

Company No 2618166

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION
OF
BRITISH HANG GLIDING & PARAGLIDING ASSOCIATION LIMITED

(Adopted by Special Resolution on 1st April 1992)

1. The Company's name (hereinafter called "The Company") is "The British Hang Gliding & Paragliding Association Limited."
2. The company's registered office is to be situated in England.
3. The objects for which the Company is established are: -
 - a) To govern all activities recognised as hang gliding, paragliding and parascending (hereinafter known as "The Sport") by the Federation Aeronautique Internationale and the Civil Aviation Authority.
 - b) To promote and encourage the development of the Sport.
 - c) To represent the interests of the Sport in dealing with governmental, national and international bodies, e.g., the Royal Aero Club of the U.K. and the Federation Aeronautique Internationale.
 - d) To promote high standards of safety within the Sport through pilot and instructor training and qualification schemes, airworthiness schemes and dissemination of safety information.
 - e) To encourage the formation of clubs to promote the sport and to negotiate for and protect flying sites.
 - f) To negotiate legal liability insurance policies for the Sport.
 - g) To promote competitions at all levels and encourage the pursuit of records.
 - h) To inform the members and other persons by the production and distribution of a periodic publication.
 - i) To purchase, take on lease or in exchange, hire or otherwise acquire any heritable or real property rights or privilege which the Company may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
 - j) To sell, let mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.
 - k) To undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects.

- l) To borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit subject to such consents as may be required by law.
 - m) To raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for the charitable objects aforesaid.
 - n) To draw, make, accept, endorse, discount, execute and issue promissory notes, bill, cheques and other instruments and operate bank accounts.
 - o) To invest moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
 - p) To engage and pay any person or persons whether on a full time or part time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company.
 - q) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise however by way of profits, to the members of the Company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services, nor prevent the payment of interest at a reasonable rate on money lent or reasonable and proper rent for premises demised or let by any member of the Company.

5. The liability of the members shall be limited.
6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be member, for payment of the debts and liabilities of the Company contracted before he ceases 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, such amount as may be required not exceeding one pound.
7. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred by the Treasurer, trustees or other persons appointed by the meeting for that purpose to the furtherance or such objects similar to those of the Company as the members of the Executive Council may determine and if and so far as effect cannot be given to the foregoing provision then for any charitable purpose connected with aviation.

THE COMPANIES ACT 1985

**A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

BRITISH HANG GLIDING & PARAGLIDING ASSOCIATION LIMITED

(Adopted by Special Resolution on 1st April 2016)

PRELIMINARY.

1. The Regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 shall not apply to the Company but the following shall be the Regulations of the Company.

INTERPRETATION.

2. In these Regulations: -

"the Company" means British Hang Gliding & Paragliding Association Limited;

"the Directors" means members of the Executive Council;

"Executive Council" means the Management Board of the Company by which the business of the Company shall be managed;

"member" includes Individual Members, Club Members and Corporate Members (all as defined herein);

"the Act" means the Companies Act 1985 including any statutory modification or reenactment thereof for the time being in force;

"the articles" means the articles of the company;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"executed" includes any mode of execution;

"office" means the registered office of the company;

"secretary" means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary;

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

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

The masculine gender shall include the feminine and the singular the plural and vice versa and references to persons shall include individuals, bodies corporate, unincorporated associations and partnerships.

MEMBERS.

3. Subject as hereinafter mentioned in Regulation 4, the members of the Company shall be the subscribers to the Memorandum of Association of the Company and such other persons as may from time to time satisfy the Executive Council that they qualify for admission to membership of the Company and are thereafter admitted by the Executive Council to membership of the Company as either Individual Members, Club Members and Corporate Members. The Executive Council shall have full power and discretion as to the admission or refusal of any person or member and shall not be bound to assign any reason for refusing to admit any person to membership of the Company. Every person or body who wishes to become a member shall deliver an application for membership in such form as the Executive Council require executed by him.

MEMBERSHIP.

4. (a) The members of the Company shall be of three classes namely: -
 - (i) Individual Members comprised of three groups: -
 - (a) Full Membership is open to any individual who meets the requirements of the Company as laid down from time to time by the Executive Council.
 - (b) Honorary Membership is open to any individual invited into such membership if so approved (i) by the Executive Council or (ii) by resolution of the members at a General Meeting of the Company.
 - (c) Temporary Membership is open to any individual under such terms as may be laid down from time to time by the Executive Council.
 - (ii) Club Membership: -

Club Membership is open to any club or organisation meeting the requirements of the Company as laid down from time to time by the Executive Council.
 - (iii) Corporate Membership: -

Corporate Membership is open to companies and organisations which wish to support the objectives of the Company but which

do not comply with the requirements of any other membership category, and who meet the requirements for Corporate membership as laid down from time to time by the Executive Council.

(b) Every person who wishes to be become a member of the Company or who wishes to renew his membership of the Company shall deliver to the Company, duly executed by him, an application for membership or consent to become a member of the Company, in either case, in such form as the Executive Council requires. Upon receipt of any application for membership and subject to -:

- (i) the approval of the Executive Council,
- (ii) the payment of the minimum subscription in respect of the category for the then current year and
- (iii) the provisions of Article 4,

the Secretary shall enter the name of such person in the Register of Members of the Company, and upon such entry, such person shall become a member.

5. (a) Each member of the Company shall pay to the Company an annual subscription on such scale or scales as the Executive Council shall from time to time determine.
- (b) The annual subscription payable to the Company by each member shall be payable to the Company before the expiry of any previous period of membership.
- (c) The Executive Council in its sole discretion, shall be entitled to accept from any member of the Company in full settlement of that member's annual subscription to the Company an amount lower than that fixed for payment by that member to the Company. The Executive Council shall also, in its sole discretion, be entitled to waive payment to the Company of any annual subscription or subscriptions which would otherwise be payable to the Company. '
- (d) If any member of the Company ceases to be a member of the Company he shall not have any entitlement to recover or seek repayment of any unexpired part of the annual subscription.
6. A member of the Company shall cease to be a member of the Company forthwith from the date of: -
- (a) delivery to the Secretary at the Office written intimation by that member giving notice of his/its intention to resign as a member of the Company;
or
 - (b) being an Individual member, upon death.
 - (c) the member's annual subscription for the current year being outstanding.
 - (d) the conclusion of any previous period of membership.
7. The Executive Council may, on a resolution passed by not less than two thirds of the members of the Executive Council present and voting, suspend or terminate the membership of the Company of any person. Twenty one clear days notice of any such resolution shall be

given to the member concerned and he may, within fourteen days of receipt of such notice make representations in writing to, or give notice of his wish to make oral representations at, the next meeting of the Executive Council.

8. The rights and privilege of a member of the Company shall be personal and shall not be assignable or transferable.

GENERAL MEETINGS.

9. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the Meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next; The Annual General Meeting shall be held at such time and place as the Executive Council shall appoint.
10. The business to be transacted at each Annual General Meeting of the Company shall include:-
 - (a) Consideration of reports of the Company's activities and financial position and of the income and expenditure account and balance sheet to be presented to the meeting.
 - (b) The election of members of the Executive Council.
 - (c) The appointment of the Auditors and fixing their remuneration.

NOTICE OF GENERAL MEETINGS

11. The Executive Council may call general meetings and, on the requisition of members representing not less than one tenth of the total voting rights of all members having at the date of deposit of the requisition a right to vote at general meetings and pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any directors or any member of the company may call a general meeting.
12. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety five per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. Notice may be issued by publication or insertion of such notice in one or

more newspapers or periodicals.

The notice shall be given to the Executive Council and auditors only. Notwithstanding the provisions of this clause members shall be advised of any notices issued and in such form and with such notice as though they were entitled to receive notice and any voting rights as otherwise determined shall not be prejudiced by this clause.

13. (a) 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.
- (b) The accidental omission to advise members or any member of any notice shall not invalidate the proceedings at that meeting.
14. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

PROCEEDINGS AT GENERAL MEETINGS.

15. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member shall be a quorum.
16. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Executive Council may determine.
17. The chairman, if any, of the Executive Council in his absence some other director nominated by the Executive Council shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
18. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
19. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
20. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
21. 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.
22. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
23. 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.
24. 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.
25. 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.
26. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty 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 of 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.
27. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
28. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS.

29. (a) Subject as hereinafter provided, every Full Member and every Honorary Member of the Company shall have one vote.
- (b) Temporary Members shall not have the right to receive notice of or attend any General Meeting and shall not have any right to vote.
- (c) Club Members and Corporate Members shall have the right to receive notice of and to

appoint one representative who may attend and speak at each General Meeting but shall not have any right to vote.

(d) No member of the Company other than a member duly registered and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his /its membership of the Company shall be entitled to vote on any question at any General meeting of the Company.

(e) On a poll, votes may be given either personally or by proxy.

30. The instrument appointing a proxy shall be in writing in common form or in any form which the Executive Council shall approve under the hand of the appointor or his Attorney duly authorised in writing. A proxy must be a member who is otherwise entitled to vote.
31. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Executive Council of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less the 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
32. 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.
33. 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 Executive Council may:-
 - (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll taken more than 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 or 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 an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

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

NUMBER OF EXECUTIVE COUNCIL MEMBERS.

35. The Executive Council shall consist Full Members only and be not less than two persons and, until otherwise determined by Ordinary Resolution of the Company, be not more than twelve in number.

POWERS OF EXECUTIVE COUNCIL

36. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the Executive Council who may exercise all the powers of the company, no alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Executive Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Executive Council by the articles and a meeting of the Executive Council at which a quorum is present may exercise all powers exercisable by the Executive Council.
37. The Executive Council may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF EXECUTIVE COUNCIL'S POWER

38. The Executive Council may delegate any or their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Executive Council may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of the Executive Council so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF EXECUTIVE COUNCIL MEMBERS

39. At the first annual general meeting all the Executive Council shall retire from office, and at every subsequent annual general meeting one-third of the Executive Council who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office but, if there is only one director who is subject to retirement by rotation, he shall retire.
40. Subject to the provisions of the Act, the directors to retire by rotation shall be those who have

been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

41. If the company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
42. No person shall be appointed or reappointed a director at any general meeting unless-
 - (a) he is a full member of the Company; and
 - (b) he is recommended by the Executive Council; or
 - (c) not less than fourteen or more than eighty four clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.
43. An employee of the Company or a person directly related to an employee is not eligible for election to the Executive Council.
44. Not less than seven or more than seventy-seven clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting who is recommended by the Executive Council for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the company's register of directors.
45. The Executive Council 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 not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
46. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
47. In the event that the number of eligible members presented for re-election or election at any Annual General meeting exceeds the permitted maximum number then selection shall be by ballot of the members entitled to vote at the Annual General Meeting.

DISQUALIFICATION AND REMOVAL OF EXECUTIVE COUNCIL MEMBERS

48. The office of a director shall be vacated if:-

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice to the company; or
- (e) he shall for more than six consecutive months have been absent without permission of the Executive Council from meetings of the Executive Council held during that period and the Executive Council resolve that his office be vacated;

EXECUTIVE COUNCIL'S EXPENSES

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

EXECUTIVE COUNCIL'S APPOINTMENTS & INTERESTS

50. Subject to the provisions of the Act, and provided that he has disclosed to the Executive Council the nature and extent of any material interest of his, a director notwithstanding his office:-

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
- (d) 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
- (e) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction 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.

51. For the purposes of regulation 50:–

- (a) a general notice given to the Executive Council 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.

EXECUTIVE COUNCIL'S GRATUITIES AND PENSIONS

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

PROCEEDINGS OF THE EXECUTIVE COUNCIL

53. Subject to the provisions of the articles, the Executive Council may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the Executive Council. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

54. The quorum for the transaction of the business of the Executive Council may be fixed by the Executive Council and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointee is not present, be counted in the quorum.

55. 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.

56. The Executive Council may appoint one of their number to be the chairman of the board of the Executive Council and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of the Executive Council at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Executive Council present may appoint one of their number to be

chairman of the meeting.

57. All acts done by a meeting of the Executive Council, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of the were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
58. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
59. Save as otherwise provided by the articles, a director shall not vote at a meeting of Executive Council of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:-
- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the company or any of its subsidiaries;
 - (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
 - (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the company or any of its subsidiaries for subscription purchase or exchange;
 - (d) the resolution related in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation 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 without prejudice to any interest which the alternate director has otherwise.

60. 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.
61. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from

voting at a meeting of directors or of a committee of directors.

62. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for 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 own appointment.
63. If a question arises at a meeting of Executive Council of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

64. Subject to the provisions of the Act, the secretary shall be appointed by the Executive Council for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

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

THE SEAL

66. The seal shall only be used by the authority of the Executive Council or of a committee of directors authorised by the Executive Council. The Executive Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

ACCOUNTS

67. (a) A copy of the company's annual accounts, together with a copy of the Executive Council's report for that financial year and of the auditors' report on those accounts shall be available for inspection by any member -:
- (i) not less than two hours prior to the commencement of any annual general meeting or
 - (ii) by application to the Secretary at the Office.

(b) No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the Executive Council by ordinary resolution of the company.

NOTICES

68. 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 Executive Council need not be in writing.
69. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at the address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.
70. 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.
71. 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 48 hours after the envelope containing it was posted.

INDEMNITY

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