

Appendix 1 to draft agenda for the Balerno Village Trust Annual General Meeting 2017

Draft Special Resolution to be proposed by the Board of Directors concerning changes to the Articles of Association

To alter the articles of association

Part A

Company name: **BALERNO VILLAGE TRUST**

Company number: SC369378

Registered charity number: SC043318

At the annual general meeting of the company duly convened and held via Zoom videoconferencing on Wednesday 25 November 2020 at 7.30pm,

The following resolution set out in Part B will be proposed as a special resolution:

Part B

SPECIAL RESOLUTION

(1) The following clauses in the articles of association shall be amended as follows:

Article 8.9a is renumbered as article 8.10, article 8.9b as article 8.11 and article 8.9c as article 8.12.

Article 10A is renumbered as article 11, and article 11 is renumbered as article 12.

Article 11A is deleted and replaced by the following article 13:

13. If no other community body is so approved, such property shall instead be transferred to such Scottish charity as the Scottish Ministers may direct, or to ministers.

Article 12 is renumbered as article 14, and article 13 is renumbered as article 15.

Article 14, 14A and 14B are deleted and replaced by the following article 16:

16. There shall be no limit to the number of persons who may be admitted to any class of membership of the Company.

A new article 17 has been added as follows:

17. The minimum number of full members (as defined in Article 19) is ten. There is no upper limit to the number of persons who may be admitted to any class of membership of the Company.

Article 15 is deleted and replaced by the following article 18:

18. There shall be two classes of membership of the Company as follows: Full Membership and Associate Membership.

Article 16 is deleted and replaced by the following article 19:

19. Subject to Articles 21 and 22 Full Membership shall be open to any individual person who lives and is registered to vote, in the area of benefit defined in Article 4 and who wishes to further the purposes of the Company.

Article 17 is deleted and replaced by the following article 20:

20. Associate Membership shall be open to

20.1 any individual person who wishes to further the purposes of the Company but does not meet the criteria for Full Membership.

20.2 any organisation that is a company or other incorporated body that operates within the area of benefit as defined in Article 4 and wishes to further the purposes of the Company

20.3 the individual nominee of any unincorporated organisation, association, society or trust that operates within the area of benefit as defined in Article 4 and wishes to further the purposes of the Company subject to Articles 32 and 33.

Article 18 is deleted.

Article 19 and 20 deleted and replaced by the following articles 21 and 22:

21. A person who is an employee of the Company is not entitled to either full or associate membership.

22. A Full Member who becomes an employee of the Company shall automatically cease to be a Member.

Articles 21 – 24 are deleted and replaced by the following articles 23-26:

23. Any individual who wishes to become a member must sign, and lodge with the company, an application for membership in a form approved by the Board of Directors, specifying the category of membership for which he/she is applying.

24. Any organisation which is a corporate body and wishes to become an Associate Member must lodge with the company an application for membership in a form approved by the Board of Directors.

25. Any individual nominated under Article 20.3 by an organisation which is an unincorporated body who wishes to become an Associate Member must lodge with the company an application for membership in a form approved by the Board of Directors.

26. All applicants for membership of the company shall provide the Secretary with such other evidence in support of their application as the Directors may require or in accordance with any rules of membership made under Article 200.

Article 25 is renumbered as article 27.

Articles 26 and 27 are deleted and replaced by the following articles:

28. At the first directors' meeting which is held after the receipt of the application, the directors shall review the application (together with any evidence supplied under Article 26) to determine whether the applicant fulfils the qualifications for membership set out in Articles 18,19 and 20 (as the case may be); if, on the basis of that review, the applicant fulfils the qualifications for membership, the directors shall admit the applicant to membership and, within a reasonable time after the meeting, notify the applicant of the outcome of the application.
29. For the avoidance of doubt, in determining whether or not an individual or organisation fulfils the qualifications for membership, the directors shall adhere to a transparent process which enshrines the principles of equal treatment and non-discrimination.

Articles 28, 29 and 30 are deleted.

Articles 31 and 32 are deleted and replaced by the following articles:

30. Subject to Article 31 an organisation admitted into Associate Membership under Article 17b shall appoint and authorise any person aged 16 (sixteen) years or over if it thinks fit to act as its representative at a general meeting of the Company.
31. No organisation admitted to Associate Membership under Article 20.2 shall have the right to authorise as its representative an employee of the Company and the Directors shall have the right to refuse to accept representation of the Associate Member by any person who:
 - 31.1 is already entered as an individual Full or Associate Member of the Company in the Register of Members; or
 - 31.2 is already representing another organisation as an Associate Member of the Company under Article 30; or
 - 31.3 is already representing another unincorporated organisation as an Associate Member of the Company in the Register of Members on behalf of an unincorporated organisation under Article 32;
 - 31.4 who has previously been removed from membership by resolution of the Company under Article 41.

Articles 33 and 34 are deleted and replaced by the following articles:

32. Subject to Article 33, in the case of an unincorporated organisation admitted into Associate Membership under Article 20.2 the party admitted to membership shall be an individual person aged 16 (sixteen) years or over (who shall not be an employee of the Company) nominated from time to time by that organisation. Such an organisation may withdraw or replace its nominee at any time by written notice to the Company, but such that no more than 1 (one) nominee of each such organisation may be entered in the Register of Members as a

current member at any given time. A person whose nomination is withdrawn by an organisation under this Article shall automatically cease to be a member of the Company.

33. The Directors shall have the right to refuse to accept and to request the substitution of any person nominated into membership under Article 32 who:

33.1 is already entered as an individual Full or Associate Member of the Company in the Register of Members; or

33.2 is already representing an organisation as an Associate Member of the Company under Article 30; or

33.3. is already entered as a Nominee of an unincorporated Organisational Associate Member of the Company in the Register of Members on behalf of another unincorporated organisation under Article 32; or

33.4. who has been previously removed from membership by resolution of the Company under Article 41.

Article 35 is renumbered as article 34, and article 36 as article 35.

Article 37 is deleted and replaced by the following article:

36. The Register of Members shall be kept in a suitable and sufficient form abiding with current legislation.

Article 38 is deleted and replaced by the following articles:

37. Membership shall cease:

37.1 in the case of an individual, on death

37.2 in the case an individual, once admitted to full membership, if he/she ceases to fulfil any of the qualifications for full membership set out in Article 19.

37.3 in the case of an organisation, on the liquidation, winding-up, dissolution or striking-off of that organisation

37.4. In the case of an individual admitted to membership on the basis of nomination by an organisation which is not a corporate body, if that organisation is wound-up or dissolved.

38. A member may not transfer his/her/its membership to any other individual or organisation.

Articles 39 and 40 remain unchanged.

Articles 41 - 45 have been deleted.

Articles 46 and 47 have been renumbered as articles 41 and 42.

Article 48 has been deleted and replaced by the following article:

43. The Directors shall put all proper proposals to remove a member made under Article 42 to the next general meeting of the Company, which shall consider the proposal and resolve as it thinks fit.

Article 49 is deleted and replaced by the following article:

44 The Directors shall, on receipt of a notice under Article 42, send at the earliest possible time a copy of the notice to the member or members concerned who shall have the right to make written representations to the Directors with regard to the notice.

Article 50 is deleted and replaced by the following article:

45. If the Directors receive any written representations made under Article 44 they shall (unless they are received too late for them to do so):

45.1 state the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed; and

45.2 send a copy of the representations to every person or body to whom notice of the meeting was or is given.

Article 51 is deleted and replaced by the following article:

46. Whether or not a copy of written representations has been given to each of the persons entitled to receive notice of the meeting under Article 45.2, a member in question shall have the right to be heard (either in person or by her, his or its representative) at the meeting before a final resolution is made.

Article 52 is deleted and replaced by the following article:

47. Failure to follow correctly any of the provisions of Articles 41 to 46 shall render invalid any resolution for the removal of a person or organisation from membership.

Article 53 is deleted and replaced by the following article:

48. A person or organisation removed membership under Article 41 shall cease to be a member with effect from the time at which the resolution to remove her, him or it was passed.

Article 54 is renumbered as article 49.

Article 55 is deleted and replaced by the following article:

50. The Company may authorise the Directors to adopt whatever methods they think most expedient to collect payment of any subscription charge and to use their discretion to apply any reduction or waiver or to agree to receive payment by instalments in cases where they think fit.

Articles 56-64 have been deleted.

Article 65 has been deleted and substituted by the following article:

51. Subject to Article 52 the Company shall hold an Annual General Meeting in each year at such time and place as the Directors shall decide, in addition to any other general meetings.

Articles 66 -70 has been renumbered as article 52-56.

Article 71 is deleted and replaced by the following article:

57. Subject to Article 58, a general meeting of the Company (other than an adjourned meeting), including an Annual General Meeting, shall be called by not less than 14 (fourteen) days' notice.

Articles 72-75 have been renumbered as articles 58-61.

Article 76 is deleted and replaced by the following article:

62. Notice of a general meeting of the Company shall be given either in hard copy form or electronic form or, subject to Article 63, by means of a website, or partly by one such means and partly by another.

Articles 77-78 have been renumbered as articles 63 and 64.

Article 79 is deleted and replaced by the following article:

65. No business shall be transacted at any general meeting of the Company, other than the appointment of a chairperson of the meeting, unless a quorum is present. Subject to Article 66, 10 (ten) persons entitled to vote upon the business to be transacted, each being a Full Member or a proxy for a Full Member, or one-tenth of the total number of such persons for the time being, whichever is the greatest, shall constitute a quorum.

Article 80 is renumbered as article 66 and article 81 as article 67.

Article 82 is deleted and replaced by the following article:

68. If the quorum required under Articles 65 or 66 is not present within half an hour from the time appointed for the commencement of the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be determined by the chairperson of the meeting.

Article 83 is deleted and replaced by the following article:

69. The Chairperson of the Board of Directors shall, if present and willing to act, preside over general meetings. If the Chairperson is not present or willing to act within half an hour from the time appointed for the commencement of the meeting the Directors present shall appoint one of their number to preside over the meeting or, if only one Director is present and willing to act, she or he shall preside over the meeting.

Article 84 is renumbered as article 70, article 85 as article 71, and article 86 as article 72.

Article 87 is deleted and replaced by the following article:

73. A resolution of the members of the Company shall be passed either at a general meeting of the Company in accordance with Articles 75 to 81 or as a written resolution in accordance with Articles 98 to 100.

Article 88 is renumbered as article 74.

Article 89 is renumbered as article 75.

Article 90 is deleted and replaced by the following article:

76. Unless a ballot is demanded in accordance with Article 75, a declaration by the chairperson that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

Article 91 is renumbered as article 77.

Article 92 is deleted and replaced by the following article:

78. If a ballot is demanded in accordance with Article 75 it shall be taken at once by means of a secret ballot of all the persons present and entitled to vote (whether as Full Members or proxies for Full Members) and shall be conducted in such a manner as the chairperson shall direct. The chairperson may appoint scrutineers (who need not be members) and may fix the time and place for declaring the results of the ballot.

Articles 93-99 are renumbered as articles 79 - 85.

Article 100 is deleted and replaced by the following article:

86. Every Full Member of the Company and every Director of the Company (whether or not she or he is a Full Member of the Company) shall have one vote at general meetings of the Company, exercisable in person or by proxy.

Article 101 is renumbered as article 87.

Article 102 has been deleted.

Article 103 has been renumbered as article 88.

Article 104 has been renumbered as article 89.

Article 105 has been deleted and replaced by the following article:

90. A member or Director wishing to appoint a proxy under Article 89 shall lodge with the chairperson of the meeting not less than 24 (twenty four) hours prior to its commencement an proxy notice in writing or by means of electronic communication in such form as the Directors may decide, subject to Article 91, signed by her or him.

Articles 106 and 107 have been deleted and replaced by the following articles:

91. A proxy notice made under Article 90 shall:

91.1 state the name of the member or Director appointing the proxy; and

91.2 identify the person appointed to be the proxy of that member or Director; and

91.3. identify the general meeting in relation to which that person is appointed.

92. A proxy notice made under Article 90 (for a Full Member or a Director) may, for each resolution on which a vote is to be taken at the meeting, either:

92.1 instruct the proxy to cast her or his vote in favour or against the resolution or to abstain from voting; or

92.2 indicate that the proxy may exercise her or his own judgement in deciding how to cast her or his vote.

Article 108 has been renumbered as article 93.

Article 109 has been deleted and replaced by the following article:

94. A proxy properly appointed to attend any general meeting in place of a member or Director shall have the same right as the person she or he is replacing to speak and (if applicable) vote, including the right to vote by show of hands, to vote on any amendment to a resolution and to demand a ballot.

Article 110 has been renumbered as article 95.

Article 111 has been deleted and replaced by the following article:

96. An appointment of a proxy made under Article 89 may be revoked by the member or Director or representative making it by delivering to the Company a notice in writing to that effect.

Articles 112-115 have been renumbered as article 97-100.

Article 115A has been deleted and replaced by the following articles:

101. 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.

102. Subject to Article 103; the Directors on the request of any person for a copy of the minutes of any meeting of the Company, the Company shall, subject only to the request being reasonable, give the person making the request a copy of those minutes within 28 days of the request.

102.1. Where a request of the type mentioned in Article 102 is made the Company may;

102.2. withhold information contained in the minutes, and

102.3 if it does so, must inform the person requesting a copy of the minutes of its reasons for doing so.

Article 116 has been renumbered as article 104.

Article 117 has been deleted and replaced by the following article:

105. There shall be a minimum of 3 (three) and a maximum of 17 (seventeen) Directors comprised as follows:

105.1 Subject to Article 107, a minimum of 3 (three) and a maximum of 15 (fifteen) Directors who are members of the Company (Full) proposed prior to and appointed at an Annual General Meeting as provided for by Articles 110 to 115 (for the purposes of these Articles referred to as the Member Directors); and

105.2A maximum of 2 (two) other Directors, who need not be members of the Company, co-opted by the Directors as provided for by Article 118 (for the purposes of these Articles referred to as the Co-opted Directors).

Article 118 has been renumbered as article 106.

Article 119 has been deleted and replaced by article 107 as follows:

107. Provided he or she is not disqualified from serving as a Director under the provisions of Article 122 the Company may appoint as a Member Director any person who is a Full Member of the Company aged 16 (sixteen) years or over. Member directors must be ordinarily resident in the area of benefit defined in Article 4.

Article 120 has been deleted and replaced by the following clause:

108. At the conclusion of the first and every subsequent Annual General Meeting every Member Director shall be due for retirement, but, subject to clause 121, she or he shall be eligible for re-appointment for a further term, provided that:

108.1she or he continues to meet one of the conditions of eligibility provided for by Article 107; and

108.2 she or he is not disqualified from serving as a Director under the provisions of Article 123.

Article 121 has been renumbered as article 109.

Article 122 has been deleted.

Article 123 has been deleted and replaced by the following article:

110. Subject to Articles 111 and 115, at an Annual General Meeting the Company may, by ordinary resolution, appoint or re-appoint as a Member Director:

110.1 any Member Director who is due for retirement and who is willing and remains eligible to be re-appointed for a further term; and

110.2 any other member of the Company or authorised representative of a member of the Company (as provided for by Article 107) in respect of whom a written proposal has been received by the Secretary in compliance with Article 112.

Article 124 is deleted and replaced by the following article:

111. No person shall be appointed as a Member Director of the Company under Article 110 if, as a result, the number of Member Directors would exceed the maximum number of Member Directors permitted under Article 105.1.

Clause 125 has been deleted and replaced by the following clause:

112. Other than a retiring Member Director (subject to clause 130) seeking re-appointment, any person who wishes to be appointed as a Member Director and who meets one of the eligibility conditions provided for in Article 108 shall lodge with the Secretary a proposal in support of her or his appointment. To be valid such proposal shall:

112.1 be in writing, in such form as the Directors may from time to time decide and signed by the proposed member or, in the case of proposal made by an organisation in membership, signed by one of its authorised officers; and

112.2 include a personal statement supplied by the proposed member in support of her or his appointment, subject to such limits on length and content as the Directors may from time to time decide; and

112.3 be received by the Secretary not less than 21 (twenty-one) days before the date of the Annual General Meeting at which appointment is sought.

Article 126 has been renumbered as article 113.

Article 127 has been deleted and replaced by the following article:

114. In the event of the sum of the Member Directors seeking re-appointment and the valid proposals lodged with the Secretary in compliance with Article 112 exceeding the number of vacancies, a secret ballot shall be held among the Full (but not Associate Members) present in person or represented by proxy at the Annual General Meeting. Those persons receiving the greatest number of votes in favour of their appointment, up to but not exceeding the maximum number of vacant places available, may by ordinary resolution (subject to Article 115) be appointed as Member Directors.

Article 128 has been renumbered as article 115.

Article 129 has been deleted and replaced by the following article:

116. The Directors may appoint any member of the Company (Full) to fill any vacancy among the Member Directors that arises between one Annual General Meeting and the next, provided that no person is appointed to fill a vacancy who is disqualified from acting as a Director under the provisions of Article 123.

Article 130 has been deleted and replaced by the following article:

117. Any Member Director appointed to fill a vacancy under Article 116 shall hold office only until the conclusion of the next Annual General Meeting at which time she or he shall retire and shall be eligible to be nominated for appointment for a first term as a Member Director as described in Article 112 provided she or he remains a member of the Company.

Article 131 has been deleted and replaced by the following article:

118. The Directors may at any time co-opt any person aged 16 (sixteen) years or over, who may but need not be a member of the Company, to be a Co-opted Director in cases where they consider the person in question has knowledge, skills or experience which would assist them in the performance of their duties, provided that no person shall be co-opted under this Article if:

118.1 as a result, the number of Co-opted Directors would exceed the maximum number provided for in Article 105.2; or

118.2. she or he is disqualified from serving as a Director under the provisions of Article 123.

Article 132 is deleted and replaced by the following article:

119. A Co-opted Director shall hold office only until the conclusion of the next Annual General Meeting at which time she or he shall be due to retire but may, at the discretion of the Directors, be co-opted to serve for a further term subject to Article 120.

Articles 133 – 138 are renumbered as articles 120-125.

Article 139 is deleted and replaced by the following article:

126. Subject to Articles 127 to 130 (inclusive) and to the requirements under sections 168 and 169 of the Act, the Company may by ordinary resolution in general meeting remove a Director before the expiration of her or his period of office notwithstanding any agreement she or he may have with the Company.

Article 140 is deleted and replaced by the following article:

127. A meeting at which a resolution is to be put to remove one or more Directors under Article 126 shall be called by special notice; that will involve at least 28 (twenty-eight) days' notice being given to the Company of the member's intention to propose the resolution, and the Company giving at least 14 (fourteen) days' notice of the general meeting at which the resolution is to be put. On receipt of a notice from a member of her, his or its intention to propose such a resolution a copy shall be sent to the Director or Directors concerned.

Article 141 is deleted and replaced by the following article:

128. A Director who is the subject of a resolution for her or his removal under Article 126 shall have the right:

128.1 to attend and to be heard (either in person or through her or his representative) at the meeting at which the resolution is put; and

128.2 to make written representations to the Directors prior to the meeting and to request their notification to members of the Company.'

Article 142 is deleted and replaced by the following article:

“129. The Directors shall, on receipt of written representations made under Article 128.2, unless the representations are received too late for them to do so, send a copy of the representations to every member of the Company to whom notice of the meeting is or was sent

Article 143 is deleted and replaced by the following article:

130: If written representations made under Article 128.2 are not sent to the members of the Company, for whatever reason, a Director making the representations may require that they shall be read out at the meeting.

Article 144 is deleted and replaced by the following article:

131. Failure to follow correctly any of the procedures provided for in Articles 127 to 130 (inclusive) shall render invalid any resolution for the removal of a Director.

Articles 145 - 149 are renumbered as articles 132 -136.

Article 150 is deleted and replaced by the following article:

137: Subject to the permissible exceptions in Articles 10 and 138 no Director shall be entitled to any remuneration, whether in respect of her or his serving as a Director or as a holder of any executive office under the Company.

Articles 151 and 152 re renumbered as articles 138 and 139.

Article 153 is deleted and replaced by the following article:

140. Appointments to executive office under Article 139 shall, subject to Article 144, be made at a meeting of the Directors held as soon as reasonably practicable after the incorporation of the Company and thereafter at a meeting of the Directors held as soon as reasonably practicable after each Annual General Meeting.

Article 154 is deleted and replaced by the following article:

141. Subject to Article 143 a Director shall hold an executive office until the conclusion of the Annual General Meeting which next follows her or his appointment at which time she or he shall retire.

Article 155 is deleted and replaced by the following article:

142. An executive officer whose term of office expires under Article 141 may be re-appointed to such office or to any other executive office without limit to the number of consecutive terms of office she or he may hold, provided that she or he is willing to act and continues to be a Director and, in the case of the Chairperson and Administrative Secretary, provided that she or he continues to be a Member Director.

Article 156 is renumbered as article 143.

Article 157 is deleted and replaced by the following article:

144: In the event that the appointment of any Director to any executive office terminates under Article 143, the Directors shall, at a meeting held as soon as reasonably practicable after such termination, appoint another of their number to hold such office in her or his place, unless the executive office is such that the Directors may, at their discretion, resolve not to appoint a

replacement. Any executive officer appointed under this Article shall hold such office until the conclusion of the next Annual General Meeting which follows her or his appointment.

Article 158 is renumbered as article 145.

Articles 159-163 are renumbered as articles 146 -150.

Article 164 is deleted and replaced by the following article:

151. The Board of Directors may act notwithstanding any vacancies in its number, but if the number of remaining Directors is less than the number fixed as a quorum, or if the number of remaining Member Directors is less than the minimum provided for in Article 117.1 the continuing Director or Directors may act only for the purpose of appointing further Directors or of calling a general meeting so as to enable the members to appoint further Directors.

Article 165 is renumbered as article 152.

Article 166 is deleted and replaced by the following article:

153. Questions arising at a meeting of the Board of Directors shall be decided by consensus or by a majority of votes cast. Subject to Article 154 all Directors (whether Member or Co-opted) shall have (one) vote.

Article 167 is deleted and replaced by the following article:

154. Except as otherwise provided in these Articles, a Director shall not vote at a meeting of the Board of Directors or at a sub-committee of the Board on any resolution concerning a matter in which she or he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless her or his interest or duty arises from a permitted cause under the provisions of Article 155.

Article 168 is renumbered as article 155.

Article 169 is deleted and replaced by the following article:

156. For the purpose of Article 154, an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the Company), connected with a Director shall be treated as an interest of the said Director. A connected person shall be defined as provided for by sections 252 to 255 (inclusive) of the Act.

Article 170 is renumbered as article 157.

Article 171 is deleted and replaced by the following article:

158. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which she or he is prohibited from voting under the provisions of Article 154.

Article 172 is renumbered as article 159.

Article 173 is deleted and replaced by the following article:

“160. A Director may not vote on any resolution to appoint or remove herself or himself from any executive office of the Board of Directors made under Articles 139, 143 or 144. Where proposals are under consideration for the appointment to or removal from executive office of 2 (two) or more Directors, the proposals may be divided and considered in relation to each

Director separately. Provided she or he is not prohibited from voting for another reason each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning her or his own appointment.

Articles 174 -176 are renumbered as articles 161- 163.

Article 177 is deleted and replaced by the following article:

164. Subject to Article 169 the Directors may appoint 1 (one) or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which in their opinion would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board of Directors.

Articles 178 and 179 are renumbered as articles 165 and 166.

Article 180 is deleted and replaced by the following article:

167. Any delegation of powers or duties by the Directors under Articles 164 and 166 shall be subject to such terms of reference as the Directors may decide and the Directors shall retain the power:

167.1 to revoke or impose limits upon any specific authority or power granted to any sub-committee or executive officer under such terms; and

167.2 to transfer any function or responsibility of any sub-committee to another sub-committee or to their direct control at any time; and

167.3 to suspend or dissolve any sub-committee and to re-instate or re-convene any sub-committee at any time in the same or different form and subject to the same or different terms of reference as they think fit.

Article 181 is deleted and replaced by the following article:

168. Subject to any condition imposed in pursuance of Article 167, the proceedings of a sub-committee shall be governed by the Articles regulating the proceedings of meetings of the Board of Directors insofar as they are capable of applying.

Articles 182 – 186 are renumbered as articles 169- 173.

Article 187 is deleted and replaced by the following article:

174. For the avoidance of doubt, any appointment of a Company Secretary shall be in addition to the appointment of a Director to the executive office of Administrative Secretary as described in Article 139, although one Director may be appointed to both offices.

Articles 188 – 209 have been renumbered as articles 175-197.

Articles 210 and 211 has been removed.

Article 212 has been deleted and replaced by the following article:

198. Subject to Article 198 and to the provisions of sections 232 and 234 of the Act a Director or former Director of the Company may be indemnified out of the assets of the Company against any liability incurred by her or him to a person other than the Company (a third party) in connection with any negligence, default, breach of duty or breach of trust.

Article 213 has been deleted and replaced by the following article:

199. The provisions contained in Article 197 shall not indemnify a Director or former Director of the Company against any liability:

199.1 to pay a fine imposed on her or him in criminal proceedings; or

199.2 for a sum payable by her or him to a regulatory body by way of a penalty in respect of any non-compliance with any requirement of a regulatory nature, however arising; or

199.3 for the costs of defending criminal proceedings in which she or he is convicted; or

199.4 for the costs of defending civil proceedings brought by the Company, or an associated company, in which judgement is given against her or him; or

199.5 in connection with an application to a court for relief in which the court refuses to grant her or him relief.

Article 214 has been renumbered as article 200.

Article 215 has been deleted and replaced by the following article:

201. Subject to Article 203 the Directors may from time to time make such rules as they deem necessary or expedient or convenient for the proper management and conduct of the Company, and in particular but without prejudice to the generality of the foregoing, they may by such rules regulate:

201.1 the admission and classification of members of the Company and the rights and privileges of such members insofar as such matters are not regulated by these Articles, by any resolutions affecting the Company's constitution or by the Companies Acts; and

201.2 the conduct of members of the Company in relation to one another, and to the Company's employees, volunteers, Directors, officers and agents; and

201.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes, provided that in so doing the Directors shall not permit the premises of the Company to be used for purposes which are not in furtherance of its charitable purposes; and

201.4 the proceedings at general meetings and meetings of the Board of Directors and of sub-committees of the Board insofar as such proceedings are not regulated by these Articles, by any resolutions affecting the Company's constitution or by the Companies Acts; and

201.5 generally, all such matters as are commonly the subject of company rules.

Article 216 has been deleted and replaced by the following article:

202. Subject to Article 203 the members of the Company in general meeting shall have power by ordinary resolution to alter, add to or repeal the rules made by the Directors and the Directors shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules, which shall be binding on all members of the Company.

Article 217 has been deleted and replaced by the following article:

203: No rule may be made under Articles 200 or 201 by the Directors or by the Company in general meeting which would make obsolete or be inconsistent with any provision contained in the Articles, or with any resolutions affecting the Company's constitution or with the Act.

Article 218 has been deleted and replaced by the following article:

204: Subject to the provisions of section 21 of the Act and to Articles 7 and 205, the Company may, by special resolution, amend these Articles. Any amendment so made shall be as valid as if

originally contained in the Articles and shall remain subject to further amendment in a like manner.

Article 219 has been renumbered as article 205.

Article 220 has been deleted and replaced by the following article:

206. Pursuant to section 26 of the Act the Directors shall, within 15 (fifteen) days of the Company passing a resolution to amend its Articles under Article 203, send a copy of the Articles as amended to the Registrar of Companies.

Article 221 has been renumbered as article 207.

(2) The articles of association shall be altered so as to take the form of the articles of association attached to this resolution and are in substitution for, and to the exclusion of, any articles of association of the company previously registered with the Registrar of Companies.

Draft resolution was approved by the Board of Directors on 10 August 2020