

THE COMPANIES ACTS 1948 TO 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF LHASA LIMITED

(as amended by Special Resolutions dated 14 June 2006, 10 December 2008, 9 June 2010 and 12 June 2013)

1. In these Articles, unless inconsistent with the subject or context:-
 - “the Acts” means the Companies Acts 1948 to 2006 and every statutory amendment or modification thereof in force from time to time;
 - "Affiliate" means any person who, in the opinion of the Board of Directors, is a governmental or regulatory (whether statutory or otherwise) body or who supports the Objects of the Company or the development of any of the projects, programs or databases of the Company;
 - “the Articles” means these Articles of Association as from time to time altered by Special Resolution;
 - “Associate Member” means any member other than a full member;
 - “the Auditors” means the person or persons appointed to hold the office of auditor pursuant to the provisions of the Acts;
 - “Board of Directors” means the Board of Directors for the time being of the Company;
 - “the Company” means Lhasa Limited;
 - “electronic communication and communication” means have the meaning given by the Electronic Communications Act 2000;
 - “Full Member” means a member who in the opinion of the Board of Directors is a significant and regular contributor to the development of the program known as LHASA or as Logic and Heuristics Applied to Synthetic Analysis, or to the development of other programs in the possession of the Company, or to databases in the possession of the Company, and who has been admitted to full membership pursuant to Article 3 hereof;
 - “month” means calendar month;
 - “the Office” means the registered office for the time being of the Company;
 - “the Officers” means the Chairman, Deputy Chairman, Secretary and immediate past Chairman of the Board of Directors;
 - “the Seal” means the Common Seal of the Company;
 - “Specialist Committee” means a committee appointed by the Board of Directors pursuant to Article 42;
 - “the United Kingdom” means Great Britain and Northern Ireland;
 - “in writing” means written, printed, type written, lithographed or expressed in any other mode (including, without limitation, electronic

communication) representing or reproducing words, or partly one and partly another and in any case where a document may be transmitted by electronic communication there shall be no requirement that the document so transmitted shall bear an original signature provided that the document so transmitted originates from an agreed or previously notified address;

“year”

means calendar year.

The expression “Secretary” shall include any person appointed by the Board of Directors to perform any of the duties of the Secretary.

Words denoting the singular shall include the plural and vice versa. Words denoting the masculine shall include the feminine. Words denoting persons shall include corporations, organisations and associations (whether or not incorporated).

Subject as aforesaid any words or expressions defined in the Acts (if not inconsistent with the subject or context) shall bear the same meanings in these Articles.

MEMBERS

2. The number of members with which the Company proposes to be registered is 20 but the Board of Directors may from time to time register an increase of members.
3. The members of the Company shall be designated as Full Members and Associate Members. The Board of Directors may at its discretion and from time to time upon such terms as it shall determine designate Affiliates, who may also be called Affiliate Members, but such Affiliates shall not be members of the Company. The Directors may cancel or vary the Affiliate status of any person at its discretion. Affiliates may be invited to attend and to speak at any meeting of the members of the Company but shall not be entitled to vote and shall have no rights assigned to members of the Company. The Full Members of the Company shall be those persons (including the subscribers to the Memorandum of Association) at the date of incorporation of the Company who are designated as contributing user members of the unincorporated association known as the Lhasa Limited Users Group.

The Associate Members of the Company shall be those persons who at such date are designated as non-contributing members of such association.

The Board of Directors may in its discretion admit to membership, other persons with *bona fide* direct interests in the synthesis, properties, or use of chemicals in the United Kingdom or elsewhere, and shall have power to designate such persons either as Full Members or as Associate Members.

The Board of Directors shall have power at its discretion to re-designate any Full Member as an Associate Member or vice versa to take account of any change in the status or activities of such members. Such re-designation shall be notified in writing to the member, and shall take effect when the next annual subscription is payable.

The Board of Directors shall be entitled from time to time at its discretion to admit to Honorary membership of the Company any individual who is desirous of being so admitted and who, in the opinion of the Board of Directors has rendered distinguished service to the Chemical Industry, or is otherwise deserving of being so admitted. An Honorary member shall not be provided with any services or benefits afforded by the Company and shall not be liable to pay any subscription in respect of his Honorary membership. No Honorary member shall be a member of the Company for the purposes of these Articles, its bye-laws or the Acts.

4. No person shall be admitted to membership of the Company unless and until:-
 - (a) he shall have stated on an application form in a manner prescribed by the Board of Directors:-
 - (i) the detailed particulars of his qualifications for membership as prescribed in Article 3; and
 - (ii) that he undertakes to abide by and comply with the Code of Practice of the Company referred to in Article 51 both in spirit and letter as then formulated and as amended from time to time hereafter;
 - (b) he shall have submitted any other information which is desired by the Board of Directors to enable it to decide the suitability or otherwise of the applicant for membership;

The Board of Directors may delegate to any one or more of its number who, in consulting with such persons as they may reasonably decide, determine in their absolute discretion whether to accept or reject any application for membership. All such decisions shall be reported to the next Board of Directors meeting for approval. The Board of Directors shall have the power to overturn any decision on applications. The Board of Directors shall not be bound to supply any reason for the refusal of an application for membership.

5. Membership shall, ipso facto, cease if:-
 - (a) being a body corporate, a resolution is passed for the member to be wound up;
 - (b) a member resigns by giving not less than three months' notice in writing thereof to the Secretary, in which event he shall remain liable for payment of his full subscription in respect of the period from expiry of the notice period until the membership renewal date;
 - (c) a member, being an individual, dies or is adjudicated bankrupt, or becomes of unsound mind;
 - (d) at a General Meeting of the Company of which the member shall have had twenty-one clear days' notice of the intention to move the Resolution hereinafter mentioned and at which the member shall have been given an opportunity to be heard, the meeting shall by Special Resolution resolve that it is undesirable in the interests of the Company that such member remain a member.
6. The rights and privileges of a member shall be personal to him and shall not be transferable by operation of law or otherwise howsoever.

MEMBERSHIP FEE

7. Every member of the Company shall pay to the Company an annual membership fee calculated on a basis to be determined from time to time by the Board of Directors.

Each membership fee shall be payable on demand. Any member who has not paid his annual membership fee or part thereof within three months of the same having been demanded by way of invoice, or in such other form as the Company may use from time to time, may be deprived of the rights of membership until such time as his membership fee is paid.

GENERAL MEETINGS

8. The Company shall in each year hold a general meeting as its Annual General Meeting 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 fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board of Directors shall appoint.
9. The Company shall at reasonable intervals in each year hold two, three or four general meetings to be known as General Meetings of which one may be the Annual General Meeting and at such General Meetings there may be conducted any business of the Company. General Meetings shall be held at such time and at such place as the Board of Directors shall appoint.
10. All general meetings other than Annual General Meetings and General Meetings shall be called Extraordinary General Meetings.
11. The Board of Directors may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on the requisition of members representing not less than one-quarter of the total voting rights of all members or, in default, may be convened by such requisitionists as provided by section 303 of the Companies Act 2006. If at any time there are not sufficient members of the Board of Directors capable of acting to form a quorum, any member of the Board of Directors or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board of Directors.

NOTICE OF GENERAL MEETINGS

12. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual

General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting, and in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons as are under these Articles entitled to receive such notices from the Company.

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed -

- (a) in the case of a meeting called at the Annual General Meeting, by all the members entitled to attend and vote thereat; and in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
13. 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

14. All business shall be deemed special that is transacted at a General Meeting or 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 Board of Directors and Auditors, the election of members of the Board of Directors in the place of those retiring, the appointment of, and the fixing of the remuneration of, the Auditors and representation of the Company on outside bodies.
15. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided the quorum for any general meeting shall be either ten members or one-quarter of the total number of members (whichever of these two numbers shall be the lesser), whether present in person or by proxy.
16. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such other day and at such other time and place as the Board of Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
17. The Chairman, or in his absence the Deputy Chairman, of the Board of Directors shall preside as chairman at every general meeting of the Company, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Board of Directors present shall elect one of their number to be chairman of the meeting.
18. If at any meeting no member of the Board of Directors is willing to act as chairman or if no member of the Board of Directors is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
19. The chairman may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
20. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (a) by the chairman; or
 - (b) by at least three members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

21. Except as provided in Article 23, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. In the case of an equality of votes, whether on a show of hands or in a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a casting vote.
23. 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 at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
24. Subject to the provisions of the Acts a resolution in writing signed by the members for the time being entitled to receive notice of and to attend and vote at General meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.
25. Minutes of all general meetings of the Company shall be confidential and shall not be communicated to persons outside the Company without the consent of the Board of Directors.

VOTES OF MEMBERS

26. A Full Member shall have not more than ten votes which may be cast either for or against any matter. A member of the Company who is not a Full Member shall have only one vote which may be cast either for or against any matter. A member is not obliged to vote on any matter and may abstain by not voting in which event no vote is recorded having been made by that member in relation to that matter. Affiliates are not members of the Company and have no right to vote.
27. On a poll votes may be given either personally or by proxy.
28. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy shall be a representative of a member or an Official of the Company.
29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening 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, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
30. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

Lhasa Limited

I/We.....
of.....
being a member(s) of the Company hereby appoint
.....
of or failing him.....
..... of.....
as my/our proxy to vote for me/us and on my/our behalf at
the General Meeting of the Company
to be held on the date of..... 19.....
and at any adjournment thereof.
Signed this day of..... 19.....

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death, insanity or winding up of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of such death, insanity, winding up or revocation as aforesaid shall have been received by the Company at the Office at least one hour before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

33. Any member of the Company may by resolution of its Board of Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

BOARD OF DIRECTORS

34. The governance of the Company shall be vested in the Board of Directors which shall consist of the Immediate past Chairman and not less than two nor more than eleven persons elected by the Full Members of the Company and one person elected by the Associate Members of the Company in accordance with Article 37. Every member of the Board of Directors shall be a director of the Company as defined in the Companies Act 2006.
35. The first members of the Board of Directors shall be appointed in writing by a majority of the subscribers to the Memorandum of Association; and shall include one person to represent the Associate Members of the Company.
36.
 - (a) New Directors shall be appointed by the members for a term of office of not more than 4 years ("the Initial Term"). Unless otherwise expressly stated in the appointing resolution, the Initial Term for each new Director shall be 4 years.
 - (b) Directors in office at the date of adoption of this Article may be deemed, by subsequent resolution of the members, to have commenced on such date a fixed term (of a duration to be specified in the resolution), being not more than 4 years, and such fixed term shall be deemed to be their Initial Term.
 - (c) No Director shall be obliged to vacate office on the relevant anniversary of his Initial Term, Subsequent Term or Further Term (as the case may be), but shall instead remain in office until obliged to retire at an Annual General Meeting in accordance with Article 36(d), 36(e) or 36(g) (as the case may be).
 - (d) At the Annual General Meeting following the expiration of their Initial Term a Director shall retire from office. If the members at the meeting at which a Director retires pursuant to this Article do not fill the vacancy, the retiring Director shall, if willing to act, be deemed to have been reappointed for a further period of 4 years ("the Subsequent Term").
 - (e) At the Annual General Meeting following the expiry of their Subsequent Term a Director shall retire from office. A retiring Director who has served for an Initial Term and a Subsequent Term shall (subject always to Article 36(f)) not be eligible for re-election as a Director until the expiry of the period of one year from the date of expiration of their Subsequent Term.
 - (f) At the Annual General Meeting following the expiry of their Subsequent Term a Director may, if willing to act, be deemed to have been reappointed for a further fixed term to be specified by the Board ("the Further Term") if the members present at the meeting do not fill the vacancy or if, in the reasonable opinion of a majority of the Board, the overall expertise of the Board would be adversely affected by the retirement of that Director.
 - (g) At the Annual General Meeting following the expiry of their Further Term a Director shall retire from office. A Director who retires after a Further Term shall not be eligible for reappointment as a Director until the expiry of a period of one year from the date of expiration of their Further Term.
 - (h) Any vacancy occurring on the Board of Directors between Annual General Meetings shall be filled by the Board of Directors appointing as a member thereof the person who was nominated by the Full or Associate Members of the Company (as appropriate to the vacancy) and who

obtained the highest number of votes from such Full or Associate Members amongst those not elected to membership of the Board of Directors at the previous election or if there is no such person the vacancy shall be filled by a vote of the Full or Associate members of the Company (as appropriate to the vacancy) at the next general meeting. Such person shall hold office until the next Annual General Meeting at which he shall retire, but be eligible for election to the Board of Directors thereat.

- (i) If the Chairman shall vacate office between Annual General Meetings, the Deputy Chairman shall automatically assume the Chairmanship of the Company and shall be eligible for election as Chairman at the next election. Any vacancy occurring in the Deputy Chairmanship of the Company between Annual General Meetings shall be filled by the Board of Directors from amongst their number. Such elected officer shall be eligible for election to either Chairman or Deputy Chairman at the next election.
 - (j) Where the immediately vacating Chairman is willing to offer himself for re-election and remains eligible to do so, he shall be re-appointed to the Board of Directors until the next following Annual General Meeting.
 - (k) In the event that the Directors holding the offices of Chairman and Deputy Chairman are both obliged pursuant to Article 36 (a), to resign as Directors at the same Annual General Meeting, and are both ineligible for immediate re-election at that meeting, the Directors may resolve, notwithstanding the provisions of Article 36(a) that either of them may continue in office as Director until the next Annual General Meeting.
37. The Board of Directors shall elect from their number a Chairman, and Deputy Chairman, each to serve for a period of two years. At the expiration of that two-year term, and every two years thereafter, the Chairman shall resign, the sitting Deputy Chairman shall be appointed as the new Chairman and a new Deputy Chairman shall be appointed, unless otherwise resolved by the Board of Directors. Not more than two representatives of a member shall serve on the Board of Directors (as officer or elected members) at any one time.
38. The Chairman and Deputy Chairman shall be ex-officio members of any committee which may be appointed by the Company.

DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

39. The office of a member of the Board of Directors shall be vacated if:-
- (a) the member is adjudicated bankrupt or makes any arrangement or composition with his creditors generally or becomes of unsound mind or dies;
 - (b) the member becomes prohibited from being a director of a company by reason of any order made under the Company Directors' Disqualification Act 1986; and
 - (c) by notice in writing to the Company the member resigns his office.

DUTIES AND POWERS OF THE BOARD OF DIRECTORS

40. The business of the Company shall be governed by the Board of Directors, which, in addition to exercising the powers and authorities expressly conferred upon the Board of Directors by these Articles, may exercise all such powers of the Company and do all such acts and things as may be exercised and done by the Company and as are not hereby or by statute expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Acts and of these Articles.
41. The Board of Directors shall appoint, in accordance with Article 52, upon such terms as to the Board of Directors shall appear proper, a Chief Executive Officer who shall have the executive function of conducting the day to day affairs and administration of the Company in accordance with the policy and directions from time to time of the Board of Directors.
42. The Board of Directors may appoint committees as Specialist Committees and any nomination of the Chairman of such a committee by the members thereof shall be subject to the approval of the Board of Directors. All decisions and actions taken under these delegated powers must be reported to and confirmed by the Board of Directors.
43. Subject to any direction given by the Company at a general meeting, the Board of Directors shall have power to use and apply funds of the Company for such of the objects of the Company as the Board of Directors may determine and to raise money for the objects of the Company or to borrow with or without

security an amount or amounts not exceeding at any time fifty per cent of the aggregate of the contributions which may become due from the members in accordance with Clause 6 of the Memorandum of Association of the Company.

PROCEEDINGS OF MEETINGS OF THE BOARD OF DIRECTORS

44. The quorum for a meeting of the Board of Directors shall be four members of the Board of Directors.
45. (a) Not less than four clear days' notice in writing shall be given of every meeting of the Board of Directors.
(b) Notice of every meeting of the Board of Directors shall be given to all members of the Board of Directors.
(c) Notice of any meeting of the Board of Directors may be effectively given to any member of the Board of Directors by serving the same on the address which such member shall have notified in writing to the Secretary for that purpose, and in default of notification to the address shown for the time being in the register to be kept under Section 165 of the Companies Act 2006.
(d) In respect of service of any such notice, and of any meeting of the Board of Directors, the provisions of Articles 13 and 61 shall be deemed to apply *mutatis mutandis*.
46. Questions arising at any meeting of the Board of Directors shall be determined by a majority of votes. Each member of the Board of Directors shall have one vote. In case of an equality of votes the Chairman of the meeting shall have a casting vote.
47. At all meetings of the Board of Directors the Chairman or failing him the Deputy Chairman shall be Chairman. If neither the Chairman nor the Deputy Chairman is present at any meeting the members of the Board of Directors present thereat shall elect one of their number to be Chairman of such meeting.
48. Subject to the provisions of these Articles, the Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meeting as they think fit.
- 48a. A member of the Board of Directors, or of a committee of the Board of Directors, may participate in a meeting of the Board of Directors or the committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
49. All acts bona fide done by any meeting of the Board of Directors or of a Specialist Committee or by any person acting as a member of the Board of Directors or of a Specialist Committee shall, notwithstanding that it afterwards be discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or some of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board of Directors or Specialist Committee.
50. The Board of Directors shall cause proper minutes to be made of all appointments of officers made by the Board of Directors and of the proceedings of all meetings and general meetings of the Company and of the Board of Directors and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

CODE OF PRACTICE

51. The Board of Directors, any Specialist Committee and the members shall have power from time to time to make recommendations with regard to the adoption, making, alteration and or revocation of a Code of Practice for the regulation of the Company and otherwise for the furtherance of the purposes for which the Company is established, provided that such Code of Practice does not conflict with the provisions of the Memorandum of Association of the Company or of these Articles. Any recommendation for the adoption, making, alteration or revocation of such Code of Practice shall be subject to approval by Special Resolution of the Company at any General Meeting and, if it be not so confirmed, shall be of no effect. Any such Code of Practice for the time being in force shall be binding upon all members until the same shall cease to have effect as hereinbefore provided or shall be varied or set aside by a Special Resolution of the Company. No member shall be absolved from complying with such Code of Practice by reason of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no

notice of them. It is expressly declared that without prejudice to the powers of the Board of Directors to make a Code of Practice on any other matter the following shall be deemed to be matters which may be governed by a Code of Practice within the meaning of this Article, this is to say:-

- (a) as to the persons eligible for membership of the Company and
- (b) as to the conditions on which persons shall be admitted to membership of the Company

Provided always that no provision of a Code of Practice as to the manner in which membership may be terminated shall have any validity or effect unless it provides that any member whose membership is proposed to be terminated shall be given a proper opportunity of attending and being heard at any meeting to which such proposal is to be submitted.

CHIEF EXECUTIVE OFFICER

52 The Chief Executive Officer shall be a person of suitable qualifications and expertise and standing to direct the activities of the Company towards the attainment of its objects.

Specifically to:

- a) take responsibility for the management and administration of the Company in the execution of the policies of the Board of Directors;
- b) appoint staff at such rates of remuneration as is appropriate for the execution of the activities of the Company towards the attainment of its objects;
- c) give advice on the formulation of the philosophy, objectives, strategies and targets of the Company;
- d) provide leadership in ensuring the Company achieves its goals, especially in relation to staff;
- e) support the Chairman in enabling the Board of Directors to fulfil its functions, and to ensure that the Board of Directors receives appropriate advice and information on all relevant matters.

53 The Chief Executive Officer shall not be a Director, but shall be entitled to be present at Meetings of the Board of Directors without having any vote at such Meetings. The Chief Executive Officer shall have the right to require the Secretary to convene meetings of the Board of Directors whenever the same shall in the Chief Executive Officer's opinion be necessary, and to raise matters for consideration by the Board of Directors.

SECRETARY

54. A Secretary shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it. The Secretary shall not be a Director, but shall be entitled to be present at Meetings of the Board of Directors without having any vote at such Meetings.

The Secretary shall:

- a) ensure that official correspondence between the Company and organisations to which it is accountable, such as the Charity Commission and Companies House, is dealt with efficiently and effectively;
- b) ensure legal compliance with the requirements for the annual return of company information;
- c) ensure that the Board of Directors follows best practice in terms of governance of the charity according to the guidelines issued by the Charity Commission and external advice;
- d) ensure the production and distribution of agendas, minutes, notices and other correspondence for meetings of the Board of Directors and general meetings of the membership of the Company;
- e) maintain the official list of the Company's members.

55. Any provision of the Acts of these Articles requiring or authorising a thing to be done by or to a member of the Board of Directors and the Secretary shall not be satisfied by its being done by or to the same persons acting both as a member of the Board of Directors and as, or in the place of, the Secretary.

THE SEAL

56. The Board of Directors shall provide for the safe custody of the Seal which shall only be used with the authority of the Board of Directors or a sub-committee authorised in that behalf by the Board of Directors. Every instrument to which the Seal is affixed shall be signed by a member of the Board of Directors and countersigned by a second member of the Board of Directors or by the Secretary.

ACCOUNTS

57. The Board of Directors shall cause accounting records to be kept in accordance with the Acts.
58. The accounting records shall be kept at the Office or, subject to the Acts at such other place or places as the Board of Directors think fit, and shall always be open to the inspection of the Officers of the Company.
59. The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to inspection of members not being members of the Board of Directors.
60. The Board of Directors shall from time to time in accordance with the Acts, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, Company accounts (if any) and reports as are referred to in those Sections.
61. A copy of every balance sheet and income and expenditure account which is to be laid before the Company in General Meeting (including every document required by law to be comprised therein or attached or annexed thereto) shall not less than twenty-one days before the date of the meeting be sent to every member of, and holder of debentures of, the Company and to the Auditors and any other persons entitled to receive notices of General Meetings.

AUDIT

62. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Acts.

NOTICES

63. Any notice or document may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at the registered address as appearing in the register of members or by sending it as an electronic communication or to such other address as he may supply to the Company for the giving of notices to him, and any notice so served by post shall be deemed to have been duly served notwithstanding that such member being a body corporate, be wound up or dissolved whether or not the Company have notice of its winding up or dissolution.
64. Any notice or document sent by electronic communication in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be deemed to have been given when sent and served by post shall be deemed to have been served at the expiration of three days after the letter containing the same is posted, and in proving such service it shall be sufficient to show that the letter containing the notice or document was properly addressed, stamped and posted.

INDEMNITY

65. Subject to the provisions of the Acts and of the Memorandum of Association and the Articles of Association every member of the Board of Directors, Auditor, Secretary or other officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in his capacity as Director, Auditor, Secretary or other officer of the Company in the actual or purported execution and/or discharge of his duties, or in relation to them, in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted. or in connection with any application under section 1157 of the Companies Act 2006 (or any statutory modification re-enactment or replacement thereof for the time being in force) in which relief is granted to him by the Court.
66. Clause 7 of the Memorandum of Association of the Company relating to the winding-up and dissolution of the Company shall have the effect as if the provisions thereof were repeated in these Articles.