

The Companies Act 1985

Company Limited by Guarantee and not having Share Capital

MEMORANDUM of ASSOCIATION

of

EQUALITY NETWORK LIMITED

1. The name of the Association (hereinafter called "the Company") is EQUALITY NETWORK LIMITED.

2. The registered office of the Company will be situated in Scotland.

3.(a) The Company is established

- i. to promote the human rights of Scotland's lesbian, gay, bisexual, transgender and intersex people,
- ii. to promote fair and equal treatment for lesbian, gay, bisexual, transgender and intersex people in the laws, institutions and society of Scotland, and
- iii. to provide assistance to people and organisations working in other countries, to promote equality and human rights for lesbian, gay, bisexual, transgender and intersex people in those countries.

(b) In furtherance of the said objects, but not further or otherwise, the Company shall have power:

- i. to inform, lobby and seek to persuade and encourage members of the public, public institutions and authorities, public and private organisations, the media, courts, Parliaments and Government, both within Scotland and the UK, and internationally.
- ii. to consult with lesbian, gay, bisexual and transgender individuals and organisations about the objects of the Company and its work, to foster and undertake research into any aspect of the objects of the Company and its work, and to disseminate the results of any such consultation or research.
- iii. to develop and distribute information materials and resources.
- iv. to act as a source of information to members of the public, other organisations, companies, bodies, societies, Government departments, Local Authorities, Parliaments and international bodies, and to act as a consultative body to which reference can be made on matters pertaining to the rights of lesbian, gay, bisexual and transgender people in Scotland.

- v. to encourage, facilitate, and assist the activities of, and co-operate with organisations and individuals within and outwith Scotland whose objects are in whole or in part similar to those of the Company.
- vi. to provide teaching, instruction, advice, evaluation and other assistance in connection with the said objects.
- vii. to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, leaflets or other documents or films or recorded tapes.
- viii. to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others.
- ix. to purchase, hire, lease or otherwise procure all such equipment, land and facilities as shall be required in furtherance of the objects.
- x. to give such indemnities as shall be reasonable when accepting gifts, donations or sponsorships but so that no such indemnity given shall exceed the value at the date when such indemnity is given to the Company of such gift, donation or sponsorship as aforesaid.
- xi. to arrange sponsorship of the Company's activities.
- xii. to commission, sell or otherwise deal in the distribution of clothing, badges, trinkets, novelties or other merchandising whether directly, by franchising or otherwise.
- xiii. to award prizes, sponsorships and scholarships.
- xiv. to co-operate and enter into arrangements with any authorities, national, local or otherwise.
- xv. to accept donations, devise and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate.
- xvi. to issue appeals, hold public meetings and take such other steps as may be required for furthering the objects, procuring contributions to the funds of the Company in the shape of donations, or otherwise.
- xvii. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts.
- xviii. to borrow or raise money for the objects of the Company on such terms and (with such consents as may be required by law) on such security as may be thought fit.
- xix. to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company.
- xx. to invest the monies of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- xxi. to make any donation either in cash or assets for the furtherance of the objects of the Company.
- xxii. to establish and support any association or body and to subscribe or guarantee money for purposes calculated to further the objects of the Company.
- xxiii. to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company.
- xxiv. to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit.
- xxv. to amalgamate with any companies, institutions, societies or associations which have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association.

- xxvi. to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
- xxvii. to establish where necessary local branches (whether autonomous or not).
- xxviii. to do all such other things as may be deemed incidental or conducive to the Company's objects or any of them.

Provided that:

- i. in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts.
- ii. the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no Director of the Company shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company not being a Director of the Company for any services rendered to the Company;
- (b) of interest on money lent by any member of the Company or of its board of Directors at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by the board of Directors or 3 per cent whichever is the greater;
- (c) of reasonable or proper rent for premises demised or let by any member, officer or servant;
- (d) to any officer or servant of the Company of reasonable out of pocket expenses.

5. The liability of members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he/she is a member, or within one year after she/he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he/she ceases to be a member, and of the rights of the contributors among themselves, such amounts as may be required not exceeding one pound.

7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Company, but shall be given or transferred to such charitable or philanthropic institution or institutions within the UK or elsewhere, such institutions having objects similar to the objects of the Company, which shall prohibit the distribution of their income and property to an extent at least as great as is imposed on the Company under or by virtue of clause 4

hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

Tim Hopkins
Company Secretary
13th May 2021

The Companies Act 1985

Company Limited by Guarantee and not having Share Capital

ARTICLES of ASSOCIATION

of

EQUALITY NETWORK LIMITED

GENERAL

1. In these Articles the words in the first column below shall have the meanings set out opposite them respectively in the second column, unless the context otherwise requires:

<u>Words</u>	<u>Meanings</u>
The Act	The Companies Act 1985
These presents	These Articles of Association and the regulations of Equality Network Limited from time to time in force
The Company	The above named Company
The Directors	The Directors for the time being of the Company
The Office	The registered office of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in visible form
Mental incapacity / mentally incapable	Mental disorder as defined within the Mental Health Act 1983

And words importing the singular number only shall include the plural number, and vice versa;

words importing the feminine gender only shall include the masculine gender and vice versa; and

subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The number of members with which the Company proposes to be registered is unlimited.

3. The provisions of sections 191(7), 352 and 353 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Company is established for the objects declared in the Memorandum of Association.

MEMBERS

5. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.
6. Any person who desires to be admitted to the membership of the Company must sign and deliver to the Company an application for admission framed in such terms as the Directors may require and incorporating on the part of the prospective member an undertaking to comply with and be bound by the standing orders of the Company. The Directors shall have full discretion as to the admission and non-admission of any person to membership and shall not be bound to assign any reason for the non-admission of any person to such membership.
7. A member may terminate her/his membership of the Company by giving notice in writing to the Secretary.
8. If the Directors resolve, by a majority of not less than two thirds of the Directors present and voting at a meeting of the Directors at which not fewer than four Directors are present, that a member should be excluded from the Company for conduct which in the opinion of the Directors is contrary or prejudicial to the interests of the Company, the member in question shall immediately cease to be a member of the Company, and, notwithstanding anything in these Articles, shall not be re-admitted to membership unless the Directors are satisfied from his/her conduct that re-admission should be permitted. The member and the Directors shall have at least ten clear days notice in writing of the meeting of the Directors at which such resolution shall be voted upon, and the notice shall give particulars of the complaint against the member. The member may attend the said meeting and shall be given all reasonable and proper opportunity of answering the complaint against her/him, and may be present at the voting and, if he/she is a Director, may take part and vote in the proceedings.
9. The rights of members of the Company in regard to the Company's activities (other than in regard to voting, receiving notice of, attending and speaking at General Meetings, eligibility for membership of the board of Directors and other matters expressly provided for in these Articles) shall be determined from time to time by the Directors.
10. The rights and privileges of a member as such shall be personal to him/her individually and shall not be capable of transmission or devolution on his/her death or bankruptcy.
11. ... [deleted by 2010 AGM]

GENERAL MEETINGS

12. The Company shall hold a General Meeting in every calendar year, as its Annual General Meeting, at such time and place as may be determined by the Directors, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation or in the following year.
13. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
14. The Directors may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.

15. Twenty-one days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served and of the day for which it is given), specifying the place, the day and the general nature of the business, shall be given in the manner hereinafter mentioned to such persons (including the Auditors of the Company) as are under these presents or under the Act entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of the them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

16. The accidental omission to give any notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolutions passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. No business shall be transacted at any General Meeting, except the adjournment of the meeting, unless a quorum is present when the meeting proceeds to business. Save as hereinafter otherwise provided, three or one tenth (whichever shall be the greater) of the members of the Company present in person shall be a quorum.

18. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall be dissolved.

19. The Chairperson (if any) of the board of Directors shall preside as Chairperson at every General Meeting, but if there is no such Chairperson, or if at the meeting she/he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside, the members present shall choose some Director, or, if no Director be present, or if all Directors present decline to take the chair, they shall choose some other member who shall be present to preside.

20. The Chairperson may, with the consent of the majority of the members at any meeting (and shall, if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment originated. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairperson or by at least two of the members of the Company present in person or by proxy, or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded, a declaration by the Chairperson of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or has been lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

22. Subject to the provisions of Article 23, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairperson of the meeting shall direct,

and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. No poll shall be demanded on the election of a Chairperson of a meeting, or on any question of adjournment.

24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.

25. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

26. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he/she was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form executed by or on behalf of one or more members.

VOTES OF MEMBERS

27. Subject as hereinafter provided, every member of the Company shall have one vote.

28. Save as herein expressly provided no member other than a member duly registered shall be entitled to vote on any question at any General Meeting.

29. The Chairperson shall have no vote at any General Meeting or Directors' meeting of the Company except:

- (i) where there is an equality of votes
- (ii) on a vote relating to admission to membership
- (iii) on a vote relating to expulsion from membership

in which cases the Chairperson shall be entitled to a vote.

30. In the case of there being a vote requiring a proportion of the votes of the members, and a proportion resulting in a fraction, such number shall be rounded down to the nearest whole number.

31. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote.

32. No person shall be entitled to be appointed as a proxy for a member unless she/he is a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointer or her/his attorney duly authorised in writing.

33. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy thereof, shall be deposited at the registered office of the Company not less than forty-eight hours before the time appointed for the holding of the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall be invalid.

34. Unless notice shall be given to the Company of the death or insanity of the principal, or of its revocation, a vote given in accordance with an instrument of proxy shall be valid.

35. Any instrument of proxy shall be in the following form:

" I
of
a member of Equality Network Limited
hereby appoint
of
to vote for me and on my behalf at the (Annual or Extraordinary, or adjourned,
as the case may be) General Meeting of the Company
to be held on
and at every adjournment thereof.

As witness my hand this day of "

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

ASSOCIATE MEMBERS

36. There may be Associate Members of the Company. Associate Membership shall be honorary and the holders shall not be members of the Company or Directors. They shall be entitled (subject as provided in Article 66 hereof) to receive notice of and to attend and speak at General Meetings of the Company but shall not be entitled to vote at such meetings.

37. Any Associate Member shall remain an Associate Member until the conclusion of the General Meeting of the Company on or next following the anniversary of his/her becoming an Associate Member, or until he/she resigns his/her position by notice in writing delivered to the Office, or until he/she shall be removed by a resolution of the Directors which has received the affirmative vote of not less than two thirds of the Directors voting thereon. Any Associate Member ceasing to be such under this Article shall be eligible for re-appointment.

38. Associate Members may be appointed at any time or times (without limit in number) by the Directors.

39. The Directors shall be entitled to confer at any time or times upon any Associate Member any of the rights which it is entitled to confer upon members of the Company under Article 9 and may at any time or times withdraw any rights so conferred.

DIRECTORS

40. Until otherwise determined by a General Meeting, the number of Directors shall not be less than three nor more than twenty.

41. The Directors may from time to time and at any time appoint any member of the Company as a Director, either to fill a casual vacancy or by way of addition to the board of Directors. Any member so appointed shall retain her/his office only until the next Annual General Meeting, but she/he shall then be eligible for re-election.

POWERS OF THE DIRECTORS

42. The business of the Company shall be managed by the Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, and establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on

behalf of the Company all such acts as may be exercised and done by the Company and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

43. The members for the time being of the board of Directors may act notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be or be reduced to fewer than three, it shall be lawful for the remaining Directors to act as the board of Directors for the purposes of filling up vacancies in the board of Directors under Article 41, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

44. The Secretary shall be appointed by the Directors for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283(1)-(3) and 284 of the Act shall apply and be observed. The Directors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

DISQUALIFICATION OF DIRECTORS

45. The office of a Director shall be vacated:

- (i) If a receiving order is made against him/her or he/she makes any arrangement or composition with his/her creditors.
- (ii) If she/he becomes mentally incapable.
- (iii) If he/she ceases to be a member of the Company.
- (iv) If by notice in writing to the Company she/he resigns her/his office.
- (v) If he/she ceases to hold office by reason of any order made under sections 295 to 299 and Schedule 12 to the Act.
- (vi) If she/he is removed from office by a resolution duly passed pursuant to sections 303 and 304 of the Act.

There shall be no retiring age for Directors, and section 293 of the Act shall not apply.

46. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract, arrangement, or dealing with the Company, shall declare the nature of her/his interest at a meeting of the board of Directors, and subject thereto and subject to the right of the remaining Directors to resolve that she/he withdraw and not vote on the particular matter, she/he may be counted in the quorum present at any meeting of the board of Directors whereat such contract, arrangement or dealing with the Company is considered or entered into and may vote in respect thereof.

ROTATION OF DIRECTORS

47. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one third of the Directors for the time being, or if their number is not a multiple of three then the number nearest to one third, shall retire from office.

48. The Directors to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall be, in the absence of agreement, selected from among them by lot. The length of time a member has been in office shall be computed from his/her last election or appointment. A retiring Director shall be eligible for re-election.

49. The Company may, at the Meeting at which a Director retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself/herself for re-election, be deemed to have been re-elected, unless at such Meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

50. No person not being a Director retiring at the meeting shall, unless recommended by the board of Directors for election, be eligible for election as a Director at any General Meeting, unless within the prescribed time before the day appointed for the Meeting there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the Meeting for which such notice is given, of her/his intention to propose such person to be elected, and also notice in writing signed by that person of her/his willingness to be elected. The prescribed time above mentioned shall be that between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

51. The Company may from time to time in General Meeting increase or reduce the number of Directors and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

PROCEEDINGS OF THE DIRECTORS

52. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum of Directors necessary for the transaction of business. Unless otherwise determined, three or one third (whichever shall be the greater) of the board of Directors shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. Each Director shall have one vote only, except the Chairperson as herein provided.

53. A Director or the Secretary of the Company may, and on the request of any three or one third (whichever shall be the greater) of the members of the board of Directors or the Secretary shall, at any time, summon a meeting of the Directors by notice served upon the several members of the board of Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

54. The Directors shall from time to time elect from their number a Chairperson, a Treasurer, and such other officers as they may from time to time think fit, and may determine their duties and for what periods they are respectively to hold office. The Chairperson shall be entitled to preside at all meetings of the Directors so long as he/she is a member of the Company. If no such Chairperson be elected, or if at any meeting the Chairperson be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Directors present may choose one of their number to be Chairperson of the meeting.

55. A meeting of the board of Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Directors generally.

56. The Directors may delegate any of their powers to sub-committees consisting of such member or members of the board of Directors or other persons as the Directors shall think fit, and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Directors. All acts and proceedings of any such sub-committee or sub-committees shall be reported back as soon as possible to the Directors.

57. All acts bona fide done by any meeting of the Directors or of any sub-committee of the board of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.

58. The Directors shall cause proper minutes to be made of all appointments of officers made by the Directors, and of the proceedings of all meetings of the Company and of the board of Directors and of sub-committees of the board of Directors, and of all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

59. A resolution in writing signed by three or two thirds (whichever shall be the greater) of the members for the time being of the board of Directors or of any sub-committee of the board of Directors who are entitled to receive notice of a meeting of the board of Directors or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such sub-committee duly convened and constituted. Any such resolution may be in several documents in the like form, each signed by one or more of the members of the board of Directors or of such sub-committee.

ACCOUNTS

60. The Directors shall cause accountancy records to be kept in accordance with sections 221-223 of the Act.

61. The books of account shall be kept at the Office, or, subject to section 222 of the Act, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors.

62. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company, or any of them, shall be open to the inspection of members (not being Directors) and no such member shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

63. At the Annual General Meeting in every year the Directors shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account, since the incorporation of the Company) made up to date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Directors and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of

the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings, in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 241 of the Act.

AUDIT

64. Auditors shall be appointed and their duties regulated in the manner provided by sections 236, 237, 241, 262, 384-392 and 713 of the Act or any statutory modification thereof for the time being in force.

NOTICES

65. A notice may be served by the Company upon any member or Associate Member of the Company either personally or by sending it through the post in a pre-paid letter addressed

(i) in the case of notice to a member, to such member at his/her registered address as appearing in the register of members; or

(ii) in the case of notice to any Associate Member, to the Associate Member in question at such address in the United Kingdom as shall have been most recently notified to the Company as being his/her address for service of notices.

66. Any member of the Company described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon her/him, shall be entitled to have notices served upon her/him at such address, but, save as aforesaid and as provided by the Act, only those members of the Company who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company. Any Associate Member of the Company who has not notified the Company of an address in the United Kingdom for service of notices shall not be entitled to receive notices of General Meetings from the Company.

67. Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a pre-paid letter.

DISSOLUTION

68. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

Tim Hopkins
Company Secretary
13th May 2021