

MEMORANDUM OF ASSOCIATION

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

MEMORANDUM of ASSOCIATION

of

EAST LAMMERMUIR COMMUNITY BENEFIT FUND LTD

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of

EAST LAMMERMUIR COMMUNITY BENEFIT FUND

LTD

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the Company.

Name of each subscriber	Signature of each subscriber
Director 1	
Director 2	
Director 3	
Director 4	
Director 5	

ARTICLES OF ASSOCIATION

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EAST LAMMERMUIR COMMUNITY BENEFIT FUND LTD

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Constitution of Company

- 1 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this Company.

Defined terms

- 2 In these articles of association, unless the context requires otherwise:
 - (a) "Act" means the Companies Act 2006;
 - (b) "Community" means the residents within the vicinity of the Crystal Rig wind farms and, without limitation, the area of East Lammermuir;
 - (c) "electronic form" has the meaning given in section 1168 of the Act;
 - (d) "property" means any property, heritable or moveable, real or personal, wherever situated;
 - (e) "ELCC" means East Lammermuir Community Council;
 - (f) "ELCC area" is the area as set by East Lothian Council using the East Lammermuir Community Council Boundary as modified from time to time;
 - (g) "Principal Funder" means Fred Olsen Renewables through the Crystal Rig companies.
- 3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

- 4 The Company has the following objects:
 - to distribute such sums of its annual income that it deems appropriate in the ELCC area to enable a more sustainable community through enabling local projects adhering to guidelines determined by the Principal Funder;
 - to hold, manage and administer community benefit funds received from local windfarm companies which contribute to Community benefits;
 - to help finance projects which benefit the inhabitants of the ELCC area and in some cases, the wider community outside this immediate geographical area;
 - to assist the inhabitants of the ELCC area to continue their learning through further and/or higher education;
 - to complement the Articles of Association of the Company;
 - to work with East Lammermuir Community Benefit Trust to further the aims and objects of that organisation;

to both fund and support projects that:

- promote or improve sustainability both environmental and social,
- maintain or improve village buildings for the Community,
- offer recreation and improved health and wellbeing,
- support measures that save lives,
- tackle child poverty, promote inclusion and reduce inequality, address social isolation and loneliness,
- encourage innovation, skills, employment and improve rural business opportunities, develop life skills and experiences, i.e. budgeting, cooking, literacy, support preparation for work or training,
- improve digital and mobile connectivity,
- encourage self-reliance and schemes that involve communities working together, bring everyone together and encourage cohesion between the different communities as well as within the communities themselves,
- reflect the very different needs and profiles of the communities in East Lammernuir,
- organise events for the Community,
- facilitate out of school activities,
- deliver community food and other Community support projects.

5 The Company's objects are restricted to those set out in article 4.

Powers

6 In pursuance of the objects listed in article 4 (but not otherwise), the Company shall have the following powers:

- (a) The award and issue of grants to establish, maintain and develop Community facilities to support Community learning, healthy living initiatives, educational and cultural activities, training activities, leisure pursuits and accommodation for Community groups, and for public sector agencies which provide services of benefit to the Community;
- (b) The award and issue of grants to advise in relation to, prepare, organise, conduct and/or support training courses, educational and training events and activities;
- (c) To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio visual recordings, multimedia products and display materials, and to create and maintain a website or websites;
- (d) The award and issue of grants to promote and/or support other projects and programmes which further the objects of the Company;
- (e) To provide information, advisory, support and/or consultancy services which further the objects of the Company;
- (f) To liaise with local authorities, central government authorities and agencies, charities/community benefit bodies and others, all with a view to furthering the objects of the Company;

- (g) 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;
- (h) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Company's activities;
- (i) To improve, manage, develop, and review all or any part of the property and rights of the Company;
- (j) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Company;
- (k) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities;
- (l) To borrow money, and to give security in support of any such borrowings by the Company, in support of any obligations undertaken by the Company or in support of any guarantee issued by the Company;
- (m) To employ such staff as are considered appropriate for the proper conduct of the Company's activities;
- (n) To engage such consultants and advisers as are considered appropriate from time to time;
- (o) To effect insurance of all kinds (which may include officers' liability insurance);
- (p) To invest any funds which are not immediately required for the Company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments);
- (q) To take such steps as may be deemed appropriate for the purpose of raising funds for the Company's activities;
- (r) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
- (s) To oppose, or object to, any application or proceedings which may prejudice the Company's interests;
- (t) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Company, and to enter into any arrangement for co-operation or mutual assistance with any charity;
- (u) To do anything which may be incidental or conducive to the furtherance of any of the Company's objects;
- (v) To carry out any activity to engage with and research the needs and aspirations of the Community.

For the avoidance of doubt the organisation may support and promote its interests and purposes outwith the immediate area of benefit.

Restrictions on use of the Company's assets

- 7 The income and property of the Company shall be applied solely towards promoting the Company's objects (as set out in article 4) and in particular

(but without limiting the generality of that provision) any surplus funds or assets of the Company must be applied for the benefit of the Community. The Company shall not be obliged to distribute all of its income in any one year.

- 8 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.
- 9 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.
- 10 No benefit (whether in money or in kind) shall be given by the Company to any director except:
 - (a) repayment of out-of-pocket expenses; or
 - (b) reasonable payment in return for particular services (not being of a management nature) actually rendered to the Company.

Liability of Members

- 11 Each member undertakes that if the Company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the Company, to be applied towards:
 - (a) payment of the Company's debts and liabilities contracted before he/she ceases to be a member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.

General structure

- 12 The structure of the Company consists of:
 - (a) the MEMBERS who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Act; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves; and
 - (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Company; in particular, the directors are responsible for monitoring the financial position of the Company.

Qualifications for membership

- 13 The members of the Company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 14 to 19.
- 14 Membership shall comprise

(a) all members of East Lammermuir Community Council (ELCC) unless prohibited under other clauses of the articles;

(b) Co-opted directors of the Company.

15 An individual, once admitted to membership, shall cease to be a member if he/she ceases to be eligible for membership in terms hereof.

16 Employees of the Company shall not be eligible for membership; a person who becomes an employee of the Company after admission to membership shall automatically cease to be a member.

Minimum number of members

17 The minimum number of members is 4.

18 /19 In the event that the number of members falls below 4 the directors may not conduct any business other than to ensure the admission of sufficient members to achieve the minimum number.

REGISTER OF MEMBERS

20 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

Expulsion from membership

21 Any person may be expelled from membership by special resolution (see article 34), providing the following procedures have been observed:

(a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion; and

(b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

22 Membership shall cease on death.

23 A member may not transfer his/her membership to any other person.

General meetings (meetings of members)

24 The directors shall convene an annual general meeting in each year (but excluding the year in which the Company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the Company.

- 25 Not more than 15 months shall elapse between one annual general meeting and the next.
- 26 The business of each annual general meeting shall include:
- (a) a report by the chair on the activities of the Company;
 - (b) consideration of the annual accounts of the Company;
 - (c) the election/re-election of directors, as referred to in articles 55 to 58.
- 27 The directors may convene an extraordinary general meeting at any time.
- 28 The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of general meetings

- 29 At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting.
- 30 The reference to "clear days" in article 29 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
- 31 A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 35) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 32 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.
- 33 Notice for every general meeting shall be given:
- (a) in hard copy form or
 - (b) in writing or, (where the individual to whom notice is given has notified the Company of an address to be used for the purpose of electronic communication) in electronic form; or
 - (c) subject to the Company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.
- 34 Members are to be permitted to participate in general meetings by way of audio and/or audio visual link(s), the members must in advance of the meeting be provided with details of how to connect and participate via that link or link(s) and (particularly for the benefit of those attendees who may have difficulties in using a computer or laptop for this purpose) the members attention should be drawn to the following options:

- (a) participating in the meeting via an audio link accessed by phone, using dial in details (if that forms part of the arrangements);
- (b) where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend, the ability to attend the meeting in person.

An electronic general meeting need not be held at any particular place and may be held without any number of those participating being together at the same place.

An electronic general meeting may be held, and any votes may be permitted to be cast, by such electronic or other means as the board shall decide.

These articles impose certain requirements regarding the use of audio and/or audio visual links as a means of participation and voting at general meetings providing the arrangements made by the board in relation to a given general meeting (and the manner in which the meeting is conducted) are consistent with those requirements of an in person meeting. Where such participation is effected, all other relevant provisions of these articles shall be read and construed accordingly.

Special resolutions and ordinary resolutions

- 35 For the purposes of these articles (and without prejudice to written resolution procedures), 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 29 to 33; 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.
- 36 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; or
 - (b) to alter any provision of these articles or adopt new articles of association
- 37 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 against), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 29 to 33.

Procedure at general meetings

- 38 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 4 individuals entitled to vote.
- 39 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, 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.
- 40 The chair of the Company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 41 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such date, time and place as the chairperson may determine.
- 42 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
- 43 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
- (a) shall lodge with the Company, at the Company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or
 - (b) shall send by electronic means to the Company, at such electronic address as may have been notified to the members by the Company for that purpose, an instrument of proxy (in such form as the directors require);
- providing (in either case), the instrument of proxy is received by the Company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- 44 An instrument of proxy which does not conform with the provisions of article 43, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 45 A member shall not be entitled to appoint more than one proxy to attend on the same occasion as stated in article 42.
- 46 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting but shall be a member of the Company.
- 47 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot,

unless notice of such termination was received by the Company at the Company's registered office (or, where sent by electronic means, was received by the Company at the address notified by the Company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

- 48 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote.
- 49 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- 50 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Categories of director

- 51 For the purposes of these articles:

"director" means a director nominated by ELCC for a period of years determined by ELCC (drawn from the membership of ELCC) appointed under articles 54 to 58;

"Co-opted director" means a director appointed or re-appointed by the directors under articles 59 to 61.

Maximum/minimum number of directors

- 52 The maximum number of directors shall be 11; out of that number, no more than 8 shall be elected directors and no more than 3 shall be Co-opted directors.
- 53 The minimum number of directors shall be 4, (of whom a majority must be elected directors). The first directors shall be the subscribers to the Memorandum of Association.

Eligibility

- 54 A person shall not be eligible for appointment as a director unless he/she is a member of ELCC; a person appointed as a Co-opted director need not, however, be a member of ELCC.

Appointment, Retiral, Removal: Directors

- 55 At the annual general meeting the members may elect any ELCC member nominated by ELCC (providing he/she is willing to act) to be a director.

- 56 At the first annual general meeting, one quarter or more (to the nearest round number) of the directors shall retire from office but are eligible for re-election
- 57 The directors to retire under article 56 shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined as agreed by the directors or failing an agreement by ballot.
- 58 A director who retires from office under article 56 shall be eligible for re-election.

Appointment/re-appointment: Co-opted Directors

- 59 In addition to their powers the directors may (subject to article 50) at any time appoint any non-member of ELCC (providing he/she is willing to act) to be a director (a "Co-opted director") on the basis that he/she has specialist experience and/or skills which could be of assistance to the directors.
- 60 At each annual general meeting, all of the Co-opted directors shall retire from office – but shall then be eligible for re-appointment under article 59.
- 61 Co-opted directors will be entitled to equal voting rights inter se namely one vote on a show of hands.

Termination of office

- 62 A director shall automatically vacate office if:
 - (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;
 - (b) 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 ceases to be a member of the Company;
 - (e) he/she becomes an employee of the Company;
 - (f) he/she resigns office by notice to the Company;
 - (g) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office; or
 - (h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

Register of directors

- 63 The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director.

Office bearers

- 64 The directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.
- 65 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
- 66 A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

Powers of directors

- 67 Subject to the provisions of the Act and these articles, and subject to any directions given by special resolution, the Company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the Company.
- 68 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

- 69 A director who has a personal interest in any transaction or other arrangement which the Company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (in terms of article 82) from voting on the question of whether or not the Company should enter into that arrangement.
- 70 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.
- 71 Provided:
- (a) he/she has declared his/her interest;
 - (b) he/she has not voted on the question of whether or not the Company should enter into the relevant arrangement; and
 - (c) the requirements of article 73 are complied with;
- a director will not be debarred from entering into an arrangement with the Company in which he/she has a personal interest (or is deemed to have a personal interest under article 70) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
- 72 No director may serve as an employee (full time or part time) of the Company, and no director may be given any remuneration by the Company for carrying out his/her duties as a director.
- 73 Where a director provides services to the Company or might benefit from any remuneration paid to a connected party for such services, then:

- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;
 - (b) the directors must be satisfied that it would be in the interests of the Company to enter into the arrangement (taking account of that maximum amount); and
 - (c) fewer than half of the directors must be receiving remuneration from the Company (or benefit from remuneration of that nature).
- 74 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at directors' meetings

- 75 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors. Directors (some or all) are to be permitted to participate in a board meeting by way of audio and/or audio-visual link(s), the directors must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those attendees who may have difficulties in using a computer or laptop for this purpose) the directors attention should be drawn to the following options:
- (a) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 - (b) where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person.

An electronic directors meeting need not be held at any particular place and may be held without any number of those participating in the meeting being together at the same place.

An electronic directors meeting may be held, and any votes may be permitted to be cast, by such electronic or other means as the board shall decide.

These articles impose certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at board meetings; providing the arrangements made by the board in relation to a given board meeting (and the manner in which the meeting is conducted) are consistent with those requirements of an in person meeting.

- 76 Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall (subject to article 77) have a casting vote.
- 77 The chairperson of the meeting shall not be entitled to have a casting vote if he/she is a Co-opted director.

- 78 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall (subject to article 77) be 4.
- 79 If at any time the number of directors in office falls below the number fixed as the quorum or fails to comply with the provisions of article 52, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 80 Unless he/she is unwilling to do so, the chair of the Company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 81 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
- 82 A director shall not vote at a directors' meeting (or at a meeting of a sub-committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Company; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 83 For the purposes of article 82, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited Company of which he/she is a substantial shareholder or director, has a personal interest in that matter.
- 84 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.
- 85 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 82 to 85.

Conduct of directors

- 86 Each of the directors shall, in exercising his/her functions as a director of the Company, act in the interests of the Company; and, in particular, must:
- (a) seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its objects (as set out article 4);
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - (c) in circumstances giving rise to the possibility of a conflict of interest between the Company and any other party:
 - (i) put the interests of the Company before that of the other party, in taking decisions as a director;

- (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the Company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question.

Delegation to sub-committees

- 87 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the Company (or the holder of any other post) such of their powers as they may consider appropriate.
- 88 Any delegation of powers under article 87 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 89 The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

- 90 The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Company; at least one out of the two signatures must be the signature of a director.

Secretary

- 91 The directors shall (notwithstanding the provisions of the Act) appoint a Company secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the Company secretary, and such conditions of appointment shall be as determined by the directors; the Company secretary may be removed by them at any time.

Minutes

- 92 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

- 93 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 94 The accounting records shall be maintained by the treasurer and overseen by the chairperson, or otherwise by, or as determined by, the directors; such records shall be kept at such place or places as the directors think fit and shall always be available for inspection by the directors.

95 The directors shall prepare annual accounts, complying with all relevant statutory requirements.

Notices

96 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the Company or (in the case of a member who has notified the Company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.

97 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

98 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Winding-up

99 If on the winding-up of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall not be paid to or distributed among the members of the Company but shall be transferred to some other local organisation as may be approved by the Principal Funder and 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 do articles 8 to 11.

100 The organisations to which property is transferred under article 99 shall be determined by the members of the Company for approval of the Principal Funder at or before the time of dissolution or, failing such determination, by such court as may have or may acquire jurisdiction.

101 To the extent that effect cannot be given to the provisions of articles 99 and 100, the relevant property shall be applied to some charitable purpose or purposes.

Indemnity

102 Every director or other officer or auditor of the Company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of 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; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), 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 any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Company.

103 The Company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the Company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).