

**ARTICLES OF ASSOCIATION**  
**OF**  
**THE SCOTTISH COMMUNITY SAFETY NETWORK**  
**(the “Company”)**

**Interpretation**

1. In these regulations:-

**the “2005 Act”** means the Charities and Trustee Investment (Scotland) Act 2005 including any statutory modification or re-enactment thereof for the time being in force;

**the “Act”** means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

**“AGM”** means annual general meeting;

**the “Articles”** mean the Company’s articles of association; and “Article” shall be interpreted accordingly;

**“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;

**“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.

**“Director”** means any director of the Company from time to time; and “Directors” shall be interpreted accordingly;

**“electronic communication” & “communication”** have the meanings given by the Electronic Communications Act 2000;

**executed”** includes any mode of execution;

**“Member”** means those persons or organisations whose applications for membership of the Company are accepted in terms of Article 13;

**“Member Representative”** means an individual appointed by a Member which is an organisation to represent the Member at AGMs and general

meetings who shall have the powers of a Member as listed in Article 11;

**“Office”** means the registered office of the Company;

**“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.

## **Objects**

2. 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 this clause may be carried on only if that activity furthers a purpose which is regarded as charitable; the expression ‘charitable’ shall mean a charitable purpose under section 7 of the Charities and Trustees Investment (Scotland) Act 2005 (including any statutory amendment or re-enactment for the time being in force) which is also regarded as a charitable purpose in relation to the application of the taxes acts. Subject to that over-riding qualification, the Company’s objects are:-
  - 2.1 The advancement of citizenship and community development through the development of and promotion of community safety practice on a wide range of issues for the benefit of the public in Scotland and elsewhere as appropriate.
  - 2.2 The advancement of education through raising awareness of community safety practice and wellbeing for the benefit of the public in Scotland and elsewhere as appropriate.
3. The Company shall have power to do anything lawful in pursuit of its objects, subject to the provisions of the 2005 Act.
4. The income and property of the Company shall be applied solely towards the promotion of the objects.

## **Application of profits and winding up**

5. The profits of the Company, if any, or other income, shall be applied in promoting the objects of the Company and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise to any of its Members.
6. On the winding-up of the Company any surplus assets shall be transferred to another charity whose objects are similar to that of the Company, such charity to be nominated by the Members prior to winding-up subject to or failing which to be determined by the Office of the Scottish Charity Regulator or any successor body thereof.

## **Members**

7. 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.
8. No employee of the Company may become a Member.
9. The Directors and Chief Executive Officer shall be entitled at their discretion to refuse to admit any person or organisation to membership as they see fit.

## **Application for membership**

10. Any individual or organisation (other than the initial subscribers to the memorandum of association of the Company) which wishes to become a Member shall lodge with the Company Secretary a written application for membership (in such form as the directors require), signed by the individual or on behalf of the organisation stating the name of its Member Representative.
11. For so long as an organisation remains a Member it shall appoint a Member Representative. The Member Representative shall exercise the right of membership on behalf of the Member. The Member retains full power to replace the Member Representative with a different Member Representative and to allow an alternative Member Representative to represent the organisation when the primary Member Representative is not available. Any such appointment whether of the primary or the alternate Member Representative shall be intimated in writing to the Company Secretary. Each Member Representative shall have one vote at general meetings and one vote at AGMs unless the Member's subscription fee is six or more months overdue following its due date, whereupon the Member Representative shall not be entitled to vote until the Member's arrears have been settled in full.
12. An individual or organisation applying for admission as a Member shall lodge such evidence in support of the application as the directors may require. Every application for membership shall be considered by the Chief Executive Officer

## **Cessation of membership**

13. A Member of the Company shall cease to be a Member of the Company:-
  - 14.1 if they give at least 21 clear days' written notice of their resignation to the Company Secretary;
  - 14.2 in the case of a Member if they become insolvent or if a receiver or liquidator is appointed to all or part of the Member's assets or if any notice of any resolution is presented to have the Member wound up;
  - 14.3 if two-thirds of the Members at a general meeting resolve to terminate the membership of any individual or organisation whose continued membership or participation is not, in the opinion of the general meeting, conducive to the best interests of the Company, subject to the right of a Member (only) to appear before the general meeting to appeal against such a decision.
  - 14.4 if a Member becomes an employee of the Company;

14.5 if a Member has not paid their membership fee for two consecutive years.

### **Withdrawal from membership**

14. Any Member 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**

15. Subject to articles 17 to 21, the Company may, by special resolution, expel any Member from membership.

16. Any Member who wishes to propose at any meeting a resolution for the expulsion of any person or organisation 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.

17. 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.

18. 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.

19. Whether or not a copy of written representations has been given to each of the Members entitled to receive notice of the meeting, the Member concerned shall be entitled to be heard on the resolution at the meeting.

20. Failure to comply with any of the provisions of articles 17 to 20 shall render any resolution for the expulsion of a Member from membership invalid.

21. A Member expelled from membership under articles 16 to 20 shall cease to be a Member with effect from the time at which the relevant resolution is passed. Said expulsion shall not affect that Members right to continue to receive copies of the said periodical for which they have paid.

22. No right or privilege of any Member shall be in any way be transferable, but all such rights and privileges shall cease upon the Member ceasing to be such, whether by resignation or expulsion.

## AGM's and General Meetings

23. The Company shall in each calendar year hold a general meeting as its AGM in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one AGM of the Company and that of the next. The AGM in each year shall be held at such time and place as the directors shall determine. All meetings other than AGMs shall be called general meetings.

If members and directors are to be permitted to participate in a general meeting by way of audio and/or audio-visual link(s) (see article **Error! Reference source not found.**), the notice (or notes accompanying the notice) must set out details of how to connect and participate via that link or links;

24. The directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the Act. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any Member of the Company may call a general meeting.

25. Notice of general meetings

Any AGM or general meeting shall be called by at least 14 clear days' notice but may be called by shorter notice if it is so agreed:

- (a) in the case of an AGM, by all the Members entitled to attend and vote thereat; and
- (b) 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 90 per cent of the total voting rights at the meeting of all the Members.

26. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an AGM, shall specify the meeting as such.

27. Notice of every AGM and every general meeting shall be given to all the Members and directors and to the auditors if any.

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

## Proceedings at AGMs and General Meetings

29. No business shall be transacted at any AGM or general meeting unless a quorum is present. One quarter of the Members entitled to vote upon the

business to be transacted shall be a quorum. Every proxy vote held by any person present at any meeting, which properly authorises that person to exercise the proxy on the Member's behalf, shall be included in the calculation of the 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 Chairperson (or, in his/her absence, the vice Chairperson) shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if neither the Chairperson nor the vice-Chairperson 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 numbers to act as chairperson or, if there is only one Director present and willing to act, he or she will 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 temporary chairperson for the length of the meeting.
33. A Director shall, notwithstanding that he or she 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 of 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.
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 38, it shall be taken at once by means of a secret ballot of all the persons present and entitled to be conducted in such manner as the Chairperson 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 an AGM or general meeting duly convened and held; it may consist of several documents in the same form each signed by one or more Members and shall be in accordance with sections 288 to 300 of the 2006 Act (Written Resolutions).

#### **Votes of Member**

42. In respect of any matter which requires a vote every Member shall have one vote which may be given personally (whether on a show of hands or on a poll) or by proxy.
43. An appointment of a proxy shall be executed by or on behalf of the appointer and shall be in a form approved by the Directors.
44. The appointment of 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) in the case of an instrument in writing be deposited at the Office or 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; and
  - (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communication:
    - (i) in the notice convening the meeting; or
    - (ii) in any instrument of proxy sent out by the Company in relation to the meeting; or
    - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this regulation and the next, "address" in relation to electronic communications includes any number or address used for the purpose of such communications. In calculating periods mentioned in this Article 45 no account shall be taken of any part of a day that is not a working day.

45. In the case of equality of votes, the Chairperson of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.
46. 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 Chairperson of the meeting whose decision shall be final and conclusive.

#### **Maximum and Minimum Number of Directors**

47. The maximum number of directors shall (unless otherwise determined by special resolution) be 12. The minimum number of directors shall be 3.

#### **Appointment, Retiral and Re-appointment**

48. Any Member who wishes to be considered for appointment as a director at an AGM 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, not less than 21 days before the commencement of the AGM. In addition, strategic recruitment of Directors from outwith the membership shall be led and completed by the Chief Executive Officer.
49. At an AGM the Company may by ordinary resolution appoint as a Director any Member or Member Representative in respect of whom a written notice of willingness to accept such an appointment has been received in compliance with the preceding Article.
50. The Directors may at any time appoint any Member or Member Representative (providing they are willing to act), to be a Director either to fill a vacancy or as an additional Director.
51. Prior to the commencement of each AGM, the Directors shall agree between them the one third of the Directors who shall retire from office voluntarily.
52. In the event that one third of the Directors do not agree to retire voluntarily in accordance with Article 52, then at each AGM (other than the first):



- (a) all Directors who have been appointed by the Directors since the date of the last AGM shall retire from office; and
- (b) out of the remaining Directors, one third (to the nearest number) shall retire from office.

53. The Directors to retire under paragraph (b) of article 53 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.

54. The Company may at any AGM by ordinary resolution re-appoint any Director who retires from office at the meeting under articles 52 or 53 (providing he or she is willing to act); if any such Director is not re-appointed, he or she shall retain office until the meeting appoints someone in his or her place or, if it does not do so, until the end of the meeting.

### **Disqualification and Removal of Directors**

55. A Director shall vacate office if:

- (a) he or she ceases to be a Director by virtue of any provision of the Act or the 2005 Act or becomes prohibited by law from being a Director;
- (b) he or she becomes bankrupt or apparently insolvent;
- (c) he or she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;
- (d) he or she becomes an employee of the Company;
- (e) he or she ceases to be a Member of the Company;
- (f) he or she resigns office by notice to the Company; or
- (g) he or she is absent (without permission of the board of 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**

56. Directors shall be appointed to hold the offices of chairperson, vice-chairperson, treasurer and such other executive offices as the Directors may consider appropriate; each such office shall be held, subject to article 60, until the conclusion of the AGM which next follows appointment.

57. The holders of executive office, immediately after incorporation shall be those Members who held such a position in the unincorporated organisation known as

the Scottish Community Safety Network. At all AGMs, all executive office bearer posts shall be vacated and election to those posts shall be decided on by the directors immediately following that AGM.

58. A Director whose period of executive office expires under article 58 may be re-appointed to such office (providing he or she is willing to act).
59. The appointment of any Director to executive office shall terminate if he or she ceases to be a Director or if he or she resigns from such executive office by notice to the Company.
60. 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 60) hold such executive office until the conclusion of the first AGM which follows such appointment. The board of directors of Chief Executive Officer may co-opt members within this period.

### **Directors' Interests**

61. Subject to the provisions of the Act and the 2005 Act and provided that he or she 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 he or 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 treated as void on the ground of any such interest of benefit.
62. 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**

- 63. 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.
- 64. The Directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of Directors, AGMs, general meetings, meetings of committees of directors or otherwise in connection with the discharge of their duties.

### **Powers of Directors**

- 65. Subject to the provisions of the Act, the 2005 Act 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.
- 66. No alteration of the 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.
- 67. The powers conferred by article 66 shall not be limited by any special power conferred on the Directors by the Articles.
- 68. A meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- 69. 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 may determine, including authority for the agent to delegate all or any of her/his powers.

### **Proceedings of Directors**

- 70. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.
- 71. Any Director may call a meeting of the Directors or request the Company Secretary to call a meeting of the Directors.
- 72. No notice of a meeting of Directors need be given to a Director who is absent from the United Kingdom.
- 73. Questions arising at a meeting of Directors shall be decided by a majority of votes; in the case of an equality of votes, the Chairperson shall have a second or casting vote.

74. 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.
75. The continuing Directors or a sole continuing Director may act notwithstanding vacancies but if the number of remaining Directors is less than the number fixed as the quorum, they or he or she may act only for the purpose of filling vacancies or of calling a general meeting.
76. Unless he or she is unwilling to do so, the Chairperson shall preside as chairperson at every meeting of Directors at which he or she is present.
77. If the Chairperson is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the vice-Chairperson shall act as chairperson; if the vice-Chairperson 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.
78. 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.
79. 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 and shall be in accordance with sections 288 to 300 of the 2006 Act (Written Resolutions).

### **Conflicts of Interest**

80. Except as otherwise provided by the Articles, a Director shall not vote at and shall withdraw during the vote of a meeting of Directors or at a meeting of a committee of Directors on any resolution concerning a matter in which he or she 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.
81. 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.
82. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.
83. 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, subject to meeting the requirements of the Act and the 2005 Act.
84. 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 or 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.
85. 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.
86. 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.

#### **Delegation to Committees of Directors and Holders of Executive Office**

87. The Directors may delegate any of their powers to any committee consisting of one or more Directors; they may also delegate to the Chairperson or any Director holding any other executive office such of their powers as they consider desirable to be exercised by her/him.
88. Any delegation of powers under the preceding Article may be made subject to such condition as the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

89. 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.

### **Secretary**

90. 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 any Company Secretary so appointed may be removed by them.

### **Minutes**

91. The Directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at AGMs and general meetings, meetings of the Directors and meetings of committees of Directors; a minute of a meeting of Directors or of a committee of Directors shall include the names of the Directors present.

### **Accounts**

92. No Members 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 as authorised by the Directors or by ordinary resolution of the Company.

### **Notices**

93. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. For these purposes and the purposes of the following Article, "address" in relation to electronic communications, includes any number or address used for the purposes of such communications.

94. The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to a Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the Member. 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 him, or an address to which notices may be sent using electronic communications, shall be entitled to receive any notice from the Company.

95. A Member present, either in person 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.
96. Proof that an envelope containing a notice which was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators 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 or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

### **Indemnity**

97. Subject to paragraph 99, a relevant director of the Company or an associated company may be indemnified out of the Company's assets against:
- 98.1 Any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;
- 98.2 Any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act;
- 98.3 Any other liability incurred by that director as an officer of the Company or an associated company.
98. Article 98 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.
99. In Articles 98 and 99:
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a "relevant director" means any director or former director of the Company or an associated company.

## **Insurance**

100. The Directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees or auditors of the Company including (without prejudice of the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties or in the exercise or purported exercise of their powers or otherwise in connection with their duties, powers or offices in relation to the Company.