

The Ladies' Ski Club Limited, 03667170

Articles of Association

THE COMPANIES ACT 1985 A COMPANY LIMITED BY GUARANTEE THE ARTICLES OF ASSOCIATION OF THE LADIES' SKI CLUB LIMITED

1. INTERPRETATION

In these regulations:- "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force. "the Articles" means the Articles of the Company. "The Person, firm or company, if any, appointed as 'the Auditor'" means the auditors of the Company appointed by the Board from time to time "clear days" in relation to the period of 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. "Honorary Editor" means the Director appointed to edit the annual magazine of the Company. "Honorary Treasurer" means the Director appointed to perform the duties of the treasurer of the Company. "Member" shall mean Ordinary Member or Honorary Member (as more particularly defined below). "office" means the registered office of the Company. "Secretary" means the secretary of the Company from time to time 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. MEMBERSHIP

(a) The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be Members of the Company. No person shall be admitted as a Member of the Company unless she is approved by the Directors. Notice convening a Meeting of the Directors at which admission of a Member is to be considered shall be given at least seven days before the Meeting.

The membership of the Company shall consist of the following classes and such other classes as the Company may from time to time by these Articles or by the Rules and Bye Laws prescribe:-

(i) "Ordinary Members" are ladies who apply for membership in accordance with the Rules and Bye Laws of the Company.

(ii) "Honorary Members" are eminent lady skiers or participants in snow sports who have been nominated by the Board for services to skiing or snow sports. Every person who wishes to become an Ordinary Member shall deliver to the Company an application for membership, in such form as the Directors require, executed by her. The conditions of eligibility for each class of membership shall be subject to these Articles. The total number of Honorary Members shall not at any time exceed five percent of the total number of Members. Except in situations where the Board of Directors exercises its right to waive the following right of Honorary Members, Honorary Members shall pay no subscription and shall be entitled to the full privileges of the Company, subject to Clause 5 of the Memorandum of Association of the Company.

(iii) "Associate Members" are schoolgirls who are aged under 18 and have competed in the British Schoolgirls' Races. Every person who wishes to become an Associate Member shall deliver to the Company the Associate Member application form executed by her. Associate Members are not required to pay an entrance fee or the annual subscription and do not have the right to attend or vote at any General Meeting. Associate Members are invited to apply to become an Ordinary Member once they reach the age of 18, or when they leave school, whichever is the later; if an Associate Member does not submit an application to become an Ordinary Member, their membership will expire at the end of the membership year.

(b) Subject as herein provided entrance fees and annual subscriptions payable by Ordinary Members shall be such as are prescribed by the Rules or Bye Laws of the Company provided that the Members in General Meeting shall approve any increase or decrease in the annual subscriptions of all or any classes.

(c) A Member who shall fail to pay her annual subscription within 12 months of the due date or a new Member who shall have failed to pay her entrance fee and annual subscription within 6 months of election shall cease to be a Member of the Company. The Directors shall have power to reinstate such a Member on payment of all sums due.

(d) In the event that any Member commits some act or has been guilty of behaviour inconsistent with membership of the Company, or, in the event that any Member fails to observe her obligations under the Articles or by the Rules or Bye Laws of the Company, the Directors may by a resolution passed by a majority of at least three quarters of those present and voting at a Meeting of the Directors resolve to expel such a Member as a Member of the Company. Notice shall be given to the Member whose expulsion is under discussion and she shall be given an opportunity to appear either personally or by proxy before the Board of Directors to state her case.

3. A Member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Membership shall not be transferable and shall cease on death.

4. GENERAL MEETINGS AND RESOLUTIONS

All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

5. The Directors may call General Meetings and, on the requisition in writing of not less than ten Members, shall immediately proceed to convene an Extraordinary General Meeting for a date not later than four weeks after receipt of the requisition.

6. (a) Meetings shall be called by at least twenty-one clear days' notice but a General Meeting may be called by shorter notice if it is so agreed:-

(i) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and

(ii) in the case of any other General Meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.

(b) The notice shall specify the time and place of the Meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an

Annual General Meeting, shall specify the Meeting as such.

(c) The notice shall be given to all Members and to the Directors and Auditors (if applicable). Should a Member be absent from the UK at a time when Notice of a Meeting is to be distributed, then provided that Member has left at the address of the Honorary Secretary from time to time, an address outside of the UK to which such Notice should be sent, that Member shall receive any such Notice.

(d) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors (if applicable), and the appointment of, and the fixing of the remuneration of, the Auditors (if applicable).

(e) 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.

(f) Any Member of the Company entitled to attend and vote at a General Meeting shall be entitled to appoint another Member as her proxy to attend and vote instead of her and any proxy so appointed shall have the same right as the Member appointing her to speak at the Meeting. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies.

(g) The Directors have the discretion to hold virtual General Meetings, including the Annual General Meeting and Extraordinary Meetings, whereby all members are invited to attend by telephone, videoconference or other electronic means. The decision to hold a virtual General Meeting must have been agreed at a Meeting of Directors prior to publishing the Notice of the Meeting. The Notice of the Meeting must state it is a virtual meeting and include the method for joining the meeting; all other requirements for the notice and proceedings, as set out in the preceding and following articles, remain unchanged.

7. PROCEEDINGS AT GENERAL MEETINGS

(a) No business shall be transacted at any General Meeting unless a quorum is present at the time when the Meeting proceeds to business. Ten persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member shall be a quorum at any such General Meeting.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(c) The Chairman, if any, of the Board of Directors or some other Director nominated by the Directors shall preside as Chairman of the Meeting, but if neither the Chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the Meeting and willing to act, the Directors present shall elect one of their number to be Chairman and, if there is only one Director present and willing to act, she shall be Chairman.

(d) If no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time appointed for holding the Meeting, the Members present and entitled to vote shall choose one of their number to be the Chairman.

8. The Chairman may, with the consent of a 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, but no business shall be transacted at an adjourned Meeting other than business which might properly have been transacted at the Meeting had the adjournment not taken place. When a Meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned Meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

9. A resolution put to the vote of a Meeting shall be decided on a show of hands (unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-

(a) by the Chairman; or

(b) by at least two Members having the right to vote at the Meeting; or

(c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting; and a demand by a person as proxy for a Member shall be the same as a demand by the Member.

10. On a show of hands, every Member present in person or by telephone, videoconference or other electronic means shall have one vote. On a poll, every Member present in person or by telephone, videoconference or other electronic means or by proxy shall have one vote.

11. Unless a poll is duly demanded a declaration by the Chairman 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.

12. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

13. A poll shall be taken as the Chairman directs and she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

14. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote she may have.

15. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. 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 the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the Meeting shall continue as if the demand had not

been made.

16. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the Meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

17. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon such a resolution if it had been proposed as a resolution at a General Meeting at which she was present, shall be as effectual as if such resolution had been passed at a General Meeting duly convened and held; such resolution may consist of several separate resolutions in identical form each executed by or on behalf of one or more Members.

18. A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by her receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

19. No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is tendered, and every vote not disallowed at the Meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

20. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):-

"Limited I/We, , of , being a Member/Members of the above-named Company, hereby appoint of , or failing her, the Chairman of the Meeting as my/our proxy to vote in my/our name[s] and on my/our behalf at the Annual/Extraordinary General Meeting of the Company to be held on 19 , and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:-

Resolution No 1 *for *against

Resolution No 2 *for *against

* Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as she thinks fit or abstain from voting.

Signed this day of 19 ."

21. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:-

(a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the Meeting or in any instrument of proxy sent out by the Company in relation to the Meeting not less than 48 hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes

to vote; or

(b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the Meeting at which the poll was demanded to the Chairman or to the Secretary or to any Director; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

22. A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the Meeting or adjourned Meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the Meeting or adjourned Meeting) the time appointed for taking the poll.

23. NUMBER OF DIRECTORS AND QUALIFICATION TO BE A DIRECTOR

Unless otherwise determined by ordinary resolution, there shall be no maximum number of Directors and the minimum number of Directors shall be five. No person shall be appointed a Director unless she is a Member of the Company.

24. ALTERNATE DIRECTORS

Any Director (other than an alternate Director) may 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.

25. An alternate Director shall be entitled to receive notice of all Meetings of Directors and of all Meetings of committees of Directors of which her appointor is a member, to attend and vote at any such Meeting at which the Director appointing her is not personally present, and generally to perform all the functions of her appointor as a Director in her absence but shall not be entitled to receive any remuneration from the Company for her services as an alternate Director.

26. An alternate Director shall cease to be an alternate Director if her appointor ceases to be a Director but, if a Director retires and is re-appointed or deemed to have been re-appointed at the Meeting at which she retires, any appointment of an alternate Director made by her which was in force immediately prior to her retirement shall continue after her re-appointment.

27. Any appointment or removal of an alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.

28. Save as otherwise provided in the Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for her own acts and defaults and she shall not be deemed to be the agent of the Director appointing her.

29. An alternate Director may represent more than one Director, and an alternate Director shall be entitled at any Meeting of the Directors or of any committee of the Directors to one vote for every Director whom she represents in addition to her own vote (if any) as a

Director, but she shall count as only one for the purpose of determining whether a quorum is present.

30. POWERS OF DIRECTORS

Subject to the provisions of the Act, the Memorandum 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. No alteration of the Memorandum or Articles and no such direction 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. The powers given by this regulation shall not be limited by any special power given to the Directors by the Articles and a Meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

31. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of her powers.

32. DELEGATION OF DIRECTORS' POWERS

The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any Managing Director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by her. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more Members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying, save that the quorum for the transaction of business at committee meetings shall be five.

33. APPOINTMENT AND RETIREMENT OF DIRECTORS

(a) The Company may, at each Annual General Meeting appoint from the Directors a President, two Vice-Presidents, an Honorary Treasurer and an Honorary Secretary each of whom shall resign from such offices at the following Annual General Meeting, but shall be eligible for re-election provided that neither the President nor the Vice-Presidents shall hold such office for more than three consecutive years. A President who has held office for three years consecutively may, if willing, request the Company at the Annual General Meeting for an extension to her term in such office for up to a further two consecutive years after which time she will not be eligible for re-election until after the expiration of one year following her five consecutive years in office. Vice-Presidents who have held office for three years consecutively shall not be eligible for re-election to such office until after the expiration of one year following their three consecutive years in office.

(b) At each Annual General Meeting one third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one Director who is subject to retirement by rotation, she shall retire.

(c) Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

(d) If the Company, at the Meeting at which a Director retires by rotation, does not fill the

vacancy, the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at the Meeting it is resolved not to fill the vacancy, or unless the resolution for the re-appointment of the Director is put to the Meeting and lost.

(e) The Honorary Editor and any Director holding any office referred to in Article 33(a) shall not be subject to retirement by rotation.

(f) If a vacancy occurs in the office of the President, the Vice President shall fill the office until the next Annual General Meeting.

(g) If a vacancy occurs in the office of Vice-President, Honorary Secretary and/or Honorary Treasurer such person or persons as the Directors may appoint shall fill the office(s) until the next Annual General Meeting.

34. No person shall be appointed or re-appointed a Director at any General Meeting unless:-

(a) she is recommended by the Directors; or

(b) not less than fourteen nor more than sixty-three clear days before the date appointed for the Meeting, notice executed by at least two Members qualified to vote at the Meeting has been given to the Company of the intention to propose that person for appointment or re-appointment stating the particulars which would, if she were so appointed or re-appointed, be required to be included in the Company's register of directors together with notice executed by that person of her willingness to be appointed or re-appointed.

35. Not less than seven nor more than fifty-six clear days before the date appointed for holding a General Meeting notice shall be given to all who are entitled to receive notice of the Meeting of any person who is recommended by the Directors for appointment or re-appointment as a Director at the Meeting or in respect of whom notice has been duly given to the Company of the intention to propose her at the Meeting for appointment or re-appointment as a Director. The notice shall give the particulars of that person which would, if she were so appointed or re-appointed, be required to be included in the Company's register of Directors.

36. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to be a Director either to fill a vacancy or as an additional Director.

37. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.

38. Subject as aforesaid, a Director who retires at an Annual General Meeting may, if willing to act, be re-appointed. If she is not re-appointed, she shall retain office until the Meeting appoints someone in her place, or if it does not do so, until the end of the Meeting.

39. DISQUALIFICATION OF DIRECTORS

The office of a Director shall be vacated if she becomes incapable by reason of illness or injury of managing and administering her property and affairs or if she ceases to be a Member of the Company.

40. REMUNERATION OF DIRECTORS

The Directors shall be entitled to such remuneration, gratuities and pensions, as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration gratuities and pensions shall be deemed to accrue from day to day.

41. DIRECTORS' EXPENSES

The Directors may at the discretion of the Board be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at Meetings of Directors or committees of Directors or General Meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties as Directors.

42. DIRECTORS' APPOINTMENTS AND INTERESTS

Subject to the provisions of the Act, the Directors may appoint one or more of their number to the office of Managing Director or to any other executive office under the Company and may enter into an agreement or arrangement with any Director for her employment by the Company or for the provision by her of any services outside the scope of the ordinary duties of a Director. Any such appointment, agreement or arrangement may be made upon such terms as the Directors determine and they may remunerate any such Director for her services as they think fit. Any appointment of a Director to an executive office shall terminate if she ceases to be a Director but without prejudice to any claim to damages for breach of the contract of service between the Director and the Company.

43. Subject to the provisions of the Act, and provided that she has disclosed to the Directors the nature and extent of any material interest of hers, a Director notwithstanding her 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, anybody corporate promoted by the Company or in which the Company is otherwise interested; and

(c) shall not, by reason of her office, be accountable to the Company for any benefit which she 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 avoided on the ground of any such interest or benefit;

(d) For the purposes of this regulation:-

(i) 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

(ii) an interest of which a Director has no knowledge and of which it is unreasonable to expect her to have knowledge shall not be treated as an interest of hers.

44. PROCEEDINGS OF DIRECTORS

Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall call a Meeting of the Directors. For the avoidance of doubt the right to receive Notice of any Meeting of the Directors shall be subject to the Director having provided an address outside the UK to which such Notice may be sent. Questions arising at a Meeting 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. In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

45. 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 five. Such quorum may be made up by one or more of the Directors being in contact with one or more of the other Directors by telephone, videoconference or other electronic means. A person who holds office only as an alternate Director shall, if her appointor is not present, be counted in the quorum.

46. The continuing Director or a sole continuing Director may act notwithstanding any vacancies in their number, but if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a General Meeting.

47. The Directors may at any time remove the Chairman from that office and appoint another Director to that office to hold such office until the next following Annual General Meeting. Unless she is unwilling to do so, the Director so appointed shall preside at every Meeting of Directors at which she is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the Meeting, the Directors present may appoint one of their number to be Chairman of the Meeting.

48. All acts done by a Meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were 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.

49. 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 and may consist of several documents in the like form each signed by one or more Directors; but a resolution signed by an alternate Director need not also be signed by her appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity.

50. A Director may vote, at any Meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which she has, directly or indirectly, any kind of interest whatsoever, and if she shall vote on any such resolution as aforesaid her vote shall be counted; and in relation to any such resolution as aforesaid she shall (whether or not she shall vote on the same) be taken into account in calculating the quorum present at the Meeting.

51. If a question arises at a Meeting of Directors or 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 Chairman of the Meeting and her ruling in relation to any Director other than herself shall be final and conclusive.

52. COMPANY SECRETARY

Subject to the provisions of the Act, the Company Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and the Company Secretary shall also be the Honorary Secretary of the Company; and further, any Company Secretary so appointed may be removed by them.

53. MINUTES

The Directors shall cause minutes to be made in books kept for the purpose:-

(a) of all appointments of officers made by the Directors; and

(b) of all proceedings at Meetings of the Company and of the Directors and of committees of Directors including the names of the Directors present at each such meeting.

54. THE SEAL

The Seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise determined it shall be signed by a Director and by the Company Secretary or by a second Director.

55. ACCOUNTS

No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Directors or by ordinary resolution of the Company, save that where the Company is no longer a small company as defined by Section 247 of the Act, the audited accounts of the Company to be adopted at an Annual General Meeting of the Company shall be circulated to the Members together with the notice of such Annual General Meeting.

56. NOTICES

Any Notice to be given to or by any person pursuant to the Articles shall be in writing or e-mail except that a notice calling a Meeting of the Directors need not be in writing.

57. The Company may give any Notice to a Member either personally, by e-mail or by sending it by post in a prepaid envelope addressed to the Member at her registered address or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which Notices may be given to her shall be entitled to have Notices given to her at that address. A Member whose registered address is within the UK, but who is absent from the UK at a time when Notice of a Meeting is to be distributed, then provided that Member has left at the address of the Honorary Secretary from time to time, an address outside of the UK to which such Notice should be sent, that Member shall receive any such Notice, but otherwise no such Member shall be entitled to receive any Notice from the Company.

58. A Member present, either in person or by telephone, video conference or other electronic means or by proxy, at any Meeting of the Company shall be deemed to have

received Notice of the Meeting and, where requisite, of the purposes for which it was called.

59. Proof that an envelope containing a Notice was properly addressed, prepaid and posted shall be conclusive evidence that the Notice was given. A Notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

60. INDEMNITY

Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which she may sustain or incur in or about the execution of the duties of her office or otherwise in relation thereto, including any liability incurred by her in defending any proceedings, whether civil or criminal, in which judgment is given in her favour or in which she is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to her by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of her office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

61. RULES OR BYE LAWS

The Directors may from time to time propose such Rules or Bye Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or Bye Laws regulate:-

(a) The admission and classification of Members of the Company, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members.

(b) The conduct of Members of the Company in relation to one another, and to the Company's servants.

(c) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times for any particular purpose or purposes.

(d) The procedure at General Meetings and meetings of the Directors and Committees of the Company in so far as such procedure is not regulated by the Articles.

(e) And, generally, all such matters as are commonly the subject matter of Company rules.

The Company in General Meeting shall consider, and if thought fit, adopt such Rules or Bye Laws by special resolution with such additions or amendments thereto as shall be considered appropriate. The Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

