

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION
of
BUILT ENVIRONMENT FORUM SCOTLAND
(Registered Company 250970)
(Scottish Charity 034488)

Interpretation

1. In these regulations:

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| the "Act" | means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force; |
| the "2005 Act" | means the Charities and Trustee Investment (Scotland) Act 2005 including any statutory modification or re-enactment thereof for the time being in force; |
| "AGM" | means Annual General Meeting; |
| "Application" | means a written application for Membership in such form as the Directors may decide for time to time as described in Article 16; |
| the "Articles" | means the Articles of Association of the Company as originally adopted or as altered from time to time; |

“Associate”	means any organisation or private individual that wishes to be kept informed of the Company’s activities in terms of Article 23. There may be different categories including government, corporate, academic, individual;
the "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;
“Chair”	means the individual appointed to the office of Chair in terms of Articles 75-76 or where the context requires the Chair of the meeting;
“Charity”	means a body which is either a “Scottish charity” within the meaning of section 13 of the 2005 Act or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to Charitable Purposes;
“Charitable Purpose”	means a charitable purpose under section 7 of the 2005 Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
“Director”	means a Director of the Company;
“Document”	has the meaning given in section 1168 of the Companies Act 2006;
“Electronic Form”	includes, unless otherwise specified, any document sent or supplied in electronic form;
"General Meeting"	means any meeting of Members referred to as a general meeting other than the Annual General Meeting;

"Member"	means those organisations whose applications for Membership of the Company are accepted in terms of Article 15;
"Member Representative"	means an individual appointed by a Member to represent the Member at AGMs and General Meetings who shall have the powers of a Member as listed in Article 17;
"Notice in writing"	means the representation or reproduction of words, symbols or other information in a legible form by any method or combination of methods, whether sent or supplied on paper in electronic form or otherwise;
"Office"	means the Registered Office of the Company;
"Operating Practices"	means the guidance notes prepared by the Company and as amended from time to time;
"Ordinary resolution"	has the meaning given in section 282 of the Companies Act 2006;
"Proxy Notice"	has the meaning given in Article 61;
"Secretary"	means the secretary of the Company or any other person who may be appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;
"Special Resolution"	Has the meaning given in section 283 of the Companies Act 2006;
"Trustee"	means a Director;
"United Kingdom"	means the United Kingdom of Great Britain and Northern Ireland;
"Vice-Chair"	means a Director appointed by the Board to cover the duties of the Chair when the Chair is not available and such other duties as may be allocated to the Vice-Chair by the Board

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory

modification thereof not in force when these regulations become binding on the Company.

Registered Office

2. The Registered Office shall be located in Scotland.

Objects

3. The Company's Objects are:
 - a) To protect, and conserve the environment for the public benefit by promoting the efficient application of resources and co-operation for exclusively charitable purposes between voluntary and professional bodies that are concerned with the management, protection, conservation and enhancement of Scotland's entire built environment.
 - b) To advance the education of the public in relation to the protection, conservation, enhancement, understanding and responsible enjoyment of Scotland's built environment and associated cultural heritage.
4. The Company's Objects are restricted to those set out in Article 3 (but subject to Article 5.
5. The Company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the Company's Objects in Article 3; on any occasion when it does so, it must give notice to the Registrar of Companies and the amendment will not be effective until that notice is registered on the Register of Companies. No alteration may be made to the Articles which would result in the Company ceasing to be recognised as a Charity.

Powers

6. The Company may do anything in furtherance of the Objects listed in Article 3 (but not otherwise), including:
 - a) to encourage excellence in contemporary design, development and heritage management within Scotland's entire built environment;
 - b) to provide, promote, arrange, organise and conduct meetings, workshops, lectures, conferences, discussions, exhibitions, seminars, tours conducive to the Objects;

- c) to promote and carry out research, surveys and investigations and to publish knowledge acquired as a result of such research, surveys or investigations;
- d) to commission, procure, produce, print, publish and distribute, gratuitously or otherwise all kinds of material in any format and media relating to the Objects.

Restrictions on use of the Company's assets

- 7. The income and property of the Company shall be applied solely towards promoting the Company's Objects:
 - a) No part of the income or property of the Company shall be paid or transferred (directly or indirectly) to the Members, whether by way of dividend, bonus or otherwise.
- 8. Remuneration for any Director must be in accordance with sections 67 and 68 of the 2005 Act. The liability of the Members is limited.
- 9. Every Member undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while they are a Member or within one year after they cease to be a Member, for payment of the Company's debts and liabilities contracted before they cease to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 10. If on the winding-up of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall not be paid to or distributed among the Members but shall be transferred to some other charity (whether incorporated or unincorporated) whose objects are altogether or in part similar to the Objects of the Company and whose constitution restricts the distribution of income and assets among Members to an extent at least as great as the restrictions contained in these Articles.
- 11. The body or bodies to which property is transferred under Article 10 shall be determined by the Members.
- 12. To the extent that effect cannot be given to the provisions of Articles 10 and 11, the relevant property shall be applied to some other charitable object or objects.
- 13. Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the Company; such accounting records shall be open to inspection at all times by any Director.

14. The Company's accounts will be audited and/or independently examined as required by law. Copies of the accounts shall be laid before Members at each AGM.

Members

15. Organisations admitted as Members in accordance with the Articles shall be Members of the Company. Any non-governmental organisation (whether incorporated or unincorporated); or recognised professional body; or corporation or company; which supports the Objects of the Company may be admitted by the Board as Members. There shall be no limit to the number of Members.

Application for Membership

16. Any organisation (other than the initial subscribers to the Memorandum of Association of the Company) which wishes to become a Member (and which meets the requirements set out in Article 15) shall lodge with the Secretary a written application for Membership (in such form as the Directors require), signed on behalf of the organisation and stating the name of its Member Representative.
17. For so long as an organisation remains a Member it shall be entitled to appoint a Member Representative. The Member Representative shall exercise the right of Membership on behalf of the Member. The Member retains full power to replace the Member Representative with a different Member Representative and to allow an Alternate Member Representative to represent the organisation when the Member Representative is not available. Any such appointment whether of the Member Representative or the Alternate Member Representative shall be intimated in writing to the Secretary. Each Member Representative shall have one vote at General Meetings and one vote at AGMs unless the Member's subscription fee is six or more months overdue following its due date, whereupon the Member Representative shall not be entitled to vote until the Member's arrears have been settled in full.
18. An organisation applying for admission as a Member shall lodge such evidence in support of the application as the Directors may require.
19. The Directors shall consider each application for Membership at the first Directors' meeting which is held at least seven clear days after receipt of the application. The Secretary shall notify each applicant in writing of the decision as to whether or not to admit them as a Member within fourteen clear days following the meeting at which the application was considered. Upon payment by the applicant of the annual subscription, the name of the applicant shall be entered in the register of Members.

20. In the period between receipt of an application being received and a decision being made by the Directors to whether or not the application should be accepted, an applicant may be admitted on a temporary basis as an Associate. If the Associate is subsequently admitted as a Member, subscription applies from this point onwards.
21. The Company shall maintain a register of Members.

Observers

22. Each Member may, with the agreement of the Chair, send Observers (in addition to the Member Representative or the Alternate Member Representative) to any General Meeting, but any such Observers shall not be entitled to vote thereat.

Associates

23. Organisations, wishing to be kept informed of the Company's activities, or organisations (including government departments, agencies and non-departmental public bodies) and private individuals not eligible to become Members in terms of Article 15, may apply in writing to the Secretary to become an Associate;
 - a) The applicant shall be notified in writing of the outcome of the application by the Secretary within fourteen clear days of applying and, on payment of the appropriate subscription, shall become an Associate;
 - b) Associates shall be entitled to such privileges as the Company shall determine from time to time, but shall not be entitled to vote at General Meetings or AGMs.

Subscriptions

24. Each Member and Associate of the Company shall pay such annual subscription as a majority of the Members shall determine at each AGM. Such determination may provide for differential rates of annual subscription. Membership and Associateship in terms of Articles 15 and 23 shall not be transferable.

Cessation provisions relating to Members and Associates

25. A Member or Associate shall cease to be a Member or Associate of the Company:
 - a) If they give at least seven clear days' written notice of their resignation to the Secretary;
 - b) If they fail to pay the agreed subscription fee, or any part of the agreed subscription fee (at the discretion of the Directors), within six months from the date upon which such fee is due, although such Member, or Associate may, on payment of the

- arrears of their subscription in full be reinstated at the discretion of the Board;
- c) If they become insolvent or if a receiver or liquidator is appointed to all or part of the Member's or Associate's assets, or if any notice of any resolution is presented to have the Member or Associate wound up;
 - d) If the Board resolves to terminate the Membership of any Member or Associate whose continued Membership or Associateship is not, in the opinion of the Board, conducive to the best interests of the Company, subject to the right of a Member (only) in accordance with the Act, to appeal against such a decision, first by inviting the Board to reconsider its decision and only then by proposing a resolution to the next General meeting occurring not less than six weeks later. In the event of such an appeal the Member shall continue as a Member until the end of the Board or General meeting which considers the appeal as the case may be.

Expulsion from Membership

- 26. Subject to Articles 27 to 32, the Company may, by Special Resolution, expel any Member.
- 27. Any Member who wishes to propose at any General Meeting a resolution for the expulsion of any other Member shall lodge with the Secretary written notice of their intention to do so (identifying the Member concerned (the "Expulsee") and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the General Meeting.
- 28. The Secretary shall, on receipt of a notice under Article 27, send a copy of the notice to the Expulsee within seven clear days and the Expulsee shall be entitled to make written representations ("Representations") to the Secretary with regard to the notice.
- 29. If Representations are made by a Member to the Secretary under Article 28, the Secretary shall (unless the Representations are received by the Company too late for it to do so):
 - a) state in the notice convening the meeting at which the resolution is to be proposed that the Representations have been made; and
 - b) send a copy of the Representations to every Member to whom notice of the meeting is to be given.
- 30. The Expulsee shall be entitled to be heard in the discussion on the proposed Special Resolution at the meeting and be given the opportunity to reconcile any grounds for expulsion.
- 31. Failure to comply with any of the provisions of Articles 27-30 shall render any resolution for the expulsion of Member invalid.
- 32. A Member expelled under Articles 27-30 shall cease to be a Member with effect from

the time at which the relevant resolution is passed.

33. No right or privilege of any Member shall be in any way transferable, but all such rights and privileges shall cease upon the Member ceasing to be such, whether by resignation or by expulsion.

General Meetings

34. All meetings of Members other than AGMs shall be called General Meetings.
35. A General Meeting shall be convened by the Secretary on the instructions of the Board or on requisition by the Members in accordance with the Act or on requisition by a resigning Auditor in accordance with the Act.
36. Subject to Article 37 and to the requirements of the Act, the Directors may instruct the Secretary to convene General Meetings whenever they think fit.

Notice of General Meetings

37. An AGM or General Meeting convened for the passing of a Special Resolution or a resolution requiring special notice shall be called by at least twenty-one clear days' notice; all other General Meetings shall be called by at least fourteen clear days' notice.
38. A Notice in Writing convening a meeting shall specify the time and place of the meeting, the terms of any resolution which is to be proposed and shall indicate the general nature of any other business to be transacted at the meeting.
39. A Notice in Writing convening an AGM shall specify the meeting as an AGM.
40. Notice in Writing of every General Meeting shall be given by the Secretary to all the Members and Directors and to the Company's Auditors.
41. The accidental omission to give a Notice in Writing 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

42. No business shall be transacted at any meeting unless a quorum is present; one-third of the Member Representatives (or Alternate Member Representatives or Proxies as the case may be) entitled to vote upon the business to be transacted shall be a quorum.
43. If a quorum is not present within 15 minutes after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the Chair.
44. The Chair (or, in his or her absence, the Vice-Chair if one is appointed) shall (if present and willing to act as Chair) preside as Chair; if neither the Chair nor the Vice-Chair is

present and willing to act as Chair within fifteen minutes of the time appointed for holding the meeting, the Directors present shall elect one of their number to act as Chair or, if there is only one Director present and willing to act, he or she shall be Chair at that meeting.

45. If no Director willing to act as Chair is present within half an hour after the time appointed for holding the meeting, the Members present shall elect one of their number to be Chair.
46. A Director shall be entitled to attend and speak at any General Meeting.
47. The Chair may, with the consent of the 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.
48. No business shall be transacted at an adjourned meeting other than the business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.
49. Where a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.
50. 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 demanded by the Chair or by at least two Members having the right to vote at the meeting and a demand by a person as Proxy for a Member shall be deemed to be a demand by such Member.
51. Unless a poll is demanded in accordance with Article 50, a declaration by the Chair 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.
52. The demand for a poll may before the poll is taken, be withdrawn but only with the consent of the Chair; a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made nor the result of a show of hands declared after the demand is so withdrawn.
53. If a poll is demanded in accordance with Article 50, it shall be taken at once by means of a secret ballot of all the persons present and entitled to vote (whether as Member Representatives or as proxies for Members) conducted in such manner as the Chair may direct; the result of such poll shall be declared at the meeting at which the poll was demanded.

Votes of Member Representatives

54. Every Member shall have one vote which may be given by their Member Representative or (whether on a show of hands or on a poll) by Proxy.
55. A Member who wishes to appoint a Proxy to vote on their behalf at any meeting (or adjourned meeting) shall lodge with the Secretary, not less than 48 hours before the start of the meeting (or, as the case may be, adjourned meeting), a Proxy Notice complying with Article 61 and such other requirements as the Board may require signed on behalf of the Member; a Proxy Notice which does not conform with the provisions of these Articles shall be invalid.
56. A Member shall not be entitled to appoint more than one Proxy to attend each meeting.
57. A Proxy appointed to attend and vote at any meeting instead of a Member Representative shall have the same right as the Member Representative of the Member who appointed them would have had to speak at the meeting.
58. A vote given or poll demanded by a Proxy shall be valid notwithstanding that the authority of the Member voting or demanding a poll had terminated prior to the giving of such vote or demanding of such poll unless notice of such termination was received by the Secretary before the commencement of the meeting or adjourned meeting at which the vote was given or the poll demanded.
59. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall have a casting vote in addition to any other vote which he or she may have.
60. Subject to compliance with the Act and these Articles, objection may be raised as to the validity of any vote and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the Chair whose decision shall be final and conclusive.

Delivery of Proxy Notices

61. Proxies may validly be appointed only by a notice in writing (a "Proxy Notice") which:
 - a) states the name and address of the Member appointing the Proxy;
 - b) identifies the person appointed to be that Member's Proxy and the general meeting in relation to which that person is appointed;
 - c) is signed by or on behalf of the Member appointing the Proxy, or is authenticated in such manner as the Directors may determine; and
 - d) is delivered to the Secretary in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.
62. Unless a Proxy Notice indicates otherwise, it must be treated as:

- a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- b) appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

Revocation of Proxy Notices

63. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Secretary by or on behalf of that person, in which event the appointment of the Proxy shall be treated as revoked;
- a) An appointment under a Proxy Notice may be revoked by delivering to the Secretary a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
 - b) A notice revoking a Proxy's appointment takes effect only if it is delivered before the start of the meeting or adjourned meeting to which it relates.
 - c) If a Proxy Notice is not executed by the person appointing the Proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

Maximum and Minimum Number of Directors

64. The maximum number of Directors shall be fifteen and (unless otherwise determined by a Special Resolution) the minimum number of Directors shall be six.

Appointment, Retiral, Re-appointment of Directors

65. Any Member may nominate any individual, usually from within their own members, committees or executives, to be considered for election as a Director at an AGM. A Member will not normally nominate a further Director unless circumstances of the elected Director whom they previously nominated have changed substantially. The individual to be nominated shall lodge with the Secretary a written notice of their willingness to be appointed (in such form as the Directors may require), signed on behalf of the Member which they represent, at any time up until commencement of the AGM.
66. At an AGM the Members may, by ordinary resolution, elect as a Director any individual nominated by a Member in respect of whom a written notice of willingness to accept such an appointment has been received in accordance with Article 65.
67. At the first AGM all of the Directors shall retire from office. At each AGM (other than

the first):

- a) all Directors who have been co-opted to the Board since the date of the last AGM shall retire from office; and
 - b) out of the elected Directors, with the exception of the Chair, one third (to the nearest round number) shall retire from office.
68. The elected Directors to retire under Article 67b shall be those who have been longest in office since they were last elected or re-elected; the question of who is to retire as between Directors elected or re-elected on the same date shall be determined, failing agreement, by lot.
69. The Members may at any AGM by ordinary resolution re-elect any Director who retires from office at the meeting under Articles 67 or 68 (providing he or she is willing to act); if any such Director is not re-elected, he or she shall retain office until the meeting elects someone in her or his place or, if it does not do so, until the end of the meeting. Elected Directors shall serve a maximum of nine consecutive years and may be re-elected to the Board following one year of absence so long as that Director has not served on the Board as a co-opted Director during this period. In addition to any Operating Practices the Directors may put in place a code of conduct for Directors.

Co-opted Directors

70. The Board may co-opt to the Board any individual (providing they are willing to act) whom the Board, in its sole discretion, consider suitable, in order to secure specific skills. Co-opted Directors shall serve as Directors only until the next AGM following their co-option, or until removed by the Board in accordance with these Articles, whichever is earlier.
71. A co-opted Director shall be eligible for election at the first AGM occurring after his or her co-option. A majority of all the elected members of the Board may resolve that the Board through the Chair nominate such a co-opted Director.
72. A co-opted Director has the same responsibilities and powers as a Director elected in accordance with Articles 65 to 69 unless otherwise provided for by these Articles. A co-opted Director shall not serve as an office bearer except that a Director co-opted to become the Chair may take up that office immediately on co-option.
73. A maximum of three Directors may be co-opted.

Disqualification and Removal of Directors

74. A person ceases to be a Director as soon as:
- a) that person ceases to be a Director by virtue of any provision of the Act or is prohibited from being a Director by law;

- b) a bankruptcy order is made against that person;
- c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- f) becomes a paid employee of the Company;
- g) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms,
- h) removed by resolution of the Members at a General Meeting, where special notice has been given under section 168 of the Act.

Appointment of Chair

- 75. The office of Chair may be held by an existing Director or any other individual appointed in accordance with Article 76.
- 76. Without prejudice to the powers of co-option during a year conferred in Article 72, in the event that a Member or the Board wishes to nominate an individual who is not already a Director to the office of Chair, that Member's Representative, or the existing Chair or Vice-Chair on behalf of the Board, must provide the Secretary with the name(s) of their candidate(s) four weeks in advance of the next AGM. The Secretary must then notify the Members of the names of the proposed candidates at least fourteen clear days before the next AGM.
- 77. At the AGM concerned, if a majority votes in favour of the appointment of the recommended candidate, the candidate will have been elected as both a Director and Chair. If a majority does not vote in favour the matter will be deferred until the next General Meeting of the Company and an individual will be selected from the Board to act as the Chair in the interim. Once appointed the Chair shall hold office for a period of three years unless he or she wishes to tender their resignation earlier, and at the end of the first three year period he or she may be re-elected by the Members for an additional period of no more than three years. Upon their retiral or resignation, a Chair will be classed as a "Past Chair".

78. A Past Chair shall be entitled to be an Associate of the Company indefinitely, without the requirement to pay any subscription fee.

Appointments of Other Office bearers

79. The elected Directors may resolve to appoint other office bearers from within their number; each such office shall be held, subject to Articles 83 and 84, until the conclusion of the AGM which next follows appointment at which those Directors will stand for election to those offices.
80. The Board may propose to any AGM that an appointment or appointments to office are no longer required.
81. A Director whose period as an office bearer expires under Article 80 may be re-appointed to such office provided he or she is willing to act.
82. The appointment of any Director as an office bearer shall terminate if he or she ceases to be a Director or if he or she resigns from such office by giving written notice to the Company.
83. No Director appointed as an office bearer shall serve more than six consecutive years in that office.
84. If the appointment of any Director as an office bearer terminates under Articles 83 or 84, the Directors shall, at a Board meeting held as soon as reasonably practicable after such termination, determine whether to appoint another Director to hold such office in his or her place; a Director so appointed shall (subject to Article 83) hold such office until the conclusion of the first AGM which follows such appointment. If no appointment is made Article 81 shall apply.

Conflicts of Interests

85. A Director shall act at all times in the interests of the Company and shall in circumstances capable of giving rise to a conflict of interest between himself, any related third party interests and the Company:
- a) put the interest of the Company before those of any other person; or
 - b) where any other duty prevents the Director from doing so, disclose the conflicting interest to the Board and refrain from participating in any deliberation or decision of the other Directors with respect to the matter in question.
86. A Director shall be deemed to have a personal interest in any transaction or arrangement if any of the following have a personal interest in that arrangement, namely:
- a) any partner or other close relative of the Director; or

- b) any firm of which the Director is a partner; or
 - c) any limited company of which the Director is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Act).
87. In the event of a conflict of interest arising, the Director shall:
- a) not be entitled to participate in any deliberation, decision or vote on any matter relating to such transaction, arrangement or matter;
 - b) absent himself from discussion at any meeting or meetings where the terms of such transactions, arrangements, contracts and service are discussed.
88. Subject to Articles 86-88 being adhered to, the Board may authorise, in accordance with the provisions of the 2005 Act, any matter proposed to them by any Director which would, if not authorised, involve a Director breaching the foregoing duty to avoid conflicts of interests.
89. The Directors shall maintain a register of Directors' interests.

Directors' and Chair's Remuneration and Expenses

90. Neither the Directors nor the Chair shall be entitled to any remuneration, whether in respect of his or her office as Director or as holder of any position or office.
91. The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:
- a) meetings of Directors or committees of Directors,
 - b) General Meetings, or
 - c) separate meetings of the holders of debentures of the Company, or
 - d) otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

Powers of Directors

92. Subject to the provisions of the Act and these Articles and any special resolutions, the business of the Company shall be managed by the Directors who may exercise all of the powers of the Company. The Directors shall at all times have regard to, and shall exercise their powers in accordance with any Operating Practices for the time being in force.
93. No alteration of the Articles and no Special Resolution shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that special resolution had not been passed.
94. The powers conferred by Article 93 shall not be limited by any special power conferred on the Directors by the Articles.

95. A meeting of Directors at which a quorum is present may exercise all of the powers exercisable by the Directors.

Proceedings of Directors

96. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.
97. Any Director may call a meeting of the Directors or request the Secretary to call a meeting of the Directors.
98. Notice of any Directors' meeting must indicate:
- a) its proposed date and time;
 - b) where it is to take place; and
 - c) if it is anticipated that Directors participating in the meeting will not all be in the same place, how it is proposed that they should communicate with each other during the meeting, including conference calls, video conferencing or other appropriate electronic means.
99. Notice of a Directors' meeting must be given to each Director, but need not be in writing.
100. Questions arising at meetings of Directors shall be decided by a majority of votes; in the case of an equality of votes, the Chair shall have a second or casting vote.
101. The quorum for the transaction of the business of the Directors shall be five, of whom a majority shall be elected Directors..
102. The continuing Directors or a sole continuing Director may act notwithstanding vacancies but if the number of remaining Directors is less than the number fixed as the quorum, they or he or she may act only for the purpose of filling vacancies or for calling a General Meeting.
103. Unless he or she is unwilling to do so, the Chair shall preside as Chair at every meeting of Directors at which he or she is present.
104. If the Chair is unwilling to act as Chair or is not present within fifteen minutes after the time appointed for the meeting, the Vice-Chair shall act as Chair; if the Vice-Chair is not willing to act as Chair or is not present within fifteen minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chair.
105. All acts done by a meeting of Directors or by a meeting of a committee of Directors or by a person acting as a Director shall, notwithstanding that it is later discovered that there was a defect in the appointment of any Director, that any Director was disqualified from holding office, had vacated office or was not entitled to vote, be as valid as if every

such Director had been duly appointed and had continued to be a Director and had been entitled to vote.

106. 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; it may consist of several documents in the same form each signed by one or more Directors.. Decisions of Directors will be valid if made by electronic messages from Directors provided that all Directors shall have been sent the relevant information on which to respond and provided that a majority of all Directors, not only a majority of those responding, shall be in favour.
107. Where proposals are under consideration concerning the appointment of two or more Directors as office bearers with the Company the proposals may be divided and considered in relation to each Director separately; provided he or she is not for another 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 or her own appointment.
108. If a question arises at a meeting of Directors or at a meeting 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 Chair and the Chair's ruling in relation to any Director other than himself or herself shall be final and conclusive.
109. The Directors may invite or allow any person to attend and speak, but not to vote, at any meeting or meetings of the Directors or of any committee of the Directors.

Delegation to Committees of Directors and Holders of Executive Office

110. The Directors may delegate any of their powers to any committee consisting of one or more Directors in accordance with any Operating Practices; they may also delegate to the convener of such committee or any Director holding any other office such of their powers as they consider desirable to be exercised by him or her.
111. Any delegation of powers under Article 111 may be made subject to such conditions as the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
112. Subject to any condition imposed in pursuance of Article 112, the proceedings of a committee consisting of two or more Directors shall be governed by the Articles regulating the proceedings of meetings of Directors so far as they are capable of applying.

Delegation to Sub-Committees

113. For the purposes of the Articles, Sub-Committee means a committee appointed by the Directors whose constitution complies with Articles 115-121.
114. The Directors may, subject to Articles 118-120, delegate to any Sub-Committee all such powers as the Directors may think fit; any such delegation shall be made collaterally with, and not to the exclusion of, the Directors' powers and may be revoked or altered.
115. The Members of a Sub-Committee shall include at least one Director and a majority of the other members of the committee shall be Member Representatives; the remaining members of the committee need not be Member Representatives.
116. The Director included among the members of a Sub-Committee shall hold office as convener of the committee (or, if more than one Director is included among the members of the committee, the Director appointed to such office at a meeting of Directors).
117. Each Sub-Committee shall regulate its proceedings in accordance with the directions issued by the Directors and shall give effect to any instruction or decision on matters of principle issued or made by the Directors.
118. Unless otherwise determined by special resolution, the following matters shall be excluded from delegation to any Sub-Committee:
 - a) any introduction of a new policy or any change in policy which could have a significant impact on the Company or which would fall within the responsibility of another committee or conflict with the declared policy of another committee;
 - b) any matter involving expenditure not previously approved by the Directors;
 - c) any capital building project; and
 - d) the right to enter into any contract on behalf of the Company.
119. All contracts with third parties in connection with the discharge of the functions of a Sub-Committee shall be entered into by the Chair of the committee or, in his or her absence, by some other Director of the Company; no member of a Sub-Committee (other than a Director) shall contract, or hold himself or herself out as contracting, on behalf of the Company.
120. All acts done by a Sub-Committee shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any member of the committee or that any member of the committee was not qualified to act as such, be as valid as if every such person had been duly appointed and was so qualified.
121. Article 107 shall apply to Sub-Committees.

Company Secretary

122. Subject to the provisions of the Act, a 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 the Directors.

Minutes

123. The Directors shall ensure that minutes are kept in hard copy of all proceedings at General Meetings, meetings of the Directors, meetings of committees of Directors and meetings of Sub Committees; a minute of a meeting of Directors or of a committee of Directors shall include the names of those present and of those who have intimated apologies.
124. The Directors shall ensure that the Secretary keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the Directors.

No right to inspect accounts and other records

125. No Member Representative shall (as such) have any right of inspecting any accounting records on other book or document of the Company except as conferred by statute or as authorised by the Directors or by ordinary resolution of the Company.

Auditors

126. Auditors of the Company shall be appointed annually and their duties regulated in accordance with the Act.

Notices

127. Any notice which requires to be given to a Member under these Articles may be given in writing or by electronic means.
128. Any notice may be:
- a) given personally to the Member; or
 - b) sent by post in a pre-paid envelope addressed to the Member at the address last intimated to the Company; or
 - c) by electronic means.
129. Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
130. Any notice sent by electronic means to Members or Directors shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to

provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

131. A Member Representative or Proxy present 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.

Cessation of business

132. If the Company is wound up, the liquidator shall transfer the assets of the Company to an appropriate body in accordance with the provisions of the 2005 Act and Articles 9-10 above.

Indemnity

133. Subject to Article 135, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:

- a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
- b) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a Director of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- c) any other liability incurred by that Director as an officer of the Company.

134. Article 134 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

135. In Articles 134-135:

- a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- b) a "relevant Director" means any Director or former Director of the Company or an associated company.

Insurance

136. The Directors may purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

137. In Article 137:

- a) a "relevant Director" means any Director or former Director of the Company or an associated company,

- b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company or otherwise by virtue of his or her holding the position of Director.