeting, any Director or any Member of the Company may call such a general meeting.

### **Member's Resolutions**

- 14 Without prejudice to the rights of Members laid down in Section 368 of the Act the Board shall make arrangements for the provision of an electronic notice board on the official website of the Company upon which Members of the Company may put forward resolutions for consideration by the Members and (if sufficient support is obtained) proposed for adoption by the Company as part of its policy constitution or strategy as the context requires

- 15 If within 28 days of being posted on the notice board referred to in Article 14 a Member's Resolution has received the support of not less than 100 Member's of the Company, [or 2% of the members of the company, whichever is the greater] (by being seconded on such notice board by sufficient Members as aforesaid) the Chairman shall either:
- (a) call a General Meeting of the Company if it is a matter which would by virtue of the Articles or by the Act require a resolution of the Company in General Meeting to be passed ( by way of non-exhaustive example a resolution to remove a Director of the Company from office or to amend the Articles of Association would require a General Meeting); or if the Member's Resolution is not within the ambit of sub-article 15(a)
  - (b) arrange for such Member's Resolution to be put to an electronic vote of the Members to be decided by simple majority of those entitled to vote at general meetings of the Company and who vote within the time periods set by the Directors pursuant to Article 17
- 16 If during the 28 day period the notice board referred to in Article 15 is unavailable due to the fault of the Company then time shall not run during such period of unavailability. The Chairman shall either refer the matter to the Consultative Council to decide or decide himself on whether such unavailability is the fault of the Company and his decision shall be final in all such cases other than in respect of a proposal seeking to criticize admonish or remove the Chairman in which event the matter shall be referred to the Consultative Council for final decision (in which case the Chairman shall not vote in his capacity of Council Member).
- 17 The Board shall from time to time set procedures and rules relating to the conduct and timing of electronic voting for the purposes of Article 15(b) which shall unless and until otherwise resolved by the Member's in General Meeting be binding on the Members.
- 18 A Member's Resolution put to an electronic vote as aforesaid shall not be binding on the Directors but in the event that the Board resolve not to accept the terms of any Member's Resolution that has been put to and passed by an electronic vote the Consultative Council shall call on the Directors who shall be obliged to convene an Extraordinary General Meeting of the Company the object of which would be to put to the Company a vote of confidence or no confidence in the Directors who have not accepted the terms of the Member's Resolution concerned and to consider such other resolutions as the Consultative Council sees fit such General Meeting to be held in the manner laid down in Section 368 of the Act.

### **Notice of general meetings**

- 19 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least 21 Clear Days' notice. All other extraordinary general meetings shall be called by at least 14 Clear Days' notice. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and the time at which a poll will be held on any resolutions being considered by the meeting, and in the case of an annual general meeting, it shall specify the meeting as such. The notice shall be given to all the Members and to the Directors and auditors of the Company.

- 20 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.

### **Notices General**

- 21 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. The Company may give notice electronically to the last known e-mail address for the Member kept by the Company. A Member whose registered postal address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any postal notice from the Company.
- 22 A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 23 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that an e-mail message containing or attaching a notice was transmitted by the Company or on its behalf 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 and in the a case of e mail notice 1 hour after transmission.
- 24 Any notice to be given to or by any person pursuant to the Articles shall be in Writing except that a notice calling a meeting of the Directors of the Consultative Council need not be in writing.

### **Proceedings at general meetings**

- 25 No business shall be transacted at any general meeting of the Company unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member, shall be a quorum.
- 26 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present (save for any period allotted for the taking of any poll), the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time as the Directors may determine.
- 27 The Chairman, if any, of the board of Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the Chairman nor such other Director (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.

- 28 If no Director is willing to act as chairman, or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
- 29 A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting and participate in any online electronic debate or forum associated with such meeting.
- 30 The chairman may adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 31 A resolution put to the vote of a general meeting shall be decided on a poll taken of those attending personally or by proxy .
- 32 A poll shall be taken as the Chairman directs within 7 days of the date of the General Meeting and in accordance with any standing rules for the conduct of polls laid down by the Board from time to time and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 33 In the case of an equality of votes the Chairman shall be entitled to a casting vote in addition to any other vote he may have.

### **Votes of Members**

- 34 On a poll every Member present in person or by proxy shall have one vote.
- 35 A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 36 An instrument appointing a proxy shall be in Writing and shall bear the Signature of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

I/We \_\_\_\_\_ of  
being a Member/Members of Professional Contractors Group Limited

Membership Number.....

Hereby appoint the Chairman of the Company  
or failing him \_\_\_\_\_ of

as my/our proxy to vote in my/our name[s] and on my/our behalf at the  
annual/extraordinary general meeting of the Company to be held on \_\_\_\_\_ [date] and  
at any adjournment thereof.

This form of proxy is to be used in respect of the resolutions mentioned below  
as follows:

Resolution No 1	for	against
Resolution No 2	for	against
Resolution No etc	for	against

Indicate whichever is desired.

Unless instructed to vote in a particular way the proxy holder may vote as he thinks fit or  
abstain from voting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ in the year \_\_\_\_\_

Note: If you intend to send this proxy in hard copy form please return it to the following  
address to arrive on or before [date]

[address]

If returning this proxy in electronic form please send it to the following address to  
arrive on or before [date]

[address]

- 37 The Document appointing a proxy and any authority under which it is Signed or a  
copy of such authority certified notarially or in some other way approved by the  
Directors as specified in the notice convening the meeting shall be delivered to the  
place and in the manner provided in the notice convening the meeting on or before  
the time for holding the poll as indicated in the notice convening the meeting and an  
instrument of proxy which is not deposited or delivered in a manner so permitted shall  
be invalid.

### **Election of Consultative Council**

- 38 The Consultative Council shall be elected by the Members in accordance with these  
Articles.
- 39 Any Member who has not paid his joining fee or annual subscription to the Company  
may not stand for election to the Consultative Council.
- 40 Non-Members may not stand for election to the Consultative Council
- 41 A person who has ceased to be a Member of the Company for any reason shall  
automatically cease to be a Council Member.
- 42 A Council Member shall not be deemed to be a Director of the Company by virtue of  
being a Council Member save in circumstances implied by Section 741 of the Act.

- 43 The persons who are the Directors of the Company at the date these Articles are adopted and any person appointed to the Board thereafter and prior to [31<sup>st</sup> March 2000] shall procure that an election is held to form the first Consultative Council by no later than [31<sup>st</sup> March 2000].
- 44 The Directors shall from time to time make Rules relating to the conduct of the election of the Consultative Council provided that such Rules are not inconsistent with these Articles.
- 45 The maximum number of Council Members shall be 30.
- 46 Consultative Council elections shall be held annually, (or when required by a resolution of an AGM or an EGM). An annual Consultative Council election shall be held not less than eleven and not more than thirteen calendar months after the date of the previous election.
- 47 At every Consultative Council election subsequent to the first election, half of the Consultative Council shall retire from office the persons to retire at the second election being determined by agreement between the Consultative Council and in default of agreement determined by lot. If their number is not a multiple of two, the number nearest to but less than one-half of them shall retire from office and thereafter at subsequent Annual General Meetings those to retire from office shall be those who have been longest in office since their last election to office.
- 48 A Council Member retiring from office pursuant to Article 47 shall be eligible for re-election.
- 49 Within one month of taking office following each election the Consultative Council shall elect from their number a chairman who shall be:
- (a) Chairman of the Consultative Council
  - (b) Ex-officio a Director of the Company
  - (c) Chairman of the Board of Directors
- 50 The Chairman's term of office shall cease if he ceases to be a Council Member. If the Chairman shall cease to be chairman during his term of office for any reason the Consultative Council shall elect a replacement for the chairman within one month of such cessation.
- 51 Subject to the Act and as set out below and elsewhere in these Articles the Consultative Council may regulate its affairs as it sees fit including the calling and conduct of meetings (which may be physical or by telephone conference call or online or otherwise). The Consultative Council shall keep records of all decisions made at such meetings. A Member of Council may, and the Chairman (or the Secretary in his absence) at the request of a Council Member shall, call a meeting of the Consultative Council. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.

## **Election of Directors**

- 51 Within one month of taking office following each election of the Consultative Council it shall elect and appoint from their number (or confirm or reaffirm the continuation in office as the context requires) of between 3 and 8 persons willing to act as such to be Directors of the Company. The Chairman who is by virtue of that office entitled to be a Director of the Company shall count towards the 8 persons as aforesaid.
- 52 The Directors shall have the power to appoint such other persons as they see fit to be additional directors of the Company provided that prior to making any such appointment the Board gives notice to the Consultative Council with details of the proposed appointee who may within 14 days of such notice veto the proposed appointment. A Director so appointed shall not be taken into account in determining the Directors whose holding of office as a Director is to be confirmed or reaffirmed each year under the process described in Article 48 subject always to Article 5.
- 53 The maximum number of Directors shall be 12 persons.
- 54 Without prejudice to its right to call a General Meeting of the Company the Consultative Council shall not be entitled to remove any Directors save to effect a change in respect of the composition of the Board under the process described in Article 48.
- 55 Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate Director provided he gives notice to the Consultative Council of the proposed appointment if the alternate is not a Director of the Company who may within 14 days veto such appointment. The Director making the appointment may remove from office an alternate Director so appointed by him.
- 56 An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a Member, to attend and vote at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate Director. But it shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom.
- 57 An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director; but, if a Director retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate Director made by him which was in force immediately prior to his retirement shall continue after his re-appointment.
- 58 Any appointment or removal of an alternate Director shall be by notice to the Company with a copy to the Chairman and signed by the Director making or revoking the appointment.
- 59 Save as otherwise provided in the Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

## **Powers of Directors**

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

### **Delegation of Directors' powers**

- 61 The Directors may delegate any of their powers to any committee consisting of one or more Directors and other persons provided that such other persons constitute a minority on such committee . They may also delegate to any managing Director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more Members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.
- 62 The Members of the Company may by ordinary resolution remove or appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the maximum number of Directors is not exceeded.

### **Disqualification and removal of Directors**

- 63 The office of a Director shall be vacated if a Director:
- (a) ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally (subject to the Consultative Council resolving that in such circumstances that such Director should no longer continue in office); or
  - (c) is, or may be, suffering from mental disorder **and** either:
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

- (d) he resigns his office by notice (whether in Writing or otherwise) to the Chairman or the Board of Directors; or
- (e) he shall for more than 6 consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.

### **Disqualification and removal of Council Members**

64 The office of a Council Member shall be vacated if a Council Member:

- (a) ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally (subject to the Members resolving that in such circumstances that such Council Member should no longer continue in office); or
- (c) is, or may be, suffering from mental disorder **and** either:
  - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice (whether in Writing or otherwise) to the Chairman or the Consultative Council; or
- (e) he shall for more than 6 consecutive months have been absent without permission of the Consultative Council from meetings of the Consultative Council held during that period and the Consultative Council resolves that his office be vacated.

### **Remuneration of Directors and Officers**

65 The provisions of the Memorandum of Association as to the remuneration of Directors and Officers shall apply.

### **Directors' and Council Member's expenses**

66 The Directors and Council Member's may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committee of Directors or general meetings or otherwise in connection with the discharge of their duties.

### **Directors' appointments to Executive Office**

- 67 Subject to the provisions of the Act the Directors may appoint one or more of their number to the office of Managing Director or to any other executive office under the Company and may enter into an agreement or arrangement with any such Director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a Director. Any such appointment, agreement or arrangement may be made upon such terms as the Directors determine and they may remunerate any such Director for his services as they think fit. Any appointment of a Director to an executive office shall terminate if he ceases to be a Director but without prejudice to any claim to damages for breach of the contract of service between the Director and the Company.

### **Director's and Council Member's Interests**

- 68 Subject to the provisions of the Act and provided that he has disclosed to the Directors and to the Consultative Council the nature and extent of any material interest of his, a Director and a Council Member notwithstanding his office:
- (a) may be a party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
  - (b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
  - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

### **Directors' gratuities and pensions**

- 69 The Directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any Director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any Member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

### **Proceedings of Directors**

- 70 Subject to the Act and as set out below and elsewhere in these Articles, the Board of Directors may regulate its affairs as it sees fit including the calling and conduct of meetings (which may be physical or by telephone conference call or online or

otherwise). The Board shall keep records of all decisions made at such meetings. A Director may, and the Chairman (or the Secretary in his absence) at the request of a Director shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to a Director who is absent from the United Kingdom.

Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. A Director who is also an alternate Director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

- 71 The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum.
- 72 All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
- 73 A resolution in Writing Signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several Documents in the like form each signed by one or more Directors; A resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity.
- 74 Save as otherwise provided by the Articles, a Director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
- (a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
  - (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
  - (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or exchange;

- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this Article, an interest of a person who is, for any purpose of the Act, connected with a Director shall be treated as an interest of the Director and, in relation to an alternate Director, an interest of his appointor shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.

- 75 A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 76 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.
- 77 If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman or in his absence the person who it is resolved will chair the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

### **Secretary**

- 78 Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

### **Minutes**

- 79 The Directors shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers made by the Directors; and
- (b) of all proceedings at meetings of the Company, and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

### **The Seal**

- 80 The Seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by two Directors.

### **President, vice-presidents and patrons**

- 81 The Directors may appoint any person to be the president and any person or persons to be vice-presidents or patrons of the Company for such term or terms specified at

the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointments be Directors or Members of the Company or Council Members.

### **Winding up**

- 82 On the winding-up and dissolution of the Company the provisions of the Memorandum of Association shall have effect as if repeated in these Articles.

### **Indemnity**

- 83 Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.