

Company Number: 2681991

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

Of Classic Saloon Car Club (Great Britain) Limited

\*

(the 'Company')

Dated this 29 day of NOVEMBER 2015 ('Circulation Date')

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a Special Written Resolution, as indicated below ('Special Written Resolution')

#### SPECIAL WRITTEN RESOLUTION

That the Company adopt the new Articles of Association

#### AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution

It is hereby confirmed that the requisite number of the members entitled to vote on the above Special Resolution have indicated in writing to the Company as per the Agreement that they irrevocably agree to the passing of the above Special Resolution.

Signed by   
For and on behalf of the members

Dated 30/11/15

Companies House copy

WEDNESDAY



A20 24/02/2016 #479  
COMPANIES HOUSE

- 1 If you agree with the Special Resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company using one of the following methods
  - **By Hand** delivering the signed copy to the Registered Office as below
  - **By Post** returning the signed copy by post to the Registered Office as below
  - **By Fax** faxing the signed copy to the number shown below marked "For the attention of the Company Secretary"
  - **By E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to the e-mail address indicated below and addressed as 'written resolution' in the e-mail subject box

**If you do not agree to the Special Resolution you do not need to do anything. You will not be deemed to agree if you fail to reply.**

- 2 Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement
- 3 If sufficient agreement has not been received for the Special Resolution to pass within 28 days of the Circulation date, it will lapse
- 4 If you agree to the Special Resolution please ensure that your agreement reaches us before or during this date
- 5 As the Special Resolution is proposed as a 'Written Resolution' it will be passed when 75% of those entitled to vote on the resolution have indicated their agreement (every member has one vote for each share held)
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Register of Members
- 7 If approved, a single copy of the Special Resolution will be signed by a Director for and on behalf of all those members who have indicated their agreement and then filed at Companies House

**Registered Office Address. 4 Fenice Court, Phoenix Business Park, Eaton Socon, St. Neots, Cambs, PE19 8EP**

**Fax Number: 01480 473344**

**E-mail Address: andy.johnson@classictouringcars.com**

CLASSIC SALOON CAR CLUB (GREAT BRITAIN) LIMITED

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

PRELIMINARY

1. Table A shall not apply to the Company but the articles herein after contained shall constitute the articles of association of the Company.

INTERPRETATION

2. In these articles -

"the" Act means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means the articles 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 the day for which it is given or on which it is to take effect;

"executed" means any mode of execution;

"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, including a joint, assistant or deputy secretary;

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

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modifications thereof not in force when these articles become binding on the Company.

## MEMBERS

3. 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 provided that they are not less than 14 years of age. No person shall be admitted a member of the Company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require executed by him and shall pay such fee as the Company shall prescribe in a General Meeting.
4. Applications of candidates for membership of the Company shall be submitted to the directors and the election of such candidates shall be at the discretion of the directors. Membership of the Company shall continue only for the period covered by the current subscription and members shall be subject to re-election annually by the directors.
5. Every member binds himself to abide by the articles of association of the Company and by any modification thereof made pursuant to the provisions of the Act and in conformity with the articles and to accept as final and binding the decision of the directors in all cases of dispute or disagreement as to the interpretation of the articles.
6. No member whose subscription is in arrears shall be eligible to take part in any competition promoted by the Company.
7. A member may at any time resign his membership by giving notice in writing to the secretary of the Company at least seven clear days before the date on which his subscription would otherwise have fallen due for the ensuing year.
8. Any member convicted of any offence arising out of his being in charge of a motor vehicle during any event promoted by the Company or whilst acting on Company business, shall be liable to expulsion from the Company.
9. If at any time the directors are of the opinion that the interests of the Company so require, it shall be their duty to invite by letter a member to withdraw from the Company before a date specified in such letter and, in default of such withdrawal to submit the question of the member's expulsion to a meeting of the directors to be held no more than six weeks from the date specified in the said letter. The member whose expulsion is under consideration shall be given not less than seven clear days' notice of such a meeting and shall be entitled to attend to give a verbal explanation of his conduct or to make representations in writing. In the event that no less than three-fourths of the directors present vote in favour of the member's expulsion then that person shall forthwith cease to be a member of the Company.
10. Any person ceasing to be a member of the Company whether voluntarily or otherwise shall on ceasing to be a member have no claim on the property of the Company and shall not enjoy any of the privileges of membership but he shall remain liable for the payment of any debts due from him to the Company.

11. No member shall give the name or address of the Company as his address for any trade, advertising or business purposes or in connection with any legal proceedings.
12. Membership shall not be transferable and shall cease on death.

#### EVENTS

13. All motoring competitions promoted by the Company shall be held under the Regulations, and in accordance with any other requirements, of the Royal Automobile Club Motor Sports Association Limited.

#### GENERAL MEETINGS

14. The Company shall hold a general meeting as its annual general meeting at a date to be decided by the Directors, in addition to any other meetings in that year, at such time and place as the directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
15. The annual general meeting shall -
  - (a) receive from the directors a full statement of accounts, duly prepared by an accountant, showing receipts and expenditures for the previous financial year;
  - (b) receive from the directors a report of the activities of the Company during the said year;
  - (c) elect the directors of the Company for the ensuing year;
  - (d) elect from among the directors of the Company for the ensuing year three persons to serve the offices of president, chairman of the board of directors and competition secretary;
  - (e) settle any remuneration for the officers of the Company and the Solicitor and Accountant;
  - (f) decide on any resolution which may be duly submitted to the meeting as hereinafter provided;
  - (g) conduct such other business as the directors may direct.
16. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after the receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting. The directors, when convening a meeting on the requisition of members, must convene it for a date not more than 28 days after the date of the notice convening it.

## NOTICE OF GENERAL MEETINGS

17. 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 twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed -
  - (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent. of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the directors and accountants.

18. 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.

## PROCEEDINGS AT GENERAL MEETINGS

19. No business shall be transacted at any meeting unless a quorum is present. Five persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
20. 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, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.
21. The chairman, if any, of the board of directors or in his absence the vice-chairman, if any, 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 fifteen 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.
22. If no director is willing to act as chairman, or if no director is present within fifteen 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.

23. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
24. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at a meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven 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.

#### TECHNICAL REGULATION CHANGES

25. All technical regulation changes will be dealt with outside of the Annual General Meeting with the Competition Secretary and drivers representatives for each of the championships/series which the club runs. The club will invite all members who are entitled to vote to put proposed changes forward throughout the year. In addition, the members will also receive notification along with the notice for the Annual General Meeting that any final regulation changes need to be put forward within 28 days of the notice being issued, and the club will then have a further 28 days in which to consider the changes and make their decision as to whether the technical regulations are duly amended.

Revised regulation will then be communication to the membership via the club website, subject to be approved by the relevant authorising bodies.

26. All further references to Proposals will simply refer to any non-technical club matters
27. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of a result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded -
  - (a) by the chairman; or
  - (b) by at least two members having the right to vote at the meeting; or
  - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

28. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
29. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
30. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not to 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.
31. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
32. 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 either forthwith or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
33. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
34. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.



## VOTES OF MEMBERS

35. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
36. 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, whether on a show of hands or on a poll, 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, on a poll, 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 forty-eight 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.
37. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
38. The appointment of a proxy shall be in writing, executed by or on behalf of the appointor 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) -

*"Classic Saloon Car Club (GREAT BRITAIN) Limited*

*I/We, \_\_\_\_\_, of \_\_\_\_\_, being a member/members of the  
above-named Company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing him,  
of \_\_\_\_\_, as my/our proxy to vote in my/our name(s) and on my/our our behalf  
at the annual/extraordinary general meeting of the Company to be held on \_\_\_\_\_,  
and at any adjournment thereof.*

*Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_*

39. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy 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) -

*"Classic Saloon Car Club (GREAT BRITAIN) Limited*

*I/We, \_\_\_\_\_, of \_\_\_\_\_, being a member/members of the above-named Company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing him, of \_\_\_\_\_, as my/our proxy to vote in my/our name(s) and on my/our our behalf at the annual/extraordinary general meeting of the Company to be held on \_\_\_\_\_, and at any adjournment thereof.*

*This form shall be used in respect of the resolutions mentioned below as follows:*

*Resolution No 1 \*for \*against.*

*Resolution No. 2 \*for \*against.*

*\*Strike out whichever is not desired.*

*Unless otherwise instructed, the proxy may vote as he thinks fit or abstained from voting.*

*Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_*

40. The appointment of a proxy and any authority under which it is it executed or a copy of such authority certified notarially or in some other way approved by the directors may -
- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of a poll taken more than forty-eight hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than twenty-four hours before the time appointed for the taking of the poll; or
  - (c) where the poll is not taken forthwith but is taken not more than forty-eight hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

41. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

#### NUMBER OF DIRECTORS

42. The number of directors (other than alternate directors) shall not be more than nine and not less than two.

#### ALTERNATE DIRECTORS

43. 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 and may remove from office an alternate director so appointed by him.
44. 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.
45. 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.
46. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.
47. 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

48. 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 article 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.
49. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

## DELEGATION OF DIRECTORS' POWERS

50. The directors may delegate any of their powers to any committee consisting of one or more directors. 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.

## APPOINTMENT AND RETIREMENT OF DIRECTORS

51. At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.
52. Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
53. If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is not to fill the vacancy or unless a resolution for the re-appointment of the director is put to the meeting and lost.

54. No person other than a director retiring by rotation shall be appointed all re-appointed a director at any general meeting unless -
- (a) he is recommended by the directors; or
  - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he was so appointed or re-appointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or re-appointed.
55. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or re-appointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or re-appointment as a director. The notice shall give the particulars of that person which would, if he was so appointed all re-appointed, be required to be included in the Company's register of directors.
56. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.
57. The directors may 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 appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.
58. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or it it does not do so, until the end of the meeting

## DISQUALIFICATION AND REMOVAL OF DIRECTORS

59. The office of a director shall be vacated if -

- (a) he 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) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he 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 1960; 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 to the Company; or
- (e) he shall for more than six 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.

## REMUNERATION OF DIRECTORS

60. The directors may be entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

## DIRECTORS' EXPENSES

61. The directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of debentures in the company or otherwise in connection with the discharge of their duties.

## DIRECTORS' APPOINTMENTS AND INTERESTS

62. 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 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. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.
63. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office -
- (a) may be a party to, or otherwise 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 or 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.
64. For the purposes of article 63 -
- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
  - (b) an interest of which the director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

## PROCEEDINGS OF DIRECTORS

65. Subject to the provisions of the articles, the directors may regulate the proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting 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 alternative 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.
66. 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 five. A person who holds office only as an alternative director shall, if his appointor is not present, be counted in the quorum
67. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
68. The directors may appoint one of their number to be the vice-chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the chairman of the board of directors shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the vice-chairman of the board of directors, if any, shall be the chairman of the meeting. If there is no director holding that office, or if the director holding it is unwilling to preside or is not present, the directors present may appoint one of their number to be the chairman of the meeting.
69. 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.
70. 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; but 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.



71. 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 (excluding any statutory modification thereof not in force when this article becomes binding on the Company), 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.

72. 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.
73. 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.
74. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for any other reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

75. 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 of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

#### SECRETARY

76. 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

77. 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

78. 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 a second director.

#### ACCOUNTS

79. No member shall (as such) have any rights of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company.

#### NOTICES

80. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the directors) shall be in writing.
81. 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. 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 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.

82. 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.
83. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted.

## DISSOLUTION

84. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of a dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no Director of the Company shall be paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company for discharging his duties as such.

If upon winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution having objects similar to those of the Company.

## INDEMNITY

85. Subject to the provisions of the Act but without prejudice to any indemnity to which a director and may otherwise be entitled, every director or other officer or accountant 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.

## ALTERATION OF THESE ARTICLES

86. The Company may, pursuant to the provisions of the Act, alter these articles by special resolution provided that -
  - (a) details of any proposed amendment are contained within the notice of the meeting at which the resolution is to be considered; and
  - (b) the special resolution is passed by a majority of not less than three fourths of such members as (being entitled to do so) vote in person or, where proxies are allowed, by proxy.