THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF ALARM THE NATIONAL FORUM FOR RISK MANAGEMENT IN THE PUBLIC SECTOR

Interpretation

1. In these Articles unless the context otherwise requires the following expression have the following meanings:-

ñActò	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
ñAppointedò	Appointed or co-opted in accordance with the relevant provision of these Articles
ñAppointorò	The person causing a person to be Appointed
ñArticlesò	The articles of the Company as amended from time to time (and any reference to an Article shall be a reference to that article of the Articles)
ñAuditorò	A suitably qualified chartered accountant who shall be appointed by the board to carry out audits of the company accounts as and when required by the provisions of the Companies Act 1985
ñBoardò	The Directors acting or constituted as a body
ñBoard Meetingò	A duly constituted meeting of the Directors
ñclear daysò	In relation to the period of a notice means a period which excludes both the day when the notice is served or deemed to be served and the day for which it is given or for which it is deemed to take effect

ñCompany Associateò	A person who for the purposes of the Act is not a Company Member but who is associated with the Company and its Objects and is admitted as an associate of the Company who enjoys such rights as are expressly set out in these Articles.
ñCompany Memberò	A member for the time being of the Company being each of the subscribers to these Articles and any other person admitted to membership by the Directors under Article 2
ñCompany Membershipò	Includes all rights and duties attributable to a person being a Company Member
ñDirectorò	A director for the time being of the Company
ñExecutedò	Includes any method of execution
ñGeneral Meetingò	An Annual General meeting or Extraordinary Meeting of the Company
ñMemorandumò	The memorandum of the Company as amended from time to time
ñSecretaryò	The secretary of the Company including a joint, assistant or deputy secretary
ñUnited Kingdomò	Great Britain and Northern Ireland

1.2 Words importing the singular number shall include the plural and vice versa. Words importing the masculine shall include the feminine and neuter and vice versa. Words importing persons shall include bodies corporate, un-incorporated Companies and partnerships.

1.3 The headings to the Clauses and paragraphs are inserted for ease of reference only and shall not affect the interpretation or construction of these Articles.

1.4 Reference to any statute or any section thereof include any statutory extension or modification amendment or re-enactment of such statutes and include all instruments, orders, bye-laws and regulations for the time being made, issued or given thereunder or deriving validity therefrom and all other legislation of the European Community that is directly applicable to the United Kingdom

1.5 Tables A to F in the Companies (Tables A to F) Regulations 1985 shall not apply to the Company except where they are specifically referred to within these Articles

1.6 The word ñincludingò when used in these Articles means ñincluding without limitationò

COMPANY MEMBERS AND COMPANY MEMBERSHIP

2. **Company Members and Membership Generally**

2.1 The subscribers to the Memorandum of the Company and such other persons as are admitted to the membership of the Company in accordance with these Articles of Association shall be Members of the Company. Every person who wishes to become a Member shall deliver to the Company an application for Membership in such form as the Directors require to be executed by him agreeing to be bound by the Memorandum of the Company and these Articles of Association and being so admitted, his name shall be entered in the register of Members of the Company.

2.2 Company Membership is personal and shall not be capable of being transferred.

2.3 The Board shall have an absolute discretion in determining whether to accept or reject an application for Company Membership and shall not be bound to assign any reason for that decision. The different categories of Membership are provided for in the Companyôs bye-laws in force from time to time.

2.4 Applications shall be forwarded to the registered office of the Company accompanied by the relevant subscription.

2.5 Applicants will be admitted provisionally to membership subject to the provision that the Board at its next meeting reserves the right to refuse or defer any application without being required to assign a reason for doing so. In the case of an application being refused or deferred all monies paid at the time of the application shall be immediately returned to the applicant.

2.6 Honorary membership of the Company may be granted by the Board to any person whose contribution to the objectives of the Company has in the Boardôs opinion merited such recognition. Honorary membership becomes effective from the date of the acceptance by the person concerned of the Boardôs invitation.

2.7 Members shall inform the registered office of the Company in writing of their address for correspondence and of any subsequent change in their address.

2.8 Unless otherwise determined with Member approval, the number of Members shall be no less than [thirty]. If the number of Members falls below thirty the remaining Members may continue to act for the purpose of increasing the membership and appointing new Members.

3. **Cessation of Company Membership**

3.1 The Company Membership of a Company Member shall cease immediately:-

3.1.1 upon their death;

3.1.2 on receipt of a written notice of resignation as a Company Member signed by such person and served at the registered office such resignation taking effect from the date of the notice;

3.1.3 upon the Member's bankruptcy or the making of any arrangement or composition with his creditors;

3.1.4 upon a majority of the Members on a postal ballot agreeing to remove an existing Member;

3.2 Without prejudice to the Members subscribing to the Memorandum, Company Membership shall cease if Members do not pay their subscriptions as determined by the Company's bye-laws in force from time to time.

3.3 The Board shall have the power, following the recommendation of a disciplinary sub-committee, to suspend or terminate the Membership of any Member whose conduct, in the opinion of the sub-committee, justifies such a course. Such disciplinary action will be conducted in accordance with the disciplinary procedure in force at the time, including giving the Member proper notice of the charge and the opportunity to respond, either in writing or in person before the Board. The decision, along with the reason for it, shall be conveyed in writing to the Member by the Secretary.

3.4 In the event of an appeal against suspension or termination of Membership, a final decision shall be taken by a majority vote of the full membership of the Board after consideration of any written submissions, or personal representations, which the Member concerned wishes to make.

4. **Subscriptions**

4.1 Working capital funding for the Company shall be raised inter alia by levying subscription fees to Members and details of the same are contained within the Company's bye-laws in force from time to time.

MEETINGS OF COMPANY MEMBERS

5. **General Meetings**

5.1 The Company shall in each financial year hold a general meeting as its annual general meeting in accordance to any other meetings in that year and shall specify the meeting as such in the notice calling it.

5.2 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 the date 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.

5.3 Whenever possible the AGM shall be held in conjunction with the Annual National Conference.

5.4 The Directors may call general meetings and must call a general meeting if they receive a requisition by the Members of the Company in accordance with the Act.

5.5 If at any time there are not sufficient Directors capable of acting to form a quorum, any three Directors or any thirty Members of the Company may convene an extraordinary general meeting in the same manner as possible as that in which meetings may be convened by the Directors

Notice of general Meetings

5.6 An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear daysônotice. All other extraordinary general meetings of the Company shall be called by at least fourteen clear daysônotice but a general meeting may be called at shorter notice if it is so agreed in accordance with section 369(3) of the Act. The notice shall specify the time and place of the meeting and, only in the case of special business, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

5.7 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the profit and loss account, balance sheet, and the reports of the Directors and auditors, the election of Directors (in accordance with these Articles of Association) in the place of those retiring

and the appointment of, and the fixing of the remuneration, of the auditors of the Company.

5.8 Notwithstanding that the Company does not have a share capital every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any Member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

5.9 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.

Agenda For The AGM

5.10 The agenda for the AGM shall be arranged by the Board.

5.11 Other than resolutions for the business to be transacted at an AGM in accordance with Article 6.1 or the Act, resolutions may be tabled by the Board or by a Member supported in writing by at least thirty other Company Members. All resolutions shall be submitted to the Secretary not less than eight weeks prior to the date of the AGM. Accepted resolutions shall be placed on the agenda which shall be circulated in writing to all Company Members by the Secretary at least twenty eight days prior to the date of the AGM. Postage one day prior to closing shall be sufficient evidence that these deadlines have been met.

5.12 Any resolution which in the opinion of the Board replicates or duplicates any resolution tabled at either the preceding AGM or any Extraordinary General Meeting held since the preceding AGM may be deemed by the Board not to be acceptable and as such shall not be placed on the agenda for the AGM and the proposer shall be notified accordingly.

6. Proceedings at General Meetings

6.1 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, the report of the Directors, the report of the auditors, the appointment of the auditors and the fixing of the remuneration of the auditors.

6.2 No business shall be transacted at any General Meeting unless a quorum of Company Members is present at the time when the General Meeting proceeds to business and a quorum shall be not less than thirty Company Members PROVIDED THAT any Company Member may by notice in writing given to the Company agree that notwithstanding that it shall not be present, the General Meeting shall, nevertheless, be quorate, save for the purpose of any item specified in the said notice

6.3 The Chair, if any, of the Board shall chair any General Meeting.
If there is no Chair of the Board or they shall not be present within 20 minutes after the time appointed for the holding of the General Meeting or they are unwilling to act, then the Directors present shall elect one of their number to chair the General Meeting

6.4

6.4.1 If a quorum is not present within 20 minutes from the time appointed for the General Meeting, or if during a meeting a quorum ceases to be present, it shall be adjourned to such other day time and place as all the Company Members present may determine and (subject to Article 6.4.2) notice of such adjournment shall be given in writing to all Company Members.

6.4.2 Seven clear daysônotice in writing shall be given of the time date and place of an adjourned General Meeting to be held in accordance with Article 6.4.1

6.4.3 Subject to notice having been given in accordance with Article 6.4.2, then if at the end of 30 minutes from the time specified in such notice for an adjourned General Meeting held in accordance with Article 6.4.1 there shall still be no quorum at the General Meeting due to the absence from the meeting of a Company Member of the type failing to attend the original General Meeting, and the adjourned General Meeting shall be otherwise quorate, then the adjourned General Meeting shall be deemed quorate.

6.5 The Chair may, with the consent of the Company Members at which a quorum is present (and shall if so directed by the Company Members), adjourn the General Meeting from time to time and from place to place, but the only business which shall be transacted at any adjourned General Meeting shall be the business left unfinished at the General Meeting from which the adjournment took place.

6.6 If a General Meeting shall be adjourned under the provisions of Article 6.5 for less than 60 days it shall not be necessary to give any notice of an adjournment or of the business to be transacted at the adjourned General Meeting.

6.7 Subject as provided in this Article every Company Member shall have one vote.

6.8 On a poll votes may be given either personally or by proxy. Proxies shall be appointed in accordance with these Articles.

6.9 At any General Meeting a resolution put to the vote of the General Meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands) by any Company Member.

6.10 A declaration by the Chair that a resolution has on a show of hands been carried, carried unanimously, carried by a particular majority, or lost shall (except where a poll is demanded) be conclusive evidence of that fact without the need for proof of the number or proportion of the votes recorded in favour of or against such resolution.

6.11 If a poll is demanded regarding the election of the Chair, or on a question relating to an adjournment, it shall be taken immediately. If a poll is demanded regarding any other question, it shall be taken at such time and in such manner as the Chair shall determine. Any business (other than that upon which a poll has been demanded) may proceed pending the taking or outcome of the poll.

6.12 The result of the poll demanded in accordance with Article 6.11 shall be deemed to be the resolution of the General Meeting at which the poll was demanded.

6.13 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

6.14 A resolution put to the vote of a General Meeting which shall fail to secure a majority in favour of the resolution shall be lost.

6.15 Subject to the provisions of the Act, a resolution in writing signed by all the Company Members entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if it had been passed at a General Meeting duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more Company Members and may, in the case of a corporate body, be signed on

its behalf by the authorised representative, director or secretary thereof, or the Solicitor thereto or (in any case) by the Company Member's properly Appointed attorney or properly authorised representative.

6.16 An instrument appointing 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):-

"I/We

of

, being a member/members of the above-named company, hereby appoint

of, failing him/her,

of , as my 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 20 ."

6.17 Where it is desired to afford Company Members an opportunity of instructing the proxy how he/she 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):-

"I/We

, of

, being a member/members of the above-named company, hereby appoint

of, or failing him/her,

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 20 ,and at any adjournment thereof."

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

Resolutions No. 1 for/against

Resolution No. 2 for/against

Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he/she thinks fit or abstain from voting.

Signed this day of 20 "

6.18 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the General Meeting or in any instrument of proxy sent out by the Company in relation to the General Meeting not less than two clear days before the time for holding the General Meeting or the adjourned meeting at which the person named in the instrument proposes to vote and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

6.19 The instrument appointing a proxy to vote at a General Meeting shall be deemed also to confer authority to vote on:-

6.19.1 A poll;

6.19.2 The election of a Chair;

6.19.3 A motion to adjourn.

7. DIRECTORS

Number of Directors

7.1 The Board shall consist of a maximum of twelve elected voting Directors plus the immediate past Chairman and a maximum of four co-opted voting Directors who shall either represent specific regions or sectors.

Appointment of Directors

7.2 The first Directors shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act who shall be deemed to have been appointed under the Articles. The first Directors shall hold office until the third Annual General Meeting after their appointment.

7.3 If any Director retires or ceases to be a Director under the provisions of Article 7.4 or if there are less than nine Directors then the Board may co-opt any person or persons who are willing to act to be a Director either to fill any such vacancy or as an additional Director and in either case such persons appointed shall retire at the next Annual General Meeting of the Company. In the event that the outgoing Director is a voting Director the co-opted Director shall also be a voting Director.

7.4 No Director shall serve more than three consecutive three year terms of office. In the event that the chairman or the chair-electôs elected period on the board as voting director expires during their term of office such elected period will be extended until the conclusion of such term of office.

7.5 The Board shall invite regions, not represented on the Board after the appointments, to nominate a representative from the region to be a co-opted voting Director of the Board, and such co-opted Director shall retire at the next Annual General Meeting.

7.6 No co-opted voting Director shall be nominated by any region for more than three consecutive years.

7.7 The Board shall have power to co-opt a minute secretary plus up to four non-voting Directors who shall retire at the next Annual General Meeting. Co-options shall be subject to the following time limits:

7.7.1 where an individual is eligible to stand for appointment to the Board, the maximum period they can be co-opted to the Board shall be limited to three years;

7.7.2 where an individual is not eligible to stand for appointment he can be co-opted at the discretion of the Board for no more than nine consecutive years;

7.7.3 where an individual is co-opted to undertake a specific functional role the above time limits shall not apply

In addition the Board shall co-opt the Chief Executive who shall be a non-voting Director but who shall not be required to retire at the next Annual General Meeting.

7.8 The office of a Director shall be vacated if the Director

7.8.1 dies; or

7.8.2 shall become bankrupt or shall make any arrangement or composition with their creditors generally; or

7.8.3 shall cease to be a Director because of any provisions in the Act or otherwise be or become prohibited in law from being a Director; or

7.8.4 shall, or may be, suffering from a mental disorder AND EITHER:- be admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983; or an order shall be made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention, the appointment of a receiver, the appointment of a curator bonis, or the appointment of another person to exercise powers with respect to their property or affairs; or

7.8.5 shall resign their office by three calendar monthsônotice in writing to the Company (or such shorter notice as all the Directors may determine); or

7.8.6 shall cease to be a Director by virtue of a resolution passed by 75% or more of the Company Members voting at a General Meeting; or

7.8.7 shall be, for the time being, detained in prison.

7.8.8 shall for more than six consecutive months have been absent without the permission of the Directors for Meetings of Directors held during that period and the Directors resolve that his office be vacated.

Powers of the Directors

7.9 The business of the Company shall be managed in accordance with the objects of the Company and the Articles by the Directors who may exercise all such powers of the Company as are not legally required to be exercised by the Company in General Meeting.

7.10 Nothing in these Articles nor in the Memorandum shall vis a vis any person contracting in any way with the Company in good faith invalidate any act of the Directors or Company Members which would have been otherwise valid had the Company Member and/or the Director been duly Appointed and/or the relevant meeting quorate and duly constituted.

Delegation of Powers of Directors

7.11 The Board shall have power to form committees and sub-committees from the membership of the Company to deal with specific issues which will further the aim and objectives of the Company. The Chairman shall have the power to appoint a chairman of the committee or sub-committee.

7.12 The Board shall also have the power to delegate authority to the Chief Executive and the Financial Director to further the aims and objectives of the Company.

7.13 For the avoidance of doubt the Board may as they see fit abolish or suspend any committee to which they have delegated powers under Article 7.11 or retract any powers it has delegated to the Chief Executive or Financial Director under Article 7.12.

Remuneration of Directors

7.14 The Directors shall 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.

7.15 Subject to the provisions of the Act, the Directors may enter into an agreement or arrangement with any Director for his employment by the company. Any such appointment may be made upon such terms as the

Directors determine and they may remunerate any such Director for his services as they think fit.

8. **Board Meetings**

8.1 The Directors shall meet together to carry on the business of the Company.

8.2 Any three Directors may, at any time summon a Board Meeting.

8.3 The Secretary shall on the request of any three Directors summon a Board Meeting.

8.4 Subject to the provisions of the Articles the Directors (by majority of the Directors) may adjourn and otherwise regulate their meetings as they think fit.

8.5 Board Meetings (and the meetings of any committee appointed under Article 7.8) may be held in person or by suitable electronic means such as telephone, electronic mail or as otherwise agreed by the Directors providing all of the participants may communicate with each other. Any Director (or member of a committee) who does participate by way of electronic means shall be deemed to be present at the meetings and shall be recorded in the board minutes as present.

8.6 The Directors may transact business even if there is a vacancy in their number so long as there is a quorum present.

8.7 The quorum for the transaction of the business of the Board shall be fifty per cent (50%) of the voting Directors of the Board by reference to the number of voting Directors on the Board at the relevant time.

8.8 The quorum for the transaction of the business of any committee appointed under the provisions of Article 7.8 shall be 50% of the members of the Committee by reference to the number of members on the Committee at the relevant time.

8.9 If and so long as the number of Directors is reduced below the number for quoracy fixed by the Articles the Directors shall act in good faith and shall use their reasonable endeavours not to discuss or vote on matters which would be of a particular concern or importance to the constituency from which the missing Director or Directors shall have been Appointed unless such non discussion or non voting would in the reasonable opinion of the Directors be impracticable for reasons of urgency or otherwise.

8.10 If at the end of 30 minutes of the time designated for the commencement of any duly convened Board Meeting (or of any committee of the Directors) the meeting is not quorate, it shall be adjourned to such other date, and at such other time and place as the Secretary shall determine.

8.11 If during a Board Meeting the quorum ceases to be present for more than 20 minutes at any one time it shall be adjourned to such other day, and at such other time date and place as the Secretary shall determine.

8.12 Seven daysônotice in writing shall be given of the time date and place of an adjourned Board Meeting to be held under this Article 8.

8.13 Subject to notice having been given in accordance with Article 8.12, then if at the end of 30 minutes from the time specified in such notice for an adjourned meeting held in accordance with Article 8.10 or 8.11 there shall still be no quorum at the meeting then the adjourned meeting shall be deemed quorate for the purposes of determining to:-

8.13.1 adjourn the Board Meeting; or

8.13.2 convene a General Meeting

Resolutions of the Directors

8.14 Questions arising at any Board Meeting shall be decided by a majority of the Directors present but, if there shall be an equality of votes the Chair shall have the casting vote.

8.15 A resolution in writing signed by all the Directors entitled to receive notice of a Board Meeting shall be as valid and effective as if it had been passed at a Board Meeting duly convened and held.

8.16 A resolution in writing made in accordance with Article 8.15 may consist of several documents in like form each signed by one or more Directors.

Chair

8.17 8.17.1 The Board shall annually elect from those Directors who have been elected to the Board, the following officers who shall hold office from that meeting until the next AGM :-

- Chairman
- Chair-elect for the following year
- Secretary
- Financial Director

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8.17.2 The Chairman shall not be entitled to hold office for two consecutive years unless :-

8.17.2.1 The Chair-elect is unable to accede to the Chairman, for whatever reason;

8.17.2.2 The Chair-elect is not ratified as Chairman at the meeting immediately following the AGM, in accordance with paragraph 8.17;

8.17.3 There shall be two Vice-Chairs. The roles of vice-chair shall be filled by :

8.17.3.1 The immediate past Chairman

8.17.3.2 The Chair-elect

8.17.4 In the event of the resignation of any of the named officers set out at paragraph 8.17.1 above the board will elect a replacement officer from those eligible at the first board meeting following the resignation. In the event of the resignation of the Chairman during his term of office the chair-elect shall hold the position of chairman until such meeting.

Minutes

8.18 The Directors shall cause minutes to be made of :-

8.18.1 all appointments made by the Directors;

8.18.2 the names of the Directors present at each Board Meeting; and

8.18.3 all resolutions and proceedings at all General Meetings and Board Meetings.

Minutes of each Board Meeting shall be maintained by the Company in accordance with the Act.

Functions of the Board

8.19 Without prejudice to the generality of Article 8.1, amongst the functions of the Board shall be to:-

8.19.1 define and ensure compliance with the values and objectives of the Company;

8.19.2 establish policies and plans to meet those objectives;

8.19.3 approve each yearôs budget and accounts prior to publication;

8.19.4 establish and oversee a framework for delegation and control;

8.19.5 agree policies and make decisions on all matters that create a significant financial risk to the Company;

8.19.6 monitor the Companyôs performance in relation to these plans, budget, controls and decisions;

9. **Conflicts of Interest**

9.1 For the avoidance of doubt but subject always to the provisions of any code of governance adopted from time to time by resolution of the Directors in accordance with Articles 8.15 and 8.16 a Director shall not be deemed in these Articles or the Memorandum to have an interest or be interested in any contract proposed contract arrangement or dealing or other matter by reason of their being an employee or officer of an Appointor.

9.2 If a Director is in any way interested in a contract, proposed contract, arrangement or dealing with the Company they shall declare the nature of that interest in accordance with Section 317 of the Act.

9.3 Notice shall be deemed to have been given by any Director for the purpose of Section 317 of the Act to the other Directors of the Company that they are members of or otherwise connected with the person or body who has Appointed them and is to be regarded as interested in any contract which may, after the date of such appointment, be made with that person or body.

9.4 A Director with such an interest may be counted in the quorum present at any meeting of the Directors where such a transaction is being considered shall not be required to absent her/himself and may vote in respect thereof.

10. **Company Secretary**

10.1 Subject to Article 10.2 and Section 293 of the Act, one or more Secretaries shall be Appointed by the Directors for such term at such remuneration and on such conditions as they may think fit.

10.2 Any Secretary Appointed may be removed in accordance with the election process as provided for in the Companyôs bye-laws.

11. **The Seal**

11.1 The Directors may provide for the safe custody of a Seal (if any), which shall be used only with the authority of the Directors or of a committee authorised by the Directors.

11.2 Every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person Appointed by the Directors for the purpose.

12. **Accounts and Records**

12.1 The Directors shall cause accounting records to be kept in accordance with Sections 221 and 222 of the Act.

12.2 The accounting records shall be kept at the registered office or, subject to Section 227 of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the officers of the Company.

12.3 Every Company Member shall be entitled, either him/herself or through his/her agents duly authorised in writing to inspect and take copies of the books of account and all other records and documents of the Company and each of its subsidiaries during the Companyôs normal hours of business on giving not less than 72 hoursôwritten notice to the Secretary (or, if there is none for the time being, the Chair). The Company shall give each such Company Member all such facilities as he may reasonably require for such purposes including the use of copying facilities. The Company shall not charge for any facilities reasonably requested as aforesaid.

12.4 Subject to any right of the Company Members to resolve otherwise the Directors shall from time to time in accordance with Section 238 and 242 of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

12.5 A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before a General Meeting, together with

a copy of the auditorsôreport, and the Directorsôreport, shall not less than 21 days before the date of the General Meeting be sent to every Company Member of the Company provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware.

12.6 A report on the activities of the Company during the previous calendar year shall be prepared by the Board and circulated to every Member in advance of the AGM. The report shall include a statement by the Financial Director showing the financial position of the Company..

12.7 The accounts of the Company shall be prepared by the Auditors and certified accordingly. Such accounts will be presented to the Annual General Meeting following the end of the financial year which for this purpose shall run from 1st January to 31st December.

12.8 The Board shall have the power to instruct the Financial Director to open such bank and/or other accounts as appropriate to conduct the affairs of the Company.

12.9 Any two of the following named officials must sign all necessary documents and shall have authority to transfer monies between the Companyôs various accounts:

- Chairman
- Vice-Chair
- Chief Executive
- Financial Director
- Secretary

13. **Audit**

Subject to any right of the Company Members to resolve otherwise Auditors shall be Appointed and their duties regulated in accordance with Sections 384 and 393 of the Act.

14. **Notices**

14.1 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 need not be in writing.

14.2 a Notice may be given by the Company to any Company Member, Director or Auditor:-

14.2.1 personally; or

14.2.2 by sending it by post; or

14.2.3 by facsimile transmission

14.2.4 by email or other similar electronic transmission

to them at their place of abode or business last known to the Company or to such other address within the United Kingdom supplied by them to the Company for the giving of notice to them.

14.3 A notice may be given by any Company Member, Director or auditor to the Company by delivering it or by sending it by post to the Secretary at the registered office or by delivering it to the Secretary personally.

14.4 Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given at the expiration of 48 hours after the envelope containing it was posted.

14.5 Proof that a facsimile transmission was made shall be conclusive evidence that the notice was given forthwith upon the making of such transmission.

14.6 Notice of every General Meeting shall be given in any manner authorised by these Articles to:-

14.6.1 each Company Member;

14.6.2 the auditor for the time being of the Company; and

14.6.3 each Director

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

15. Changes to the Memorandum of Articles

The special rights belonging to the Members shall not be varied without the sanction of the Members, such sanction to be evidenced by a special resolution signed by the Members (or several documents in like form each signed by one or more Members).

16. Indemnity

Subject to the provision of and so far as may be permitted by law, every Director, auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties or in relation thereto including any liability incurred by them in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which-

16.1 judgement is given in their favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part);

16.2 they are acquitted; or

16.3 in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to them by the Court.

17 Rules or Bye-Laws

17.1 The Members may from time to time, instruct the Board to propose 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 of the Company.

17.2 Every proposed rule or bye-law shall be notified in writing to every fully paid up member and implementation of the same shall not take place until at least twenty-eight days from the date of writing to the membership.

17.3 Any such rules or bye-laws will lapse unless notified at the next General Meeting or by postal ballot.

17.4 For the avoidance of doubt no rule or bye-law shall be implemented which alters or abrogates the articles.

Signatures, Names and Addresses of Subscribers

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Authorised Signatory

WITNESS to the above Signature: é é é é é é é é é é é é é é é é é é

Name: é é é é é é é é é é é é é ..

Address: é é é é é é é é é é é é é ..

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Authorised Signatory

WITNESS to the above Signature: é é é é é é é é é é é é é é é é é é

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Authorised Signatory

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Authorised Signatory

WITNESS to the above Signature: é é é é é é é é é é é é é é é é é é

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Occupation: é é é é é é é é é é é é é

Dated: 2004