

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL MEMORANDUM of ASSOCIATION

Of

TIREE RURAL DEVELOPMENT LIMITED

1. The companies name is “Tiree Rural Development Limited”
2. The companies registered office is situated in Scotland.
3. This clause shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the company such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which is regarded as charitable for the purposes of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment for the time being in force). Subject to that over-riding qualification, the companies objects are:-
 - (1) To relieve poverty among the residents of the Isle of Tiree
 - (2) To relieve unemployment for the public benefit in such ways as may be thought fit, including assistance to find employment
 - (3) To advance education among the residents of the Isle of Tiree
 - (4) To promote training in skills of all kinds, particularly such skills as will assist residents of the Isle of Tiree in obtaining paid employment
 - (5) To assist in the provision, in the interests of social welfare, of facilities for recreation and other leisure time occupation available to the public at large within the Isle of Tiree with a view to improving their conditions of life.
 - (6) To promote, establish, operate and/or support other projects and initiatives of a charitable nature for the benefit of the residents of the Isle of Tiree

In pursuance of those aims (but not otherwise), the company shall have the following powers:-

- (a) To promote, establish, operate, support and/or co-ordinate projects, initiatives and programmes of all kinds which advance any of the company’s objects
- (b) To stimulate the formation of, co-ordinate, monitor and support community groups and others bodies operating within the voluntary sector, the quasi-public sector, whose activities further the aims of the company or are otherwise directed towards some charitable purpose
- (c) To establish and operate workspace projects
- (d) To promote, establish and operate an interpretive centre, a community centre and/or other facilities which further any of the above objects
- (e) To commission research, studies and reports in relation to the Isle of Tiree and/or its residents with a view to identifying, evolving and (as appropriate) implementing, appropriate strategies and programmes for advancing the aims of the company

- (f) To liaise with public authorities, potential employers, community groups, voluntary sector bodies and others, all with a view to contributing to the more effective and efficient pursuit of the aims set out above.
- (g) To carry on any other activity which may appropriately be carried on in connection with any of the objects of the company
- (h) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is subsidiary of the company, all such functions as may be associated with a holding company
- (i) To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company
- (j) To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantages for the purposes of the activities of the company
- (k) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company
- (l) To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or many part of the undertaking, property and rights of the company
- (m) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of the company
- (n) To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person
- (o) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments
- (p) To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the spouse, widow/er relatives and dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person
- (q) To oppose or object to any application or proceedings which prejudice the companies interests
- (r) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purpose of the activities of the company and to obtain from any such organisation, government or authority any right, privilege or concession
- (s) To enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated
- (t) To effect insurance against risks of all kinds
- (u) To invest funds not immediately required for the purposes of the companies activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities
- (v) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on
- (w) To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for

any charitable purpose connected with the activities of the company or with the furtherance of its objects

- (x) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company
- (y) To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise
- (z) To carry out any of these objects in any part of the world as a principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others
- (aa) To do anything which may be incidental or conducive to the attainment of any of the objects of the company

And it is declared that:-

1. in this clause where the context so admits, “property” means any property, heritable or moveable, real or personal, wherever situated
2. in this clause, and throughout this memorandum of association the word “charitable” shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force.
3. (a) The income and property of the company shall be applied solely towards promoting the companies objects (as set out in clause 3 of this memorandum of association)
 - (b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise
 - (c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable
 - (d) No benefit (whether in money or in kind) shall be given by the company in any director except (i) repayment for out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company
4. The liability of the members is limited
5. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the companies assets of it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the companies debts and liabilities contracted before he/she 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
- 6.1 If on the winding-up of the company any property remains after satisfaction of all the companies debts and liabilities, such property shall not be paid to or distributed among the members of the company but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) based on the Isle of Tiree 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 does clause 3 of the memorandum of association

- 6.2 The body or bodies to which property is transferred under clause 6.1 shall be determined by the members of the company at or before the time of dissolution or, failing such determination, by such court as may have or may acquire jurisdiction
 - 6.3 To the extent that effect cannot be given to the provisions of clauses 6.1 and 6.2, the relevant property shall be applied to some other charitable object or objects
7. 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 of the company

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Names and addresses of subscribers

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|--|--|
| 1. IAIN BROWN
8 Crossapol
Isle of Tiree | 2. PATRICK ANDREW BOYD
Druimaglea
Cornaigmore
Isle of Tiree |
| 3. SUSAN ELIZABETH LAMONT
Torosa
Cornaigbeg
Isle of Tiree | 4. IAIN CAMERON MACDONALD
Skippiness
Ruaig
Isle of Tiree |
| 5. LACHLAN MACFADYEN
Carnan
Caolis
Isle of Tiree | 6. RODDY MACKAY
Cragnis
Balemartine
Isle of Tiree |
| 7. EWAN ALEXANDER MACKINNON
Hillcrest Farm
Balephetrish
Isle of Tiree | 8. ARCHIE JOHN MACLEAN
Heylipol Farm
Heylipol
Isle of Tiree |
| 9. ALASDAIR MACPHAIL
Balemartine
Isle of Tiree | 10. ANGUS MACKECHNIE
10 Crossopal
Isle of Tiree |
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Dated

Witness to the above signatures:-

THE COMPANIES ACT 1985
COMPANY LIMITED BY GAURANTEE AND NOT HAVING A
SHARE CAPITAL ARTICLES OF ASSOCIATION
Of
TIREE RURAL DEVELOPMENT LIMITED

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Membership

1. The subscribers to the memorandum of association (who shall be deemed to be Full Members) and such other persons as are admitted to membership under articles 5 to 15 shall be the members of the company
2. Membership shall cease on death
3. A member may not transfer his/her membership to any other person

Categories of membership

4. For the purposes of these articles

“Full Member” means a member admitted under article 5; “Full Membership” shall be construed accordingly

“Associate Member” means a member admitted under article 6;
“Associate Membership” shall be construed accordingly
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Qualifications for membership

5. Subject to articles 1 and 8, Full Membership shall be open to any individual having his/her main residence on the Isle of Tiree who wishes to support the aims and activities of the company.
6. Subject to articles 1 and 9, Associate Membership shall be open to any individual wishing to support the aims and activities of the company who does not have his/her main residence on the Isle of Tiree.
7. No employee of the company may become a member; a person admitted to membership shall automatically cease to be a member if he/she becomes an employee of the company.
8. The directors shall be entitled at their discretion to refuse to admit any person to Full Membership even if he/she is qualified for Full Membership under article 5 and is not debarred from membership by article 7.
9. The directors shall be entitled at their discretion to refuse to admit any person to Associate Membership even if he/she wishes to support the aims and activities of the company and is not debarred from membership by article 7.
10. A person admitted to Full Membership shall automatically cease to be a member if he/she ceases to be a resident of the Isle of Tiree.
11. A person, once admitted to the Associate Membership, shall remain a member unless and until membership ceases under article 2, 20 or 21.

Application for membership

12. Any person who wishes to become a Full Member or Associate Member shall lodge with the company a written application for membership (in such form as the directors require), signed by him/her and specifying the category for membership for which he/she is applying an application for membership must be accompanied by a remittance for the full amount of the membership subscription applicable to the category of membership for which he/she is applying.

13. A person applying for Full Membership shall lodge with the company any information and evidence in support of his/her application which the directors may require.

14. Each application for membership shall be considered by the directors at the first meeting of the directors which is held after receipt by the company of the written application and remittance (and, if required by the directors, supporting information and evidence) required under articles 12 and 13.

15. The directors shall, within a period of seven days after the meeting at which an application for membership is considered, notify the applicant in writing of the directors' decision as to whether or not to admit him/her to Full Membership or (as the case may be) Associate Membership, if the decision was to refuse admission, the directors shall return to the applicant the remittance lodged by him/her under article 12.

Membership subscription

16. Unless otherwise determined by ordinary resolution, the amount of the membership subscription for Full Members shall be £10, payable at the time when the person applies for Full Membership; a Full Member shall not be liable to pay membership subscriptions on an annual or other recurring basis.
17. Unless otherwise determined by ordinary resolution the amount of the annual membership subscription for Associate Members shall be £10.

18. The annual membership subscription for Associate Members shall be due on each accounting reference date of the company and shall (subject to articles 12 – 22) be taken to cover the period from one accounting reference date to the date falling immediately prior to the next accounting reference date.
19. The directors shall give to the Associate Members at least 10 days' notice of each accounting reference date; each notice shall specify the amount of the membership subscription which will be due and shall state the possible consequence (under the following article) of failure to make payment.
20. If the company has not received the annual membership subscription payable by an Associate Member within 14 days after the accounting reference date on which it fell due, the directors may by resolution expel that person from Associate Membership; if, however, proper notice under article 19 was not given, an Associate Member shall not be liable to be expelled under this article unless he/she fails to pay the subscription within 24 days after notice requiring payment has been given to him/her.

Withdrawal from membership

21. Any person who wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors require), signed by him/her; on receipt of the notice by the company he/she shall cease to be a member.
22. A person who ceases to be a member shall not be entitled to any refund (total or partial) of the membership subscription.

General meetings

23. All general meetings other than annual general meetings are to be called extraordinary general meetings.
 24. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 293A(2) of the Act).
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25. Subject to the proceeding article and to the requirements under section 366 of the Act (which lay down the maximum period which can pass before the first annual general meeting and the maximum period between one annual general meeting and the next), the directors may convene general meetings whenever they think fit.

Notice of general meetings

26. At least twenty one clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 31) or a resolution requiring special notice is posted, and also the day of the meeting should be excluded.
27. The reference to "clear days" in article 26 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting should be excluded.
28. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of any business to be dealt with at the meeting and (b) if a

special resolution (see article 31) (or a resolution requiring special notice under the Act) is to be proposed, shall also state the fact, giving the exact terms of the resolution

29. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting
30. Notice of every general meeting shall be given to all the members and directors and (if there are auditors in office at the time) to the auditors

Special resolutions and ordinary resolutions

31. For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 26 and 28; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting
32. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
 - (a) to alter its name
 - (b) (subject to provisions of the Act) to alter its memorandum of association with respect to the companies objects
 - (c) to alter any provision of these articles or adopt new articles of association
33. For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against, and (as applicable) the chairpersons casting vote) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 26 and 28.

Proceedings at general meetings

34. No business shall be transacted at any meeting unless a quorum is present; six Full Members, present in person, shall be a quorum.
35. For the avoidance of doubt, an Associate Member shall not be counted in determining whether a quorum is present at any meeting.
36. If the quorum required under article 34 is not present within half an hour 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 chairperson of the meeting.
37. The chairman shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if the chairman is not present and willing to act as chairperson within half an hour of the time appointed for holding the meeting, the vice-chairman shall preside as chairperson.
38. If neither the chairman nor the vice-chairman is present and willing to act as chairperson of a meeting within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson or, if there is only one director present and willing to act, he/she shall be chairperson.
39. A director shall, even if he/she is not a member, be entitled to attend and speak at any general meeting.

40. The chairperson may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests him/her to do so), adjourn the meeting but not for a period in excess of thirty days; no notice need be given of an adjourned meeting.
41. A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairperson, or by at least two members present in person at the meeting.
42. If a secret ballot is demanded in accordance with the preceding article it shall be taken at once and shall be conducted in such manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Votes of members

43. Every Full Member shall have one vote which (whether on a show of hands or on a secret ballot) must be given personally.
44. For the avoidance of doubt, an Associate Member, although entitled to attend and speak at general meetings, shall not be entitled to vote.
45. In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting shall be entitled to a casting vote in addition to any other vote he/she may have.

Categories of director

46. For the purposes of these articles:

“Member Director” means a director (drawn from the Full Members of the company) appointed under articles 49 to 55.

“Appointed Director” means a (non-member) director appointed or re-appointed by the directors under articles 56 to 58.

47. The maximum number of directors shall be ten, the board will be made up of a mixture of Member Directors and Appointed Directors with no more than eight of either”
48. For the avoidance of doubt, an Associate Member shall not be eligible to serve as a Member Director.
49. Any Full Member who wishes to be considered for election as a director at an annual general meeting must lodge with the company a written notice (in such form as the directors require), confirming that he/she is willing to be appointed; the notice must be signed by him/her and must be lodged with the company at least seven days before the date of the annual general meeting.
50. At an annual general meeting the company may elect as a director (a “Member Director”) any Full Member who has given notice of his/her willingness to accept appointment in accordance with the preceding article.
51. The directors may at any time appoint any Full Member (providing he/she is willing to act) to be a director (a “Member Director”), either to fill a vacancy or as an additional director.
52. At the first annual general meeting, all the Member Directors shall retire from office.

53. At each annual general meeting (other than the first):
- a) Any Member Director who was appointed by the directors (under article 51) in the period from the date of the last annual general meeting shall retire from office.

And

- (b) out of the remaining Member Directors, the four directors who have been longest in office since they were last appointed or re-appointed shall retire from office.
54. If two or more directors were appointed or re-appointed on the same date, the question of which of them is to retire under paragraph (b) of article 53 shall be decided by some random method.
55. The company may at any annual general meeting re-elect any Member Director who retires from office at the meeting under article 52 or 53 (providing he/she is willing to act); if any such Member Director is not re-appointed, he/she shall retain office until the meeting appoints someone in his/her place or, if it does not do so, until the end of the meeting.

Appointment, vacating of office, re-appointment: Appointed Directors

56. In addition to their powers of appointment under article 51, the directors may at any time appoint any non-member (other than an employee of the company) to be a director (an "Appointed Director") providing he/she is willing to act, either to fill a vacancy or as an additional director.
57. At the conclusion of each annual general meeting (including the first), all Appointed Directors shall vacate office.
58. Immediately following each annual general meeting, the directors may re-appoint any person who, as an Appointed Director, vacated office under the preceding article at the conclusion of the annual general meeting; the directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy.

Disqualification and removal of directors

59. A director shall vacate office if:-
- (a) he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director.
 - (b) he/she is sequestered
 - (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - (d) he/she becomes an employee of the company
 - (e) he/she resigns office by notice to the company
 - (f) he/she is absent for a period of more than four months (without permission of the directors) from meetings of directors held during that period and the directors resolve to remove him/her from office
- or
- (g) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

Appointments to office

60. Directors shall be appointed to hold the office of chairman, vice-chairman, treasurer and any other offices within the directors may consider appropriate.
61. The appointments under the preceding article shall be made at meetings of directors.
62. Each office shall be held (subject to article 63) until the conclusion of the annual general meeting which next follows appointment; a director whose period of office expires under this article may be re-appointed to that office under article 60 (providing he/she is willing to act)
63. The appointment of any director to an office under article 60 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.
64. If the appointment of a director to any office under article 60 terminates, the directors shall appoint another director to hold the office in his/her place.

Directors' interests

65. Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial), a director (not withstanding his/her office):-
 - (a) may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company
 - (b) may be a party to, or have some other personal interest in, any transaction in which the company or any associated company has an interest
 - (c) may be a director or secretary of, or employed by, or have some other personal interest in, any associated companyAnd
 - (d) shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit
66. For the purposes of the preceding article an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers; the references to "associated company" shall be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest.

Directors' remuneration and expenses

67. No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any office under article 60.
68. The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meeting of directors, general meeting or meetings of committees of directors or otherwise in connection with the carrying-out of their duties.

Powers of directors

69. Subject to the provisions of the Act, the memorandum of association and these 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.
70. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

Proceedings of directors

71. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
72. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
73. Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson shall have a second or casting vote.
74. 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 four.
75. The continuing directors or 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/she may act only for the purpose of filling vacancies or of calling a general meeting.
76. Unless he/she is unwilling to do so, the chairman shall preside as chairperson at every meeting of the directors at which he/she is present; if the chairman is unwilling to act as chairperson or is not present within 15 minutes after the time appointed for the meeting, the vice-chairman shall preside as chairperson.
77. If neither the chairman nor the vice-chairman is present and willing to act as chairperson of a meeting within 15 minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
78. A director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company.
79. For the purposes of the preceding article, an interest of a person who is taken to be connected with a director for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company), shall be treated as a personal interest of the director.
80. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
81. The company may by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 78 and 80.

Delegation to committees of directors and holders of offices

82. The directors may delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the chairman or a director holding any other office such of their powers as they consider appropriate.
83. Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and may be revoked or altered.
84. Subject to any condition imposed in pursuance of the preceding article, 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.

Secretary

85. 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

86. The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors, and meetings of committees of directors; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present and the minutes of each meeting shall be signed by the chairperson of that meeting.

Accounts

87. No member shall (as such) have any right of inspecting any account book or document of the company except as conferred by statute or directors or by ordinary resolution of the company.

Notices

88. Any notice to be given in pursuance of these articles shall be in writing; the company may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address.
89. Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four 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.

Winding-up

90. If the company is wound up, the liquidator shall give effect to the provisions of clause 7 of the memorandum of association.

Indemnity

91. 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 the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office including, without prejudice to that generality, any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence default, breach of duty or breach of trust in relation to the affairs of the company.

Interpretation

92. In these articles "the Act" means the Companies Act 1985; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.

