THE COMPANIES ACT 1985 as amended by THE COMPANIES ACT 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

transferred fm 22/8/01

MEMORANDUM OF ASSOCIATION

223120

COMPANIES HOUSE
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OF

WOODHEAD & WINDYHILLS COMMUNITY TRUST LTD

1. The name of the company is Woodhead & Windyhills Community Trust Ltd

2. The company's registered offices shall be situated in Scotland.

3. This clause shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the company such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which Is regarded as charitable for the purposes of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment for the time being in force). Subject to that over-riding qualification, the company's objects are:

a) To relieve poverty among the residents within Central Aberdeenshire;

b) To education the public, in the protection of the environment and conservation of wildlife;

c) To promote and/or provide training in skills of all kinds, particularly such skills as will assist residents of Central Aberdeenshire in obtaining paid employment;

d) To promote, establish and operate other schemes of a charitable nature for the benefit of the community.

3.1 In furtherance of the stated objects (but not otherwise), the company shall have power:

3.2 To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company.

3.3 To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company.

3.4 To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.

3.5 To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company.

3.6 To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.

3.7 To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person.

3.8 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

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3.9 To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the wife, widow, relatives and dependents of any such individual; and to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.

3.10 To promote any private Act of Parliament, Provisional Order and other authority to enable the company to carry out its objects, alter its constitution, and achieve any other purpose which may promote the company's interests, and to oppose or object to any application or proceedings which may prejudice the company's interests.

3.11 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 obtain from any such organisation, government or authority any charter, right, privilege or concession.

3.12 To enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.

3.13 To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.

3.14 To effect insurance against risks of all kinds.

3.15 To invest moneys of the company not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and that in such a manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirements) and to dispose of and vary such Investments and securities.

3.16 To promote companies whose activities may further one or more of the above objects or which may generate Income to support one or more of the above objects, 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.

3.1 7 To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on.

3.18 To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the company.

3.19 To subscribe for, take. purchase and otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the company is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the company is authorised to amalgamate.

3.20 To transfer all or any part of the undertaking, property and rights of the company to any body, incorporated or unincorporated, with which the company Is authorised to amalgamate.

3.21 To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of Its objects.

3.22 To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company.

3.23 To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise.

3.24 To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or In any other' capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.

3.25 To do anything which may be incidental or conducive to the attainment of any of the objects of the company. And It is declared that In this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated.

4.1 Subject to clause 4.2

(a) the Income and property of the company shall be applied solely towards the promotion of its objects as set out in clause 3 of this memorandum of association

(b) no part of the income and property of the company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the members of the company

(c) no director of the company shall be appointed to any office under the company in respect of which a salary or fee is payable and

(d) no benefit in money or money's worth shall be given by the company to any director except repayment of out-of-pocket expenses.

4.2 The company shall, notwithstanding the provisions of clause 4.1, be entitled

(a) to pay reasonable and proper remuneration to any director or member of the company in return for services (not being of a management nature) actually rendered to the company

(b) to pay Interest at a rate not exceeding the commercial rate on money lent to the company by any director or member of the company

(c) to pay rent at a rate not exceeding the open market rent for premised let to the company by any director or member of the company and

(d) to purchase assets from, or sell assets to, any director or member of the company providing such purchase or sale is at market value.

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.

7.1 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.

7.2 The body or bodies to which property is transferred under clause 7.1 shall be determined by the members of the company at or before the time of dissolution or, failing such determination by such court as may have or may acquire jurisdiction.

7.3 To the extent that effect cannot be given to the provisions of clauses 7.1 and 7.2, the relevant property shall be applied to some other charitable object or objects.

8.1 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.

THE COMPANIES ACT 1985 as amended by THE COMPANIES ACT 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
WOODHEAD & WINDYHILLS COMMUNITY TRUST LTD 223120

Interpretation

1. In these regulations:

"the Act" means the Companies Act 1985 as amended by the Companies Act 1989 including any statutory modification or re-enactment thereof for the time being in force.

"the articles" means the articles of the company.

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"executed" includes any mode of execution.

"office" means the registered office of the company.

" secretary" means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.

"the United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

2. Members

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.

3. Categories of Member

3.1 Ordinary Membership is open to:

a) resides in the communities of Backhill, Greenmyres, Lethenty, Monkshill, Woodhead.

b) resides in the surrounding communities.

c) any person who can provide particular skill or knowledge or experience to the Company, or is otherwise prepared to contribute to the working of the Company.

d) is a Local Authority, or Community Council, or other relevant body or organisation having an interest in the aims or objectives of the Company.

With regard to any Local Authority, Community Council or other relevant body or organisation, such body or organisation shall be entitled to appoint one representative, or two in the case of a relevant Local Authority, to the Board of the Company, subject to a maximum number of individuals and representatives on the Board not exceeding twenty.

3.2 Associate membership

The Management Committee may co-opt suitable persons or representatives of organisations as associate members. Such members shall have the same privileges as an ordinary member but shall not be eligible to vote at meetings of the organisation.

4. Qualification for Membership

Membership of the company shall be open to:

a) representatives of any organisation, public private or voluntary, that shares and practices the objectives of the organisation within the Aberdeenshire area.

b) any individual that lives within the operating area

Restrictions on Membership

5. No employee of the company may become a member.

6. The directors shall be entitled at their discretion to refuse to admit any person to membership notwithstanding that s/he fulfils one or more of the qualifications under article 4 and is not debarred from membership by article. In the case of an applicant nominated by a qualifying body, the directors shall be bound to refuse to admit the applicant to membership if another individual nominated by that body already entered as a current member in the register of members.

Application for Membership

7. Any person (other than the subscribers to the memorandum of association of the company) 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 the applicant and, in the case of an applicant nominated by a qualifying body, signed by the appropriate official of the body nominating the applicant for membership. An applicant shall indicate which type of membership under clause 3 s/he wishes to be considered for.
8. A person applying for admission as a member shall lodge such evidence in support of the application as the directors require.
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 (and, if appropriate, supporting evidence) required under the preceding two articles.
10. The directors shall notify each applicant in writing of their decision as to whether or not to admit him/her to membership within seven days after the meeting at which the application is considered.

Cessation of Membership

11. A member of the company shall cease to be a member of the company on death or if s/he becomes of unsound mind or resigns membership by notice in writing sent to or left with the secretary at the office.
12. A person admitted to membership shall automatically cease to be a member if s/he becomes an employee of the company.

Withdrawal from Membership

13. Any person who or organisation which wishes to withdraw from membership shall lodge with the company a written and signed notice of retiral (in such form as the directors require); on receipt of such notice by the company membership will cease.

Expulsion from Membership

14. Subject to articles 15 to 19, the company may, by special resolution, expel any person from membership.
15. Any member who wishes to propose at any meeting a resolution for the expulsion of any person from membership shall lodge with the company written notice of his/her intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.
16. The company shall, on receipt of a notice under the preceding article, forthwith send a copy of the notice to the member concerned and the member concerned shall be entitled to make written representations to the company with regard to the notice.
17. If representations are made to the company in pursuance of the preceding article, the company shall (unless such representations are received by the company too late for it to do so):

(a) state the fact of the representations having been made in the notice convening the meeting at which the resolution

is to be proposed and

(b) send a copy of the representations to every person to whom notice of the meeting is or was given.

18. Whether or not a copy of written representations has been given to each of the persons entitled to receive notice of the meeting, the member concerned shall be entitled to he heard on the resolution at the meeting.

19. Failure to comply with any of the provisions of articles 15 to 18 shall render any resolution for the expulsion of a person from membership invalid.

20. A person expelled from membership under articles 14 to 19 shall cease to be a member with effect from the time at which the relevant resolution is passed.

General Meetings

21. All general meetings other than annual general meetings shall be called extraordinary general meetings.

22. An extraordinary general meeting shall be convened by the directors on requisition by members (under section 368 of the Act) or on requisition by a resigning auditor (under section 392A(2) of the Act)

23. Subject to the preceding article and to the requirements under section 366 of the Act as to the holding of annual general meetings, the directors may convene general meetings whenever they think fit.

Notice of General Meetings

24. An annual general meeting and an extraordinary general meeting convened for the passing of a special resolution or a resolution requiring special notice shall be called by at least twenty-one clear days' notice; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.

25. A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or extraordinary resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting.

26. A notice convening an annual general meeting shall specify the meeting as an annual general meeting.

27. Notice of every general meeting shall be given to all the members and directors and to the auditors.

28. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

29. No business shall be transacted at any meeting unless a quorum is present; five persons entitled to vote upon the business to be transacted, each being a member or a proxy' for a member, shall be a quorum.

30. If the quorum required under the preceding article is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

31. The chairman (or, in his/her absence, the vice chairman) shall (if present and willing to act as chairman) preside as chairperson of the meeting; if neither the chairman nor the vice-chairman is present and willing to act as chairperson within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson; if there is only one director present and willing to act, s/he shall be chairperson.

32. If no director willing to act as chairperson is present within half an hour after the time appointed for holding the meeting, the members present shall elect one of their number to be chairperson.

33. A director shall, notwithstanding that s/he is not a member; be entitled to attend and speak at any general meeting.

34. The chairperson may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place.

35. No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.

36. Where a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.

37. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration if the result of, the show of hands a poll is demanded by the chairperson or by at least two members having the right to vote at the meeting and a demand by a person as proxy for a member shall be deemed to be a demand by such member.

38. Unless a poll is demanded in accordance with the preceding article, 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 of or against the resolution.

39. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson; a

demand so withdrawn shall not Invalidate the result of a show of hands declared before the demand was made nor the result of a show of hands declared after the demand is so withdrawn.

40. If a poll is demanded in accordance with article 37, it shall be taken at once by means of a secret ballot of all the persons present and entitled to vote (whether as members or as proxies for members) conducted in such manner as the chairman may direct; the result of such poll shall be declared at the meeting at which the poll was demanded.

41. A resolution in writing signed by all the members shall be as effectual as if it had been passed at a general meeting duly convened and held; it may consist of several documents in the same form each signed by one or more members.

Votes of Members

42. Every member shall have one vote which may be given either personally or (whether on a show of hands or on a poll) by proxy

43. A member who wishes to appoint a proxy' to vote on her/ his behalf at any meeting (or adjourned meeting) shall lodge with the company, at the office, not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting), a written instrument of proxy (in such form as the directors require), signed by her/him; an instrument of proxy which does not conform with the preceding provisions or which is not lodged In accordance with such provisions shall be invalid.

44. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

45. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed them to speak at the meeting and need not be a member of the company.

46. A vote given, or poll demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a poll had terminated prior to the giving of such vote or demanding of such poll unless notice of such termination was received by the company at the office before the commencement of the meeting or adjourned meeting at which the vote was given or the poll demanded.

47. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote s/he may have.

48. No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

Maximum and Minimum Number of Directors

49. The maximum number of directors (other than alternate directors) shall (unless otherwise determined by special resolution) be twenty, and (unless otherwise determined by special resolution) the minimum number of directors shall be three.

Appointment, Retiral, Re-appointment

50. Any member who wishes to be considered for appointment as a director at an annual general meeting shall lodge with the company a written notice of their willingness to be appointed (In such form as the directors require), signed by the member, at any time up to commencement of the annual general meeting.

51. At an annual general meeting the company may by ordinary resolution appoint as a director any member in respect of whom a written notice of willingness to accept such an appointment has been received In compliance with the preceding article.

52. The directors may at any time appoint any member (providing s/he is willing to act), to be a director either to fill a vacancy or as an additional director.

53. At the first annual general meeting all the directors shall retire from office.

54. At each annual general meeting (other than the first):

(a) all directors who have been appointed by the directors since the date of the last annual general meeting shall retire from office and

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

55. The directors to retire under paragraph (b) of article 54 shall be those who have been longest in office since they were last appointed or re-appointed; the question of who is to retire as between directors appointed or re-appointed on the same date shall be determined by lot.

56. The company may at any annual general meeting by ordinary resolution re-appoint any director who retires from office at the meeting under articles 53 or 54 (providing s/he is willing to act); if any such director is not re-appointed, s/he shall retain office until the meeting appoints someone in her or his place or, If it does not do so, until the end of the meeting.

Disqualification and Removal of Directors

57 A director shall vacate office if:

(a) s/he ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director

(b) s/he becomes bankrupt or apparently insolvent

(c) s/he becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months

(d) s/he becomes an employee of the company

(e) s/he ceases to be a member of the company

(f) s/he resigns office by notice to the company or

(g) s/he is absent (without permission of the directors) from more than three successive meetings of directors held in any period of six months or more and the directors resolve to remove her/him from office.

Appointments to Executive Office

58. Directors shall be appointed to hold the offices of chairman, vice chairman, treasurer and such other executive offices as the directors may consider appropriate; each such office shall be held, subject to article 61, until the conclusion of the annual general meeting which next follows appointment.

59. The appointments to executive office under the preceding article shall, subject to article 62, be made at a meeting of directors held as soon as reasonably practicable after the incorporation of the company and thereafter at a meeting of directors held immediately after each annual general meeting.

60. A director whose period of executive office expires under article 58 may be re-appointed to such office (providing s/he is willing to act)

61 The appointment of any director to executive office shall terminate if s/he ceases to be a director or if s/he resigns from such executive office by notice to the company.

62. If the appointment of any director to executive office terminates under the preceding article, the directors shall, at a meeting of directors held as soon as reasonably practicable after such termination, appoint another director to hold such office in her/his place; a director so appointed shall (subject to article 61) hold such executive office until the conclusion of the first annual general meeting which follows such appointment.

Directors Interests

63. Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that s/he has disclosed to the directors the nature and extent of any material interest of his/hers, a director notwithstanding her/his office:

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested

(b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested and

(c) shall not, by reason of his/her office, be accountable to the company for any benefit which s/he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

64. For the purposes of the preceding article:

(a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified and

(b) 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.

Directors' Remuneration and Expenses

65. No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any executive office under the company.

66. 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, meetings of committees of directors or meetings of general committees (as defined in article 103) or other wise in connection with the discharge of their duties.

Powers of Directors

67. Subject to the provisions of the Act, the memorandum of association and the 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
68. No alteration of the memorandum of association or these articles and no direction given by special resolution shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given.
69. The powers conferred by article 68 shall not be limited by any special power conferred on the directors by the articles.
70. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
71. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of her/his powers.

Proceedings of Directors

72. Subject to the provisions of the articles, the directors may regulate their proceedings, as they think fit.
73. Any director may call a meeting of the directors or request the Secretary to call a meeting of the directors.
74. No notice of a meeting of directors need be given to a director who is absent from the United Kingdom.
75. Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairman shall have a second or casting vote.
76. A director who is also an alternate director shall be entitled In the absence of her/his appointee to a separate vote on behalf of her/his appointee in addition to her/his own vote.
77. The quorum for the transaction of the business of the directors may be fixed by the directors and, unless so fixed at any other number, shall be the nearest whole number representing one third of the total number of directors; a person (other than a director) acting as alternate director shall, If her/his appointee is not present, be counted In the quorum.
78. 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 s/he may act only for the purpose of filling vacancies or of calling a general meeting.
79. Unless s/he is unwilling to do so, the chairman shall preside as chairperson at every meeting of directors at which s/he is present.
80. If the chairman is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the vice chairman shall act as chairperson; if the vice chairman is not willing to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting. the directors present may appoint one of their number to be chairperson of the meeting.
81. All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
82. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held; it may consist of several documents in the same form each signed by one or more directors.
83. A resolution signed by an alternate director need not also be signed by his/her appointee; a resolution signed by a director who has appointed an alternate director need not be signed by the alternate director In that capacity.
84. Except as otherwise provided by the articles, 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 s/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 the interest or duty arises only because the case falls within either or both of the following paragraphs:
(a) the resolution relates to the giving to the director of a guarantee, security or indemnity in respect of money lent to, or any obligation incurred by the director for the benefit of, the company or any of its subsidiaries
(b) the resolution relates to the giving to a third party of a guarantee, security or Indemnity in respect of an obligation of the company or any of its subsidiaries for which the director has assumed responsibility in whole or part (and whether alone or jointly with others) under a guarantee or indemnity or by the giving of security
85. For the purposes of the preceding article, 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 director, an interest of the appointee of an alternate director shall be treated as an interest of the alternate director.
86. A director shall not be counted in the quorum present at a meeting In relation to a resolution on which s/he is not entitled to vote.
87. The company may by special resolution suspend or relax to any extent, either generally or in respect of any

particular matter, any provision of the articles prohibiting a director from voting at a meeting of the directors or at a meeting of a committee of directors.

88. Where proposals are under consideration concerning the appointment of two or more directors to executive offices with the company the proposals may be divided and considered in relation to each director separately; provided he/she is not for another reason precluded from voting, each of the directors concerned shall be entitled to vote and be counted In the quorum in respect of each resolution except that concerning his/her own appointment.

89. If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; the chairperson's ruling in relation to any director other than her/himself shall be final and conclusive.

90. The directors may invite or allow any person to attend and speak, but not to vote, at any meeting or meetings of the directors or of any committee of the directors.

Alternate Directors

91. A director (other than an alternate director) may, if so permitted by resolution of the directors, appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by her/him.

92. An alternate director shall, subject to the following article, be entitled to be given notice of all meetings of directors and of all meetings of committees of directors and meetings of general committees of which this/her appointee is a member, to attend and vote at any such meeting at which the director appointing her/him is not personally present and generally to perform all the functions of the appointee as a director in his/her absence.

93. No notice of a meeting of directors, a meeting of a committee of directors or a meeting of a general committee need be given to an alternate director who is absent form the United Kingdom.

94. An alternate director shall not be entitled to receive any remuneration from the company for his/her services as an alternate director.

95. An alternate director shall, subject to the following article, cease to be an alternate director if his/her appointee ceases to be a director.

96. If a director retires (by rotation or otherwise) but is re-appointed at the meeting at which s/he retires, any appointment of an alternate director made by her/him which was in force immediately prior to retirement shall continue after his/her re-appointment.

97. An appointment or removal of an alternate director may be effected by notice given to the company at the office signed by the director making or revoking the appointment or may be effected in any other manner approved by the directors

98. An alternate director shall alone be responsible for her/ his own acts and defaults; an alternate director shall not be deemed to be the agent of the director appointing him/her.

99. References in the articles to directors shall, unless the context otherwise requires, be construed as including alternate directors.

Delegation to Committees of Directors and Holders of Executive Office

100. The directors may delegate any of their powers to any committee consisting of one or more directors; the may also delegate to the chairman or any director holding any other executive office such of their powers as they consider desirable to be exercised by her/him.

101. Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

102. Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

Delegation to General Committees

103. For the purposes of the articles, "general committee" means a committee appointed by the directors whose constitution complies with article 105.

104. The directors may, subject to articles 107,108 and 109, delegate to any general committee all such powers as the directors may think fit; any such delegate shall be made collaterally with, and not to the exclusion of, the directors' powers and may be revoked or altered.

105. The members of a general committee shall include at least one director and a majority of the other members of the committee shall be members of the company; the remaining members of the committee need not be members of the company.

106. The director included among the members of a general committee (or, If more than one director Is Included among the members of the committee, the director appointed to such office at a meeting of directors) shall hold office as chairman of the committee.

107. Each general committee shall regulate its proceedings in accordance with the directions Issued by the directors