
**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

-of-

KILFINAN COMMUNITY FOREST COMPANY

Interpretation

1. In these Articles and in the Memorandum of Association of the Company, if not inconsistent with the subject or context, the words appearing below shall bear the meanings respectively set opposite to them:

WORDS

MEANINGS

“the Act”

the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“the Articles”

these Articles of Association of the Company;

“clear days”

in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect;

“the Company”

the above named Company;

“the Directors”

the directors for the time being of the Company (and “director” has a corresponding meaning);

“executed”

includes any mode of execution;

“the Memorandum”

the Memorandum of Association of the Company;

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| “Objects” | the objects for which the Company is established as set out in the Memorandum; |
| “office” | the registered office of the Company; |
| “the seal” | the common seal of the Company if it has one; |
| “secretary” | the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary; |
| “the United Kingdom” | Great Britain and Northern Ireland; |
| “the Community” | defined by the area postcode unit PA21 |

1.2 words importing the plural number shall include the singular number and vice versa.

1.3 words importing the masculine gender only shall include the feminine gender or no gender.

1.4 subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

1.5 Words importing persons shall include corporations.

2. MEMBERSHIP

2.1 Membership of the Company is open to:

Ordinary Members: those individuals aged 18 and over who:

- (a) are ordinarily resident in the Community; and
- (b) are entitled to vote at a local government election in a polling district that includes the Community or part of it; and
- (c) who support the Objects.

declaring that, if an Ordinary Member ceases to comply with these criteria, he or she will be reclassified as an Associate Member and be notified of this by the Company.

Associate Members: those individuals who are not ordinarily resident in the Community who and those organisations wherever located which support the Objects. Associate Members are neither eligible to stand for election to the Board nor to vote at any General Meeting.

Junior Members: those individuals who are aged between 8 and 17 who support the Objects. Junior Members are neither eligible to stand for election to the Board nor to vote at any General Meeting.

2.2 The following conditions apply to membership:

There shall be no fewer than 20 members at any time; and

there will be more Ordinary Members than other members;

and, in the event that the number of members falls below 20 or the Associate Members outnumber the Ordinary Members, the Board may not conduct any business other than to ensure the admission of sufficient Ordinary Members to achieve the minimum number and/or maintain the majority.

2.3 The Board shall promptly consider applications for membership, made in such written form as it shall prescribe from time to time, determining that the terms of Articles 2.1 and 2.2 apply and into which category of membership each applicant shall belong.

2.4 The Board shall maintain a Register of Members, setting out the name and postal address of each member, the relative category of membership and the date of the member's appointment.

3. MEMBERSHIP SUBSCRIPTIONS

3.1 The Ordinary Members may at any or each AGM fix the annual subscriptions (and, if relevant, different rates thereof for different categories).

3.2 Members shall be required to pay the appropriate annual membership subscription, where fixed. Only those members who have paid their current subscription, where fixed, are entitled to take part in and vote at any General Meeting.

3.3 An individual who, or organisation which, ceases to be a member (for whatever reason) shall not be entitled to any refund of membership subscription.

4. CESSATION OF MEMBERSHIP

A member shall cease to be a member if:

4.1 he, she or it sends written notice of resignation to the Company; or

4.2 being an individual, he or she becomes insolvent or apparently insolvent or makes any arrangement with his or her creditors; or

4.3 being an organisation, it goes into receivership, goes into liquidation, dissolves or otherwise ceases to exist (the right of membership not being assignable); or

- 4.4 the annual subscription due remains outstanding for more than six calendar months (and provided that the member in question has been given at least one written reminder) and if the Board chooses to expel that member from membership; or
- 4.5 if a resolution that a member be expelled is passed by a majority of at least 75% of the members present and voting at a General Meeting, of which not less than 21 days' previous notice specifying the intention to propose such resolution and the grounds on which it is proposed shall have been sent to all Directors, all members and the Company Secretary and also to the member whose removal is in question, such member being entitled to be heard at that meeting; or
- 4.6 if, being an individual, he or she dies (the right of membership not being assignable).

5. GENERAL MEETINGS (Meetings of Members)

- 5.1 The Board shall convene an AGM in each year, at such time as it may determine, although the first AGM need not be held in the first year provided that it be held within 18 months after the date of incorporation of the Company. Thereafter, not more than 15 months shall elapse between one AGM and the holding of the next.
- 5.2 The business of each AGM shall include:
 - 5.2.1 the report by the Chairman on the activities of the Company;
 - 5.2.2 the election of Directors;
 - 5.2.3 the fixing of annual subscriptions;
 - 5.2.4 the report of the independent financial examiner;
 - 5.2.5 approval of the accounts of the Company; and
 - 5.2.6 the appointment of the independent financial examiner.
- 5.3 The provisions with regard to EGMs are as follows:
 - 5.3.1 all General Meetings, other than AGMs, shall be called Extraordinary General Meetings;
 - 5.3.2 the Board may convene an EGM whenever it thinks fit; and
 - 5.3.3 the Board must convene an EGM within 28 days of a valid requisition. To be valid, such requisition must be signed by not less than 10% of the Ordinary Members, must clearly state the objects of the meeting and must be delivered to the Registered Office. The requisition may consist of several documents in like form each signed by one or more requisitionists.
- 5.4 Subject to the terms of Article 19, the provisions regarding notice of a General Meeting are as follows:

- 5.4.1 21 clear days' notice at the least shall be given of every General Meeting to each member, Director, the Company Secretary and the independent financial examiner;
- 5.4.2 the notice shall specify the place, the day and the hour of the General Meeting, the general nature of any business and the full text of any Special Resolutions in terms of Article 8.3;
- 5.4.3 the accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any members, persons or organisations entitled to receive notice thereof shall not invalidate any resolution passed at or proceedings of any General Meeting.

6. CHAIRMAN OF GENERAL MEETINGS

The Chairman of the Company, whom failing the Vice-Chairman of the Company (if any), shall act as chairman of each General Meeting. If neither the Chairman nor the Vice-Chairman is present or willing to act as chairman of the meeting within 30 minutes after the time at which the General Meeting in question was due to commence, the Directors present shall elect from among themselves one of the Elected Directors who will act as chairman of that meeting.

7. QUORUM AT GENERAL MEETINGS

- 7.1 The quorum for a General Meeting shall be 10% of the Ordinary Members, present in person. No business shall be dealt with at any General Meeting unless a quorum is present.
- 7.2 If a quorum is not present within 30 minutes after the time at which the General Meeting was due to commence - or if, during a General Meeting, a quorum ceases to be present - the General Meeting shall stand adjourned to such time and place as may be fixed by the chairman of the meeting.

8. VOTING AT GENERAL MEETINGS

- 8.1 The chairman of the meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote.
- 8.2 The provisions regarding voting are as follows:
 - 8.2.1 each Ordinary Member shall have one vote, to be exercised in person by a show of hands (unless a secret ballot is demanded by the chairman of the meeting, or by at least two Ordinary Members present at the meeting and entitled to vote, which may be demanded only before any show of hands takes place and shall be taken immediately at the same meeting, shall be conducted in such a manner as the chairman of the meeting may direct and the result of which shall be declared at the same meeting at which the ballot was demanded and, in that event, the chairman of the meeting shall appoint and instruct tellers, who may cast their own personal votes if Ordinary Members);

- 8.2.2 Associate and Junior Members shall have no vote;
 - 8.2.3 voting cannot be by proxy;
 - 8.2.4 in the event of an equal number of votes for and against any resolution, the chairman of the meeting shall have a casting vote as well as any deliberative vote.
- 8.3 At any General Meeting a resolution put to the vote of the meeting shall be voted upon by a simple majority of the Ordinary Members who are present and voting thereon, except for decisions relating to any of the following Special Resolutions, which shall require to be decided upon by not less than 75% of the Ordinary Members present and voting thereon (no account therefore being taken of members who abstain from voting or who are absent from the meeting), namely:
- 8.3.1 to alter the name of the Company; or
 - 8.3.2 to amend the Objects; or
 - 8.3.3 to amend these Articles (subject to Article 21); or
 - 8.3.4 to wind up of the Company in terms of Clause 8 of the Memorandum of Association; or
 - 8.3.5 to form, acquire or dispose of any subsidiary; or
 - 8.3.6 to create or issue or allow to come into being any mortgage, security, charge or other encumbrance upon any part or parts of the property or assets of the Company or to obtain any advance or credit in any form other than normal trade credit, or to create or issue by any subsidiary of any debenture or loan stock; or
 - 8.3.7 all other Special Resolutions.
- 8.4 A resolution in writing signed by or on behalf of all or a sufficient majority of the Ordinary Members (as specified in terms of Article 8.3) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Such resolution may consist of several documents in the same form, each signed by or on behalf of one or more Ordinary Members.
- 8.5 The chairman of the General Meeting may, with the consent of a majority of the Ordinary Members present and voting thereat, adjourn the General Meeting to such time and place as he or she may determine.

9. APPOINTMENT OF DIRECTORS

- 9.1 The affairs, property and funds of the Company shall be directed and managed by a Board of Directors. The Board may exercise all such powers of the Company, and may on behalf of the Company do all acts as may be exercised and done by the Company, other than those required to be exercised or done by the Ordinary Members in a General Meeting, and subject always to these Articles and to the provisions of the Act.

- 9.2 The number of Directors shall be not less than five. Unless otherwise determined by special resolution at a General Meeting (but not retrospectively) the number of Directors shall not be more than 12.

9.3 Interim Board

Upon incorporation of the Company, the following applies with regard to the Interim Board of Directors:

- 9.3.1 The Subscribers (all of whom must be Ordinary Members), and any one or more individual persons whom they choose to co-opt as Co-opted Directors in terms of Article 9.4.2, shall comprise the Interim Board.
- 9.3.2 The Interim Board shall remain in office until the first General Meeting of the Company, to be held as soon as practicable after incorporation, at which time each Director on the Interim Board shall retire, but may remain eligible for election thereat (without the period of office between the date of incorporation and the first General Meeting counting as a term of office for the purposes of Article 9.5).
- 9.3.3 Employees of the Company may not be nominated as or become Directors.

9.4 Composition of the Board of Directors

From and after the first General Meeting of the Company, the Board shall comprise:

- 9.4.1 12 individual persons elected as Directors by the Ordinary Members in terms of Article 32 (“the Elected Directors”), who must themselves be Ordinary Members; and
- 9.4.2 up to 3 individual persons co-opted in terms of Article 34 (“the Co-opted Directors”), so as to ensure a spread of skills and experience within the Board.
- 9.4.3 any 1 person director appointed pursuant to Article 9.6 (“the Appointed Director”).

9.5 Elected Directors

At the first General Meeting held in terms of Articles 9.3.2 and 9.4, the Ordinary Members shall elect up to 12 Elected Directors, in respect of which the following shall apply:

- 9.5.1 provided that the first General Meeting in terms of Article 9.3.2 is held before the first AGM, there shall be no change in or election of Directors at the first AGM (except to the extent of filling any vacancies in the Board left over after the first General Meeting or caused by any retirements since);
- 9.5.2 at the second and each subsequent AGM, one-third of the Elected Directors (or the nearest number upwards) shall retire from office;

- 9.5.3 a retiring Elected Director shall retain office until the close or adjournment of the meeting;
- 9.5.4 a retiring Director shall be eligible for re-election after one term of office, but, other than as approved by the Company in General Meeting by Ordinary Resolution, no Director can serve more than two consecutive terms of office, without at least one year out of office before being eligible again;
- 9.5.5 if no other Director has or Directors have decided or agreed to retire, the Elected Directors to retire at each AGM shall be those who have been longest in office since their last election but, as between persons who were elected or last re-elected Directors on the same day, the one or ones to retire shall (unless they otherwise agree amongst themselves) be determined by lot;
- 9.5.6 nomination of any Elected Director, who shall himself or herself be (or be eligible to become) an Ordinary Member, shall be in writing by not less than any two Ordinary Members delivered to the Registered Office not less than 7 days prior to the date of the AGM in question and wherein the nominee shall confirm his or her willingness to act as an Elected Director if elected; and
- 9.5.7 election of any Elected Director shall be by vote of the Ordinary Members, each Ordinary Member having one vote for each vacancy in the Elected Directors on the Board.

9.6 Appointed Directors

Up to one individual may be coopted from Kilfinan Community Council in respect of which the following shall apply:

- 9.6.1 on receipt of the Notice for each AGM of the Company, including the first General Meeting held after incorporation, the said Kilfinan Community Council (or its successors) intimate the Director being appointed by it at the AGM, by written notice delivered to the Registered Office not less than 2 days before the start of the meeting, failing which any Director previously appointed by it shall remain in office; and
- 9.6.2 Kilfinan Community Council (or its successors) may appoint or remove its appointed Director at any time, by written notice to that effect delivered to the Registered Office not less than 2 days before the meeting at which the change is to take effect.

9.7 Co-opted Directors

Up to 3 individuals may be co-opted from time to time by the Board of Directors itself, as follows:

- 9.7.1 subject to Article 9.7.3, a Co-opted Director shall serve until the next AGM after his or her co-option;
- 9.7.2 a Co-opted Director can be re-co-opted at such next AGM;

- 9.7.3 a Co-opted Director can be removed from office at any time by a simple majority of the Board; and
- 9.7.4 for the avoidance of doubt, a Co-opted Director may participate fully in and vote at all Board meetings which he or she attends.
- 9.8 The Board may from time to time fill any casual vacancy arising as a result of the retirement (or deemed retirement for any reason) of any Elected Director from or after the date of such retirement or deemed retirement until the next AGM.
- 9.9 The Board shall ensure that a Register of Directors is maintained, which sets out the full details of each Director as required for all registration purposes, including the date and type of appointment and the date of retirement.

10. RETIRAL OF DIRECTORS

A Director shall retire or be deemed to retire if:

- 10.1 being an Elected Director, he or she ceases to be an Ordinary Member in terms of either Articles 2.1 or 4;
- 10.2 he or she becomes prohibited from being a director of a limited company by reason of any order made under the Company Directors Disqualification Act 1986 and every statutory modification and re-enactment thereof for the time being in force; or
- 10.3 he or she is employed by or holds any office of profit under the Company (except where the provisions of Clause 5 of the Memorandum shall apply); or
- 10.4 he or she becomes incapable for medical reasons of fulfilling the duties of a Director and such incapacity, as certified (if necessary) by two medical practitioners, is expected to continue for a period of more than six months from the date or later date of such certification; or
- 10.5 he or she is absent (without permission of the Board) from more than three consecutive meetings of the Board, and the Board resolves to remove him or her from office; or
- 10.6 by written notice to the Registered Office, he or she resigns as a Director.

11. CHAIRMAN AND VICE-CHAIRMAN

The Board shall meet as soon as practicable immediately after each AGM to appoint a Chairman, and if desired a Vice-Chairman, from the Directors (both of whom must be Ordinary Members).

12. PERSONAL INTERESTS

- 12.1 Any Director and/or employee who has a personal interest in any prospective or actual contract or other arrangement with the Company must declare that interest either generally to the Board or specifically to any relevant meeting of the Company. A

personal interest includes not only the interest of the Director or employee in question, but also his or her partner, close relative or business associate, or any firm of which he is a partner or employee, or any limited company of which he is a director, employee or shareholder of more than 5% of the equity.

- 12.2 Additionally, the Board may resolve at any time to require all Directors and employees to deliver a Notice of Relevant Interests to the Registered Office, as they arise and at least annually. In that event, the Board shall determine from time to time what interests shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained, which shall be open for inspection by both the Board and members of the Company and, with the express prior written approval of the Director or employee concerned, by members of the public.
- 12.3 Whenever a Director finds that there is a personal interest, as defined in Article 39, he or she has a duty to declare this to the Board meeting in question. It will be up to the chairman of the meeting in question to determine:
- 12.3.1 whether the potential or real conflict simply be noted in the Minutes of any relevant meeting, or
- 12.3.2 whether the Director in question, whilst being permitted to remain in the meeting in question, must not partake in discussions or decisions relating to such matter, or
- 12.3.3 whether the Director in question should be required to be absent during that particular element of the meeting and, in terms of Article 13, where a Director leaves, or is required to leave, the meeting he or she no longer forms part of the quorum thereat.

13. QUORUM AT BOARD MEETINGS

- 13.1 The quorum for Board meetings shall be not less than 5 of Directors in attendance, provided that the Elected Directors are always in the majority at any Board meeting. No business shall be dealt with at a Board meeting unless such a quorum is present.
- 13.2 A Director shall not be counted in the quorum at a meeting (or at least the relevant part thereof) in relation to a resolution on which, whether because of personal interest or otherwise, he or she is not entitled to vote.

14. MEETINGS OF THE BOARD OF DIRECTORS

- 14.1 Meetings of the Board may take place in person or by telephone conference call, video conference call or by any other collective electronic means approved from time to time by the Board.
- 14.2 Not less than 14 clear days' notice in writing shall be given of any meeting of the Board at which a decision in relation to any of the matters referred to in Article 8.3 is to be made, which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided. All other Board meetings shall require not less than 7 days' prior

notice, unless all Directors agree unanimously in writing to dispense with such notice on any specific occasion.

- 14.3 A Director may, and on the request of a Director the Company Secretary shall summon a meeting of the Board by notice served upon all Directors, to take place at a reasonably convenient time and date.
- 14.4 The Chairman, whom failing the Vice-Chairman (if any), shall be entitled to preside as chairman of all Board meetings at which he or she shall be present. If at any meeting neither the Chairman nor the Vice-Chairman is present and willing to act as chairman of the meeting within 30 minutes after the time appointed for holding the meeting, the remaining Directors may appoint one of the Directors to be chairman of the Board meeting, which failing the meeting shall be adjourned until a time when the Chairman or Vice-Chairman will be available.
- 14.5 The chairman of the Board meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote, on a show of hands only, each Director present having one vote. In the event of an equal number of votes for and against any resolution at a Board meeting, the chairman of the meeting shall have a casting vote as well as a deliberative vote.
- 14.6 The Board may delegate any of its powers to sub-committees, each consisting of not less than one Director and such other person or persons as it thinks fit or which it delegates to the committee to appoint. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Board. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to all Directors.
- 14.7 The Board shall cause minutes to be made of all appointments of officers made by it and of the proceedings of all General Meetings and of all Board meetings and of sub-committees, including the names of those present, and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed after approval, either by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 14.8 No alteration of the Memorandum or Articles and no direction given by Special Resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
- 14.9 A resolution in writing (whether one single document signed by all or a sufficient majority of the Directors or all or a sufficient majority of the members of any sub-committee), whether in one or several documents in the same form each signed by one or more Directors or members of any relative sub-committee as appropriate, shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted.

14.10 The Board may act notwithstanding any vacancy in it, but where the number of Directors falls below the minimum number specified in Article 9.2 may not conduct any business other than to appoint sufficient Directors to match or exceed that minimum.

14.11 The Board may invite or allow any person to attend and speak, but not to vote, at any meeting of the Board or of its sub-committees.

14.12 The Board may from time to time promulgate, review and amend any Ancillary Regulations, Guidelines and/or Policies, subordinate at all times to the Memorandum of Association and these Articles, as it deems necessary and appropriate to provide additional explanation, guidance and governance to members.

15. COMPANY SECRETARY, MINUTE SECRETARY, TREASURER & PRINCIPAL OFFICER

15.1 The Board shall appoint a Company Secretary for such term and upon such conditions as it may think fit. The Company Secretary may be removed by the Board at any time.

15.2 The Board may appoint a Minute Secretary, for the purposes of Article 14.7, for such term, at such remuneration (if any), and upon such conditions as it may think fit. The Minute Secretary may be removed by the Board at any time.

15.3 The Board may appoint a Treasurer for such term and upon such conditions as it may think fit. The Treasurer may be removed by the Board at any time. Whilst in post, the Treasurer may be required to attend (but shall have no vote at) Board meetings during his or her tenure as Treasurer, except any part or parts thereof dealing with his or her employment or remuneration, or any other matter which the Board wish to keep confidential to itself.

15.4 The Board may appoint a Principal Officer of the Company on such terms (including a decision on the most appropriate job title) and conditions as it may think fit, who shall attend Board and Sub-Committee meetings as appropriate or required, but without any vote thereat.

16. HONORARY PATRON(S)

The Ordinary Members in General Meeting may, on a proposal from the Board, agree to the appointment of one or more Honorary Patrons of the Company, who would be appointed either for such fixed period as the Ordinary Members determine or for an unspecified period until such appointment be terminated by them. The Honorary Patron or Patrons are entitled to notice of all General Meetings and to attend and contribute to discussion but not vote thereat.

17. FINANCES

17.1 The banking account or accounts of the Company shall be kept in such bank or building society and/or banks or building societies as the Board shall from time to time determine.

17.2 All cheques and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

17.3 The Board shall ensure that all funds and assets of the Company are applied towards achieving the Objects.

18. ACCOUNTS

18.1 The Board shall cause accounting records to be kept in accordance with the requirements of the Act and other relevant regulations.

18.2 The accounting records shall be maintained by the Treasurer (if there is one) and overseen by the Principal Officer (if there is one), or otherwise by, or as determined by, the Board. Such records shall be kept at such place or places as the Board shall think fit and shall always be open to the inspection of the Directors.

18.3 Once at least in every year, or as otherwise provided for by the Act, the accounts of the Company shall be examined and their correctness ascertained by an independent financial examiner, who shall be appointed by the Board on the direction of members in General Meeting.

18.4 At each AGM, the Board shall provide the members with a copy of the accounts for the period since the last preceding accounting reference date or (in the case of the first account since the incorporation of the Company). The accounts shall be accompanied by proper reports of the Board and the independent financial examiner. Copies of such accounts shall, not less than 21 clear days before the date of the General Meeting at which they fall to be approved, be delivered or sent to all members, Directors, the Company Secretary and the independent financial examiner, or otherwise be available for inspection on the website of the Company (with the all members, Directors, the Company Secretary and the independent financial examiner being made aware that they are so available for inspection there).

19. NOTICES

19.1 A notice may be served by the Company upon any member, either personally or by sending it by post, fax, e-mail or other appropriate electronic means, addressed to such member at his or her or its address as appearing in the Register of Members.

19.2 Notwithstanding any rule of law to the contrary, any notice, whether served by post or otherwise, shall be deemed to have been served on the third day following that on which the letter containing the same is put into the post or is otherwise despatched.

19.3 The business of the Company and all its correspondence with and notification to or from members may be conducted equally validly and effectively if transmitted by fax or e-mail or other appropriate electronic means (except where a member specifically requests all such correspondence and notification by post) or otherwise if publicised on the website of the Company where the Company has advised each member of this and has taken due

steps to notify by other reasonable means all other members who state that they do not have access to the Internet.

20. INDEMNITY

Subject to the terms of the Act and without prejudice to any other indemnity, the Directors, or member of any sub-committee, the Company Secretary, Treasurer and all employees of the Company shall be indemnified out of the funds of the Company against any loss or liability (including the costs of defending successfully any court proceedings) which he, she or they may respectively incur or sustain, in connection with or on behalf of the Company and each of them shall be chargeable only for so much money as he or she may actually receive and they shall not be answerable for the acts, receipts, neglects or defaults of each other, but each of them for his or her own acts, receipts, neglects or defaults only.

21. ALTERATION TO THE MEMORANDUM & ARTICLES OF ASSOCIATION

Any alteration to the Memorandum and/or these Articles may be made only upon the following conditions:

- 21.1 upon the decision of not less than 75% of the Ordinary Members present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose in terms of Article 8.3;
- 21.2 with the written consent of Office of Scottish Charity Regulator in confirmation that such changes shall not adversely affect the Company's recognition or registration as a Scottish charity.

22. DISSOLUTION

Clause 7 of the Memorandum of Association of the Company, relating to the winding up and dissolution of the Company, shall have effect as if its provisions were repeated in these Articles.

Names, Addresses and Signatures of Subscribers

Dated:

Witness to the above Signatures:

Name:

Address

Occupation