

DATE: 19.1.06

NO: 310132 1

THE COMPANIES ACTS 1985

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

MEMORANDUM and ARTICLES of ASSOCIATION

of

BODHI ECO PROJECT

Burness 

242 West George Street, Glasgow G2 4QY

Telephone: 0141 248 4933 FAS: 8859

www.burness.co.uk

THE COMPANIES ACTS 1985

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

MEMORANDUM of ASSOCIATION

of

BODHI ECO PROJECT

- 1 The company's name is "Bodhi Eco Project".
- 2 The company's registered office is to be situated in Scotland.
- 3 The company's objects are:-
 - (1) To advance education, and in particular with regard to (i) the development and operation of ecological co-housing projects and the social benefits which can be achieved through an eco/co-housing approach (ii) ecology (iii) permaculture and (iv) principles of non-violent communication and other methodologies for facilitating more harmonious social interaction.
 - (2) To provide, or assist in the provision of, housing for those in necessitous circumstances and/or housing specially adapted to meet the needs of older people or people with mental or physical disability, illness or impairment.
 - (3) To advance education through promotion of the arts.
 - (4) To operate and/or support other charitable projects and programmes for the benefit of the community.

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

- (a) To advise in relation to, prepare, organise and/or conduct conferences, seminars and training courses, and educational and training events and programmes of all kinds.
- (b) To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings, display materials and multimedia products, and to create and maintain a website or websites.

- (c) To advise in relation to, commission and/or conduct research projects and programmes, and to publish and promote the findings of such research.
- (d) To liaise with central government authorities and agencies, local authorities, local enterprise companies, voluntary sector organisations, schools, colleges, universities and other educational establishments and others, all with a view to furthering the aims of the company.
- (e) 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, stocks, debentures and other interests in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- (f) To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.
- (g) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- (h) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- (i) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- (j) 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.
- (k) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- (l) To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (m) To engage such professionals and technical consultants and advisers as are considered appropriate from time to time.
- (n) To effect insurance of all kinds (which may include officers' liability insurance).

- (o) 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).
- (p) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the company's objects.
- (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 charitable body.
- (u) To do anything which may be incidental or conducive to the furtherance of any of the company's objects.

And it is declared that

- (i) in this clause, "property" means any property, heritable or moveable, wherever situated
 - (ii) 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.
- 4
- (a) The income and property of the company shall be applied solely towards promoting the company's 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 to any director except (i) repayment of out-of pocket

expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

- 5 The liability of the members is limited.
- 6 Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if 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 company's 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.
- 7
 - (a) 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 charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does clause 4 of this memorandum of association.
 - (b) The body or bodies to which property is transferred under clause 7(a) 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.
 - (c) To the extent that effect cannot be given to the provisions of clauses 7(a) and 7(b), the relevant property shall be applied to some other charitable object or objects.
- 8 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

1.

2.

3.

4.

Dated

Witness to the above signatures:-

THE COMPANIES ACTS 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES of ASSOCIATION
of
BODHI ECO PROJECT

CONTENTS

Membership - qualifications, admission, cessation	articles 1 to 19
AGMs & EGMs - notice of meetings, resolutions, quorum, voting	articles 20 to 46
Directors - categories, appointment, vacating of office	articles 47 to 59
Directors - offices, personal interests, powers	articles 60 to 70
Meetings of directors, calling of meetings, voting, quorum, alternate directors, appointment, vacating office, sub-committees	articles 71 to 86
General - secretary, minutes, definitions and interpretation	articles 87 to 96

Membership

- 1 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) have important powers under the articles of association and the Companies Acts; in particular, the Full Members elect people to serve as directors and take decisions in relation to changes to the articles themselves;
 - (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.

- 2 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 4 to 9.

Categories of membership

- 3 For the purposes of these articles

“Full Member” means a member admitted under article 4;

“Full Membership” shall be construed accordingly,

“Associate Member” means a member admitted under article 5;

“Associate Membership” shall be construed accordingly.

Qualifications for membership

- 4 Full Membership shall (subject to articles 6 and 8) be open to any individual whom the directors consider to be in a position to make a substantial contribution towards the activities of the company.
- 5 Associate Membership shall (subject to articles 6 and 8) be open to any individual who wishes to support the aims and activities of the company but is not eligible for Full Membership.
- 6 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.

Application for membership

- 7 Any person eligible for membership under articles 4 or 5 who wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require), signed by him/her; an application for membership must be accompanied by a remittance for the full amount of the annual membership subscription.
- 8 The directors may, at their discretion, refuse to admit any person to membership.
- 9 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 required under article 7; the directors shall, within a reasonable time after the meeting at which an application for membership is considered, notify the applicant of the directors' decision as to whether or not to admit him/her to membership; if the decision was to refuse admission, the directors shall return to the applicant the remittance lodged by him/her under article 7.

Membership subscription

- 10 The amount of annual membership subscription shall be £10 or such other sum as may be determined by ordinary resolution; the directors may, at their discretion, reduce or waive the annual membership subscription in relation to a particular individual or individuals or category/categories of individuals for a specific membership year.
- 11 The annual membership subscriptions shall be payable on or before the date occurring four weeks after the annual general meeting in each year.
- 12 The members may vary the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of an ordinary resolution to that effect passed at an annual general meeting.
- 13 If the membership subscription payable by any member remains outstanding more than six weeks after the date on which it fell due (and providing he/she has been given at least one written reminder) the directors may, by resolution to that effect, expel him/her from membership.
- 14 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

Register of members

- 15 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 ceases to be a member.

Withdrawal from membership

- 16 Any person who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she shall cease to be a member.

Expulsion from membership

- 17 Any person may be expelled from membership by special resolution (see article 30), providing the following procedures have been observed:
 - (a) at least 21 day's notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
 - (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

- 18 Membership shall cease on death.
- 19 A member may not transfer his/her membership to any other person.

General meetings

- 20 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.
- 21 Not more than 15 months shall elapse between one annual general meeting and the next.
- 22 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 49 to 55
- 23 The directors may convene an extraordinary general meeting at any time.
- 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 392A of the Act).

Notice of general meetings

- 25 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 30) or a resolution requiring special notice under the Act is to be proposed; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.
- 26 The reference to "clear days" in article 25 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 contained in electronic communication, the day after the time when it was sent) and also the day of the meeting, should be excluded.
- 27 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 30) (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.
- 28 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting is to be called an extraordinary general meeting.
- 29 Notice of every general meeting shall be given (either 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 communications, by way of electronic communication) to all the members and directors, and (if auditors are in office at the time) to the auditors.

Special resolutions and ordinary resolutions

- 30 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 25 to 29; 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.
- 31 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 the provisions of the Act) to alter its memorandum of association with respect to the company’s objects
 - (c) to alter any provision of these articles or adopt new articles of association.
- 32 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 chairperson’s casting vote) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 25 to 29.

Proceeding at general meetings

- 33 No business shall be transacted at any general meeting unless a quorum is present; the quorum for a general meeting shall be the higher of (a) six; or (b) one third of the total number of Full Members, present in person or represented by proxy; for the avoidance of doubt, no account shall be taken of any Associate Members in determining whether a quorum is present.
- 34 If the quorum required under article 33 is not present within fifteen minutes after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 35 The Chair shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if the Chair is not present and willing to act as chairperson within fifteen minutes of the time appointed for holding the meeting, the Vice Chair shall preside as chairperson of the meeting.
- 36 If neither the Chair nor the Vice Chair is present and willing to act as chairperson within fifteen minutes of the time appointed for holding the

meeting, the directors present shall elect one of their number to act as chairperson.

- 37 The chairperson of a general meeting may, with the consent of the meeting adjourn the meeting to such time and place as the chairperson may determine.
- 38 If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
- 39 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 any person present at the meeting and entitled to vote (whether as a member or as the proxy for a member).
- 40 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

- 41 Subject to article 46, every Full 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.
- 42 For the avoidance of doubt, Associate Members shall be entitled to attend and speak (but not vote) at any general meeting.
- 43 A Full Member who wishes to appoint a proxy to vote on his/her behalf at any meeting must either
- (a) lodge with the company, prior to the time when the meeting commences, a written proxy form, signed by him/her; or
 - (b) send to the company, at the address notified to the members by the company for that purpose, an electronic communication containing the appointment of a proxy, and on the basis that to be valid such electronic communication must be received by the company at that address not less than 24 hours before the time when the meeting commences.
- 44 A proxy need not be a member of the company.
- 45 A Full Member shall not be entitled to appoint more than one proxy to attend the same meeting.
- 46 Subject to article 38, a proxy appointed to attend and vote at any meeting instead of two or more members shall not exercise more than two votes, even if the proxy is himself/herself a member.

Categories of directors

47 For the purposes of these articles

“**Elected Director**” means a director elected, re-elected or appointed under articles 49 to 55

“**Co-opted Director**” means a director appointed or re-appointed under articles 56 to 58

Number of directors

48 The maximum number of directors shall be 11 of whom no more than 9 may be Elected Directors and no more than two may be Co-opted Directors.

Appointment, retirement, re-election: Elected Directors

49 At each annual general meeting, the Full Members may (subject to article 48) elect any Full Member (providing he/she is willing to act) to be a director (an “**Elected Director**”).

50 Any Full Member who wishes to be considered for election as an Elected 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.

51 The directors may (subject to article 48) at any time appoint any Full Member (providing he/she is willing to act) to be a director.

52 At the first annual general meeting, all of the Elected Directors shall retire from office.

53 At each annual general meeting (other than the first):-

(a) any director appointed under article 51 during the period since the preceding annual general meeting shall retire from office;

(b) out of the remaining Elected Directors one third (to the nearest round number) shall retire from office.

54 The directors to retire under paragraph (b) of article 53 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 by some random method.

55 A director who retires from office under article 52 or 53 shall be eligible for re-election.

Appointment, vacating of office, re-appointment: Co-opted directors

- 56 Subject to article 48, the directors may at any time appoint any individual other than an employee of the company to be a director (a “**Co-opted Director**”) providing he/she is willing to act, on the basis that he/she has specialist experience and/or skills which could be of assistance to the directors.
- 57 At the conclusion of each annual general meeting, all of the Co-opted Directors shall vacate office.
- 58 Immediately following each annual general meeting, the directors may (subject to article 48) re-appoint any person who, as a Co-opted 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.

Termination of office

- 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 6 months and the directors resolve to remove him/her from office
 - (d) he/she resigns office by notice to the company
 - (e) in the case of an Elected Director, he/she ceases to be a Full Member of the company
 - (f) he/she becomes an employee of the company
 - (g) he/she is absent for 3 or more consecutive board meetings (without permission of the directors) and the directors resolve to remove him/her from office
 - (h) 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 offices of Chair, Vice Chair and Treasurer, and any other offices which the directors may consider appropriate.
- 61 The appointments under the preceding article shall be made at meetings of directors.

- 62 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but each 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 (notwithstanding 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 company; and
 - (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 meetings of directors, general

meetings 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, where possible, by consensus.
- 74 In the event that it is not possible for the directors to reach consensus, questions shall be decided by a majority vote; in the case of an equality of votes, the chairperson shall have a second or casting vote.
- 75 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 be four.
- 76 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.
- 77 The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, they or he/she may act only for the purpose of filling vacancies or of calling a general meeting.
- 78 Unless he/she is unwilling to do so, the Chair shall preside as chairperson at every meeting of directors at which he/she is present; if the Chair is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the Vice Chair shall preside as chairperson of the meeting.
- 79 If neither the Chair nor the Vice Chair is present and willing to act as chairperson within fifteen minutes after the time appointed for holding the meeting, the directors present may appoint one of their number to be chairperson of the meeting.

- 80 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; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 81 For the purposes of article 80, 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.
- 82 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.
- 83 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 80 to 82.

Delegation to sub-committees

- 84 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.
- 85 Any delegation of powers under article 84 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 86 The rules of procedure for any sub-committee shall be as prescribed by the directors.

Secretary

- 87 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

- 88 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 and the company secretary.

Notices

- 89 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; alternatively, in the case of a member who has notified the company of an address to be used for the purpose of electronic communications, the company may give any notice to that member by way of an electronic communication.
- 90 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.
- 91 Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any electronic communication was 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

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

Indemnity

- 93 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 309A, 309B and 310 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 including, 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 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 company.
- 94 For the avoidance of doubt, the company shall be entitled to purchase and maintain for any director insurance against any loss or liability which he/she 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 309A(1) of the Act (negligence etc. of a director).

Definitions and interpretation

95 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.

“electronic communication” has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.

96 References in these articles to the singular shall be deemed to include the plural.

Names and addresses
of subscribers

1.

2.

3.

4.

Dated

Witness to the above signatures:-