

**THE COMPANIES ACT 1985**

**Company limited by Guarantee and not having a Share Capital**

**ARTICLES OF ASSOCIATION**

of

**HASLEMERE LAWN TENNIS CLUB LTD**

Company number: 05488541

A handwritten signature in black ink, appearing to read 'N H Mas', is located at the bottom right of the page.

24 September 2020

## CONTENTS

	Page
1 PRELIMINARY	1
2 DEFINITIONS	1
3 THE CONSTITUTION	2
4 MEMBERS	2
5 PLAYING MEMBERS	3
6 DIRECTORS	3
7 APPOINTMENT, REMOVAL, RESIGNATION AND RETIREMENT OF DIRECTORS	4
8 REMUNERATION OF DIRECTORS AND EXPENSES	5
9 DIRECTORS' APPOINTMENTS AND INTERESTS	5
10 PROCEEDINGS OF DIRECTORS	5
11 DISCIPLINARY COMMITTEE	7
12 GENERAL MEETINGS OF THE COMPANY	7
13 NOTICE OF GENERAL MEETINGS	8
14 PROCEEDINGS AT GENERAL MEETINGS	8
15 VOTES OF MEMBERS	9
16 SECRETARY AND MINUTES	10
17 EXECUTION OF DOCUMENTS	10
18 NOTICES	11
19 WINDING UP	11
20 INDEMNITY	11
21 LIABILITY INSURANCE	12



1 **PRELIMINARY**

- 1.1 The Company is a company limited by guarantee not having a share capital and accordingly no portion of the income or property of the Company shall be paid or transferred directly or indirectly by way of dividend, bonus or profit share to any Member or third parties provided that this will not prevent any payment in good faith by the Company in the circumstances set out in clause 5(a) to (d) of the Memorandum.
- 1.2 None of the regulations in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, nor any other regulations set out in any schedule to any statute concerning companies, shall apply as regulations or articles of the Company.

2 **DEFINITIONS**

- 2.1 In these Articles:

"Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
"Articles"	means the Articles of the Company as amended from time to time
"Board"	means the board of 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 the day for which it is given or on which it is to take effect
"Club"	means Haslemere Lawn Tennis Club (and includes all its facilities) being the activity of a lawn tennis club conducted by the Company
"Club Officers"	means those persons elected as officers by the Playing Members under the Constitution
"Committee"	means the Committee under the Constitution to which the directors may delegate their powers pursuant to these
"Constitution"	means the written constitution of the Club as amended from time to time by resolutions of Playing Members



"electronic communication"	has the meaning given in the Electronic Communications Act 2000
"LTA"	means The Lawn Tennis Association, Palliser Road, West Kensington, London W14 9EG (or any successor organisation)
"Member"	means a member of the Company as described in Article 4
"Memorandum"	means the Memorandum of Association of the Company
"Office"	means the registered office of the Company
"Playing Member"	means a person who belongs to and subscribes as a Playing Member to the Club and adheres to the Constitution
"Secretary"	means the Company Secretary of the Company or any other person appointed to perform the duties of Company Secretary
"United Kingdom"	means the United Kingdom of Great Britain and Northern Ireland

2.2 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.

2.3 The masculine includes the feminine, the singular the plural and vice versa in each case.

### 3 THE CONSTITUTION

3.1 These Articles shall recognise the existence of the Constitution and the Members shall ensure that the Constitution is enacted and adhered to by Playing Members. The Constitution regulates the affairs of Playing Members and nothing that appears in the Articles is intended to interfere with the Constitution as regards Playing Members.

3.2 The Constitution provides for the Committee to manage and administer the Club. The Committee has a core of officers comprising the Club Officers. The performance of the duties of the Club Officers shall not be prejudiced by these Articles.

### 4 MEMBERS

4.1 The Members of the Company shall be:

- (a) the subscribers to the Memorandum (until their written resignation after the admission of the Playing Members);
- (b) the Playing Members; and



- (c) such other persons as are admitted to become a Member in accordance with these Articles from time to time.
- 4.2 Every person who wishes to become a Member shall deliver to the Company an application to become a Member in such form as the directors require to be signed by such person.
- 4.3 Membership of the Company is open to anyone interested in Lawn Tennis regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs.
- 4.4 No person shall be a Member unless he is approved by the directors. The directors may only decline an application to be a Member:
  - (a) on a non discriminatory basis, due to the lack of availability of facilities at the Club; or
  - (b) on the basis that the applicant's previous conduct is, in their reasonable opinion, likely to bring the Club or Lawn Tennis into disrepute.
- 4.5 If an application for membership is refused by the directors, the applicant shall have a right of appeal to the Disciplinary Committee who shall consider the application in accordance with the provisions of Article 11.
- 4.6 Each Member shall be required to pay an annual subscription at such rate as is determined by the Board on a non discriminatory basis having regard to the costs of the Company and the Club, but subject thereto at a level that will not pose a significant obstacle to people becoming Members.
- 4.7 Members shall be entitled to vote at all meetings of the Company on the basis of one vote for each Member. Membership shall not be transferable and shall cease on death.
- 4.8 A Member may at any time withdraw from the Company as a Member by giving at least seven clear days notice to the Company.
- 4.9 Members shall have the right to inspect any accounting records (or other relevant book or record or document) of the Company.

## 5 **PLAYING MEMBERS**

- 5.1 Members shall take account of changes to the Constitution in order to comply with Article 3.1.

## 6 **DIRECTORS**

- 6.1 The first directors of the Company shall be made up of those persons who are Club Officers and unless otherwise determined by ordinary resolution, the number of directors shall be subject to a maximum of six and shall not be less than three.
- 6.2 The directors shall be able to appoint any other person (other than a Club Officer) as a director in order to fulfil an honorary or non-executive role after consultation with the Members.
- 6.3 Subject to the provisions of the Act, the Memorandum and the Articles and the Constitution (and to any directions given by special resolution) the business of the Company shall be managed by the directors who may exercise the powers of the Company. No alteration of the Memorandum or Articles or any provision in the Constitution (or any directions given by special resolution) 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.
- 6.4 The powers given by this Article 6 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.
- 6.5 The directors may delegate any of their powers to the Committee but not to any other committee of the directors. The Committee shall have full authority to carry out the

administration of the affairs of the Company if such power is delegated to them pursuant to these Articles. However, any such delegation may be made subject to any conditions that the directors may impose and may be revoked or altered at any time. The proceedings of the Committee in carrying out the delegated powers of directors shall be governed by the Articles regulating the proceedings of directors insofar as they are capable of applying.

- 6.6 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 provided such person is a member of the Committee.

## 7 APPOINTMENT, REMOVAL, RESIGNATION AND RETIREMENT OF DIRECTORS

- 7.1 The directors shall be elected by the Members annually at the annual general meeting of the Company in accordance with the wishes of the Playing Members under the Constitution. They shall hold office until the end of the next annual general meeting unless their removal is requested by a Director's Resolution under the Constitution other than at an annual general meeting of Playing Members. Directors may be eligible for re-election if so required by the Playing Members.

- 7.2 Upon any director (other than a director appointed pursuant to Article 6.2) ceasing to be a Club Officer then such person shall immediately resign as director.

- 7.3 If the Playing Members resolve to remove any person as a director then the Members and the Directors shall procure that such director agrees to resign as a director with effect from the date specified by the Playing Members.

- 7.4 No person shall be elected (or re-elected) director at any general meeting unless:

- (a) he is resolved to be appointed by the Playing Members under the Constitution; or
- (b) he is appointed under Article 6.2.

- 7.5 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 annual general meeting of Playing Members under the Constitution. If not considered for appointment by the Playing Members under the Constitution at such annual general meeting, he shall vacate his office at the conclusion thereof.

- 7.6 The office of a director shall be vacated if:

- (a) 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 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 to the Company; or
- (e) is removed by the Playing Members under the Constitution.

## 8 REMUNERATION OF DIRECTORS AND EXPENSES

- 8.1 The directors shall not be entitled to remuneration for their office as director.
- 8.2 The directors may be paid all and any expenses incurred which arise by virtue of their office, including telephone, postage, travelling and other expenses properly incurred by them.

## 9 DIRECTORS' APPOINTMENTS AND INTERESTS

- 9.1 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 be interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
  - (b) 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;
  - (c) 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
  - (d) 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.
- 9.2 For the purposes of this Article 9:
- (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 a 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.

## 10 PROCEEDINGS OF DIRECTORS

- 10.1 Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit.
- 10.2 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.
- 10.3 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.
- 10.4 The quorum for the transaction of the business of the directors may be fixed by the directors but shall be not less than three directors.
- 10.5 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.

- 10.6 The Chairman of the board of directors shall be the Chairman elected by the Playing Members to that office. The director so appointed 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 5 minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
- 10.7 All acts done by a meeting of directors, or by the Committee 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 of them or that they were disqualified from holding office, shall be as valid as if every such person had been duly appointed and was duly qualified.
- 10.8 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of the Committee shall be as valid and effectual as if it had been passed at a meeting of directors or of (as the case may be) the Committee duly convened and held and may consist of several documents in the like form each signed by one or more persons; 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.
- 10.9 Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors nor shall any person vote at a meeting of the Committee 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; or
  - (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.
- 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.
- 10.10 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. 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 person voting on a resolution at a meeting of the Committee.
- 10.11 If a question arises at a meeting of directors or of the Committee as to the right of a person 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 person other than himself shall be final and conclusive.
- 10.12 A director who is able to participate in any meeting of the Board by way of electronic communication shall be deemed to be present in person at such meeting and shall be entitled to speak, vote and be counted in the quorum accordingly. Such a meeting of the Board shall

be deemed to take place where the largest amount of the participating directors are assembled, or, failing that where the Chairman of the Board meeting then is.

## 11 **DISCIPLINARY COMMITTEE**

- 11.1 The Board shall be able to elect at any time a disciplinary committee consisting of five persons which shall decide on all disciplinary matters relating to the Company, the Club and the Playing Members and shall decide upon or create rules for Playing Members after due consideration of the disciplinary rules and procedures set out in the rules, codes of conduct, codes of ethics and anti-doping policies as set out in the Rules of the LTA or Surrey Tennis and any other body to which they may be affiliated ("Disciplinary Committee").
- 11.2 All Playing Members shall be obliged to observe and adhere to all and any rules, codes of conduct, codes of ethics and anti-doping policies decided upon or created under Article 11.1, the Rules of the LTA or Tennis Surrey and any body to which any of these shall be affiliated and any breach of any of the foregoing shall render such a Playing Member liable to disciplinary proceedings in terms of rules decided upon or created under Article 11.1 or the Rules of the LTA or Surrey Tennis.
- 11.3 The Disciplinary Committee shall at all times observe the rules of natural justice throughout the handling of any matter which is referred to it pursuant to rules decided upon or created by it and to which Playing Members must adhere. The Disciplinary Committee after having conducted its hearing in accordance with the rules of natural justice shall be empowered to impose penalties whether by way of disqualification, removal from squads or selection or impose other sanctions or recommend suspension or expulsion as a Playing Member whether in replacement for or in addition to the foregoing penalties.
- 11.4 In its decision making the Disciplinary Committee and the Board shall take cognisance of the Bye-Laws and Regulations of the LTA and Surrey Tennis and any other matters brought to its attention relevant to the issue.
- 11.5 Appeals against decisions of the disciplinary committee may be made to a separate Appeals Panel appointed by the Committee whose members did not make the original disciplinary decision.

## 12 **GENERAL MEETINGS OF THE COMPANY**

- 12.1 In addition to any other meetings the Company shall hold an annual general meeting. 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.
- 12.2 All general meetings other than annual general meetings shall be known as extraordinary general meetings.
- 12.3 Any director or directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, the directors shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition.

### 13 NOTICE OF GENERAL MEETINGS

- 13.1 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 but a general meeting may be called by shorter notice if it is so agreed:
- (a) by all the Members entitled to attend and vote, in the case of an annual general meeting; and
  - (b) by a simple majority in number of the Members entitled to attend and vote, in the case of any other meeting.
- 13.2 The notice of any general meeting shall specify the time and place of the meeting and the nature of the business to be transacted. If the notice is in relation to an annual general meeting then the notice shall also specify it is such a meeting.
- 13.3 The notice shall be given to all the Members and to the directors. Proceedings at a general meeting shall not be invalidated if: (a) any person entitled to receive notice does not receive it; or (b) notice is accidentally not given to such a person.

### 14 PROCEEDINGS AT GENERAL MEETINGS

- 14.1 No business shall be transacted at any general meeting of Members 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 at a general meeting.
- 14.2 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 other time as the directors may determine.
- 14.3 The Chairman, if any, of the Company 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.
- 14.4 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 of the general meeting.
- 14.5 The Chairman may, with the consent of a majority of those present at a quorate meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place. 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 nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 14.6 All Members shall have the right to attend and speak at general meetings of the Company and to vote on any resolution. Any director (not being a Member) shall have the right to attend and speak at general meetings of the Company.
- 14.7 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the 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.
- 14.8 Unless a poll is duly demanded a declaration by the Chairman, recorded in the minutes of the meeting, that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority 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.
- 14.9 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.
- 14.10 A poll shall be taken as the Chairman directs 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. 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.
- 14.11 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 other 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 was 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.
- 14.12 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 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 14.13 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 valid and effectual as if it had been passed at a general meeting duly convened and held and may consist of several documents in the like form each signed or approved by or on behalf of one or more Members.
- 14.14 Any Member who is able to participate in any general meeting of the Company by way of electronic communication shall be deemed to be present in person at such general meeting and shall be entitled to speak, vote and be counted in the quorum accordingly. Such a general meeting of the Company shall be deemed to take place where the largest amount of the participating Members are assembled, or, failing that where the chairman of the meeting then is.

## 15 VOTES OF MEMBERS

- 15.1 At any general meeting the votes of those Members present in person or by proxy and entitled to vote and voting shall count as valid votes.
- 15.2 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.

- 15.3 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.
- 15.4 A form of proxy shall be in writing. A form of proxy shall be capable of being sent by electronic communication and shall be given by or on behalf of the appointor.
- 15.5 The form of proxy and any authority under which it is given 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 such other place within the United Kingdom as is specified in the notice convening the meeting or in any form of proxy sent out by the Company in relation to the meeting or sent by electronic communication not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the form of proxy proposes to vote; or
  - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 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 48 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 a form of proxy which is not deposited, delivered or sent by way of electronic communication in a manner so permitted shall be invalid.
- 15.6 A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office or at such other place at which the form of proxy was duly deposited or sent 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.

## 16 SECRETARY AND MINUTES

- 16.1 Subject to the provisions of the Act, the Secretary shall be appointed by the directors for such term, and upon such conditions as they may think fit, including as to remuneration for such office. Any Secretary so appointed may be removed by the directors from the position of Secretary.
- 16.2 The Secretary 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 the Committee, including the names of the persons present at each such meeting.

## 17 EXECUTION OF DOCUMENTS

- 17.1 The Company shall not have a company seal.
- 17.2 The directors shall determine who shall sign any deed on behalf of the Company and unless otherwise determined it shall be signed as a deed by any two directors of the Company.

## 18 NOTICES

- 18.1 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. Any notice of any meeting (whether of the directors or of Members in general meeting) can be sent or given by way of electronic communication.
- 18.2 The Company may give any notice to a Member either personally or by sending it by private document exchange or by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by electronic communication to a relevant electronic address or number notified by the Member to the Company. 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.
- 18.3 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.
- 18.4 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 24 hours after the envelope containing it was posted. In the case of a notice contained in an electronic communication, notice shall be deemed to have been served or delivered on the day after the day when it was sent.
- 18.5 In this Article 18, the term "address" in relation to electronic communications includes any number of addresses used for the purposes of such communications.

## 19 USE OF COMPANY FUNDS AND WINDING UP

- 19.1 The income and property of the Company shall be applied solely towards the promotion of the objects set forth in the Memorandum of Association and the provisions of clause 5 of the Memorandum of Association shall have effect as if repeated in this Article 19.
- 19.2 On the winding-up or dissolution of the Company the provisions of clause 8 of the Memorandum of Association shall have effect as if repeated in this Article 19.

## 20 INDEMNITY

Subject to the provisions of the Act, every director, employee and the Secretary, or directors, company secretary or employees of any associated company of the Company, shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him 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 a director, company secretary or employee of the Company or of any associated company of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or 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 by the Court and the Board may (on behalf of the Company) enter into such arrangements as it deems necessary or desirable in connection

with any such indemnity provided that in the case of a director of the Company or any associated company of the Company such indemnity is a qualifying third party indemnity provision as defined in Section 309B Companies Act 1985.

21 **LIABILITY INSURANCE**

Without prejudice to the provisions of Article 20, the Board shall have the power to purchase and maintain at the Company's expense, insurance for or for the benefit of any persons who are or were at any time directors, Secretary or employees of the Company, or directors, company secretary or employees of any associated company of the Company, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such associated company. For the purposes of Article 20 and this Article 21, the term "associated company" shall have the meaning given in Section 309A(6) Companies Act 1985.

A handwritten signature in black ink, appearing to read 'N. H. Mas'.