

Company No. 6246680

Written Resolution of Cardiff & Co Limited dated 14th September 2007

We, the undersigned, being the sole member of the Company, hereby pass the following Resolution as a Special Resolution of the Company pursuant to Section 381A of the Companies Act 1985 and confirm that such a Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting duly convened and held

Special Resolution

That the Regulations contained in the printed document attached to this Resolution be approved and adopted as the Articles of Association of the Company in substitution for the existing Articles of Association of the Company

David Marr

Cardiff County Council

SATURDAY



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COMPANIES HOUSE

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF CARDIFF & CO LIMITED

Interpretation

1 In these Articles

"THE ACT" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

"THE ARTICLES" means the Articles of the Company

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

"EXECUTED" includes any mode of execution

"OFFICE" means the registered office of the Company

"THE SEAL" means the common seal of the Company

"SECRETARY" means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy secretary

"Special Member" means the County Council of the City and County of Cardiff

"THE UNITED KINGDOM" means Great Britain and Northern Ireland Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company

Members

2 The subscriber to the Memorandum of Association of the Company, the Special Member and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company No person shall be admitted a member of the Company unless he is approved by the directors and the Special Member Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require executed by him

2A The directors shall be entitled to grant special rights to specific members, such rights to be based on but not exclusively dependent on the level of

subscription The directors may give such rights to members as they think fit and, without prejudice to the generality of the foregoing, these rights may (but not necessarily) include the right to more than one vote at meetings of the members Any enhanced rights granted to members shall be recorded in a register kept by the Company secretary and be available for inspection by all members

3 A member may at any time withdraw from the Company by giving at least 7 clear days' notice to the Company Membership shall not be transferable and shall cease on death, or in the case of a corporate member, on liquidation or dissolution

4 The directors may also at their discretion (and with the consent of the Special Member) terminate the membership of any member but the requirements of natural justice shall be respected and a member shall be entitled to be heard in his own defence by the directors or a committee of the directors

4A Subscriptions

The directors shall from time to time determine the amount of the subscription payable for each financial year which shall, unless the directors resolve otherwise, commence on 1 June in each year The directors shall set out and publish the minimum subscription and additional levels of subscription and set out any enhanced membership rights which would be granted to members at each subscription level Other than the Special Member, all members will be required to pay an annual subscription and such members shall cease to be a member of the Company if they do not pay the subscription within 30 days of the start of the financial year The directors shall have the discretion to agree that the full subscription for that financial year shall not be required if a member becomes a member during the course of a financial year If a member withdraws from the Company under Article 3 or is removed under Article 4, then under no circumstances will that member be entitled to repayment of his subscription or any part thereof

4B Member Boards of the Company

The directors of the Company shall resolve and instruct the Secretary to form and constitute the following member boards of the Company to advise the directors of the Company (or to carry out any delegated powers of the directors of the Company as shall be resolved from time to time) namely

- Image and Branding Board,
- Tourism Board,
- Investment and Development Board

(known as the "Company Boards" or "Members Board")

Members of the Company shall put forward representatives to be agreed by the directors to sit on the Company Boards and the directors of the Company shall appoint such representatives and the directors shall co-opt and appoint others with the necessary and relevant experience The affairs and constitution of the Members Board shall be subject to any conditions the

directors may impose and may be revoked or altered from time to time
Persons who are appointed or co-opted on to the Members Board shall not be
directors of the Company unless they have been appointed pursuant to
Articles 39 to 46

General meetings

- 5 The Company shall in each calendar 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 notices calling it, and 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. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 6 The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

Notice of general meetings

- 7 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) 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 95 per cent of the total voting rights at the meeting of all the members.

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

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

- 8 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

- 9 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 or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum. The Special Member must be present for a meeting to be quorate.
- 10 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.
- 11 The chairman, if any, of the board of directors 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.
- 12 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.
- 13 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 14 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 14 days or more, at least 7 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.
- 15 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 any member having the right to vote at the meeting.
- 16 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.
- 17 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

- 18 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
- 19 In the case of an equality of votes, whether on a show of hands or on a poll, the Special Member shall be entitled to a casting vote in addition to any other vote it may have
- 20 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
- 21 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
- 22 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

- 23 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 unless such member has been granted enhanced voting rights by the directors pursuant to Article 2A
- 24 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 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

25 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

26 An instrument appointing a proxy shall be in writing, Executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)

I/We _____ of
being a member/members of the above-named Company, hereby appoint
of _____ or _____ failing _____ him
of _____
as my/our proxy to vote in my/our name[s] and on my/our behalf at the
annual/extraordinary general meeting of the Company, to be held on _____ 20
and at an adjournment thereof

Signed on _____ 20

27 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)

I/We _____ of
being a member/members of the above-named Company, hereby appoint
of _____ or _____ failing _____ him
of _____
as my/our proxy to vote in my/our name[s] and on my/our behalf at the
annual/extraordinary general meeting of the Company, to be held on _____ 20
and at an adjournment thereof

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

Resolution	No	1	+for+against
Resolution No 2	+for+against		

+ strike out whichever is not desired

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

Signed this _____ day of _____ 20

- 28 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may
- (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 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 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 an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid
- 29 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 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 of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same days as the meeting or adjourned meeting) the time appointed for taking the poll

Number of directors

- 30 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two

Alternate directors

- 31 Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing act, to be an alternate director and may remove from office an alternate director so appointed by him
- 32 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom

- 33 An alternate director shall cease to be an alternate director if his appointor ceases to be a director, but, if a director retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his re-appointment
- 34 Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other matter approved by the directors
- 35 Save as otherwise provided in the Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him

Power of directors

- 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 directors who may exercise all the powers of the Company. No alteration to the Memorandum or Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited to any special power given to the directors by the Articles and a meeting of directors at which quorum is present may exercise all powers exercisable by the directors
- 37 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers

Delegation of the directors' powers

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

Appointment and retirement of directors

- 39A The Special Member shall have the right to appoint two directors. Any such appointments shall be effective in writing to the Company signed for the Special Member and left at or sent by post, facsimile transmission to the Registered Office of the Company. The Special Member may in like manner at any time and from time to time remove from office any director appointed by it pursuant to this Article and appoint any person in place of any director so removed or otherwise vacating office

- 39B Notwithstanding the provisions of these Articles, no person may be appointed a director of the Company without the prior written consent of the Special Member
- 39C At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting one - third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office, but, if there is only one director who is subject to retirement by rotation, he shall retire Any directors appointed by the Special Member shall not be required to retire by rotation
- 40 Subject to the provision of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- 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 re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the director is put to the meeting and lost
- 42 No person other than a director retiring by rotation shall be appointed or re-appointed a director at any general meeting unless
- (a) he is recommended by the directors, or
 - (b) not less than 14 nor more than 35 Clear Days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or re-appointed
- 43 Not less than 7 nor more than 28 Clear Days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or 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 re-appointment 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
- 44 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire
- 45 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the

appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who- are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate his 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 re-appointed, 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.

Disqualification and removal of directors

- 47 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 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) he shall for more than 6 consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated, or
 - (f) he shall have been appointed by the Special Member and the Special Member has informed the Company Secretary in writing that it is removing from office a director appointed by it.

Remuneration of directors

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

Directors' expenses

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

Directors' appointment and interests

- 50 Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company
- 51 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 director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested, and
 - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment 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
- 52 For the purposes of regulation 53
- (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

Directors' gratuities and pensions

- 53 Subject to the provisions of the Memorandum of Association the directors 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, 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 directors

- 54 Subject to the provisions of the Articles, the directors 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 directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Special Member 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.
- 55 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. At least one director appointed by the Special Member must be present for the meeting to be quorate.
- 56 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.
- 57 The directors may appoint one of their number to be the chairman of the board of directors 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 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.
- 58 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

- 59 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 as (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
- 60 Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs
- (a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries,
 - (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security,
 - (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or exchange,
 - (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes

For the purposes of this 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, 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

- 61 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
- 62 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
- 63 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 respect of each resolution except that concerning his own appointment

- 64 If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the Secretary (or in his absence to the chairman of the meeting) and his ruling (shall be final and conclusive

Secretary

- 65 Subject to the provisions of the Act, the Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them

Minutes

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

The seal

- 67 The Seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or by two directors

Chairman

- 68 The first Chairman of the board of directors shall be appointed by the Special Member. Subsequent appointments shall be made by the directors

Accounts

69. 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 directors or by ordinary resolution of the Company

Notices

- 70 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
- 71 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose

registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company

- 72 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
- 73 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

- 74 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 any application in which relief is granted to him by the court from liability for negligence, default, breach of trust in relation to the affairs of the Company

Rights of Special Member

- 75 Notwithstanding any provision in these Articles to the contrary, each of the following matters shall be deemed to be a variation of the rights of the Special Member and shall accordingly only be effective with the prior written consent of the Special Member,
- (a) Amendment to or removal or alteration of the Memorandum or Articles of Association of the Company
 - (b) A material alteration in the Company's business
 - (c) A change of control of the Company
 - (d) A proposed transfer or disposal of the business and/or a material part of the assets of the Company
 - (e) A voluntary winding up or dissolution of the Company or a proposal for a voluntary arrangement
 - (f) A resolution to remove a director appointed by the Special Member
 - (g) The incorporation of any subsidiary undertaking of the Company
 - (h) The making or giving of any payment, guarantee or loan by the Company or any subsidiary undertaking on any basis other than in the normal course of business on an arm's length basis or other than as envisaged in the Company's business plan or services contract with the Special Member

- (i) The creation of any mortgage, debenture or charge over any of the assets of the Company on any basis other than in the normal course of business on an arm's length basis or other than as envisaged in the Company's business plan or services agreement with the Special Member