

MEMORANDUM OF ASSOCIATION

THE COMPANIES ACT 2006


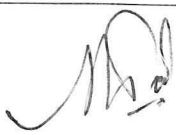
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION of
Edinburgh Interfaith Association

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM of ASSOCIATION
of
Edinburgh Interfaith Association


Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber	Authentication by each subscriber
Louisa Gupta	 21/11/12
Narvinder Sood	 21 st . November, 2012

Dated

21 November 2012

DONALD REID

, convenor.
21/11/12

ARTICLES OF ASSOCIATION

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION of
Edinburgh Interfaith Association

THE COMPANIES ACT 2006

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

ARTICLES of ASSOCIATION

of

Edinburgh Interfaith Association

CONTENTS		
GENERAL	constitution of the company, defined terms, objects, powers, restrictions on use of assets, limit on liability, general structure	articles 1-9
MEMBERS	qualifications, application, subscription, register, withdrawal, expulsion	articles 10-17
GENERAL MEETINGS (meetings of members)	general, notice, special/ordinary resolutions, procedure	articles 18-38
DIRECTORS	maximum number, eligibility, election/retiral/re-election, register, specific roles, powers, personal interests, termination of office,	articles 39-53
DIRECTORS' MEETINGS	Procedure, conduct of directors	articles 54-64
ADMINISTRATION	committees, operation of bank accounts, secretary, minutes, accounting records and annual accounts, notices	articles 65-75
MISCELLANEOUS	winding-up, indemnity, interpretation	articles 76-83

Constitution of company

- 1 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

Defined terms

- 2 In these articles of association, unless the context requires otherwise:-
 - (a) "Act" means the Companies Act 2006;
 - (b) "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
 - (c) "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - (d) "electronic form" has the meaning given in section 1168 of the Act;
 - (e) "OSCR" means the Office of the Scottish Charity Regulator;
 - (f) "property" means any property, heritable or moveable, real or personal, wherever situated; and
 - (g) "subsidiary" has the meaning given in section 1159 of the Act.
- 3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

- 4 The company's objects are:
 - a) To promote religious harmony and diversity in Edinburgh and its wider environs by bringing together the faith communities in deeper dialogue which leads towards mutual understanding, trust, respect, co-operation and peace;
 - b) To advance the education of the general public on interfaith and multicultural issues to further their awareness and understanding;

- 5 The company's objects are restricted to those set out in article 4 (but subject to article 6).
- 6 The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the company's objects in article 4; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

Powers

- 7 In pursuance of the objects listed in article 4 (but not otherwise), the company shall have the following powers:-
 - (a) To organise a range of activities including organising public events that educate, inform and provide a platform for dialogue and understanding on the diversity within religious and spiritual traditions and associated multi-cultural backgrounds; organising closed or invited events for dialogue between religious leaders/religious community representatives on furthering mutual understanding, respect, co-operation and a culture of peace; providing safe and supported space for dialogue between people of different faiths; developing and supporting a range of initiatives targeting specific social groups; supporting and participating in international and national initiatives that meet our aims; developing and jointly co-ordinating education engagements with schools in support of religious and moral education as well as values, citizenship and peace education; providing consultancy and advice services to a range of local and national public, private and voluntary bodies; developing and publishing educational media; to contribute toward the development of a global culture of peace by working both locally and globally to improve co-operation between faiths and cultures; to work with local, national and international organisations, both religious and secular, to further the objects.
 - (b) To carry on any other activities which further any of the above objects.
 - (c) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
 - (d) To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.
 - (e) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.

- (f) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- (g) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- (h) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- (i) To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.
- (j) To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (k) To engage such consultants and advisers as are considered appropriate from time to time.
- (l) To effect insurance of all kinds (which may include officers' liability insurance).
- (m) To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (n) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the company's objects.
- (o) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the company's objects.
- (p) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- (q) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (r) To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- (s) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charitable body.
- (t) To do anything which may be incidental or conducive to the furtherance of any of the company's objects.

And it is declared that

- i) in this clause, 'property' means any property, heritable or moveable, wherever situated
- ii) in this clause, and throughout this memorandum of association, 'Charitable body', 'charitable institution', 'charitable organisation' and 'charity' shall mean a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts

Restrictions on use of the company's assets

- 8
- (a) The income and property of the company shall be applied solely towards promoting the company's objects.
 - (b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
 - (c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
 - (d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

Liability of members

- (a) Each member undertakes that if the company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:
- (b) payment of the company's debts and liabilities contracted before he/she ceases to be a member;
- (c) payment of the costs, charges and expenses of winding up; and
- (d) adjustment of the rights of the contributories among themselves.

General structure

9 The structure of the company consists of:-

- (a) MEMBER BODIES – who shall be recognised communities within faith traditions who shall have the right to collectively nominate one director from their faith tradition and in like manner to elect designated office bearers and have important powers under the Articles of Association and the Companies Acts.
- (b) DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

Qualifications for membership

10 Membership shall be open to

- (a) Recognised congregations or communities within the faith traditions who were formally the “faith community” members of the former unincorporated association, the Edinburgh Inter Faith Association, existent at the date of registration shall be the member bodies of the company, e.g.: a synagogue, a mosque, a gurdwara or church. Such bodies desiring to become members must register before the first AGM after incorporation. Until the said AGM the present representatives of “faith communities” together with the present office bearers shall continue in office as Directors of the new incorporated company. A nominated representative of each member body should subscribe to the Memorandum of Association on behalf of the member body. Reasonable considerations shall be given to the admission of communities from other faith traditions to the membership when such occasions arise, subject to the provisions in articles 4 to 6.
- (b) Member bodies shall exercise their voting rights within colleges of their faith tradition. Each faith tradition being eligible to nominate one director from that tradition and to have one vote on other competent business. The process in which each college of a faith tradition nominates their director and decides on their vote shall be at the discretion of the member bodies within that faith tradition.

Application for membership

11 When a Body as defined in Article 10 wishes to be considered to become a member body, a representative of such a body must sign and lodge with the company, a written application for membership on behalf of the said body.

- 12 The directors shall have full discretion as to the admission and non-admission of any body to membership and shall not be bound to assign any reason for the non-admission of any body to such membership
- 13 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.

Membership subscription

- 14 Membership subscription shall be payable annually at a rate determined by the directors at the first directors' meeting after each annual general meeting.

Register of members

- 15 The directors shall maintain a register of the member bodies, setting out the names of the member bodies, the full name and address of each representative of the member bodies, the date on which the member bodies were admitted to membership.

Withdrawal from membership

- 16 Any body wishing to withdraw from membership shall sign and lodge with the company, a written notice to that effect. On receipt of the notice by the company, the faith community shall cease to be a member body.

Expulsion from membership

- 17 Any member body may be expelled from membership by special resolution (see article 28), providing the following procedures have been observed:-
 - (a) at least 21 days' notice of the intention to propose the resolution must be given to the member body concerned, specifying the grounds for the proposed expulsion
 - (b) the member body concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

General meetings (meetings of members)

- 18 The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first

- annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
- 19 Not more than 15 months shall elapse between one annual general meeting and the next.
 - 20 The business of each annual general meeting shall include:-
 - (a) a report by the chair on the activities of the company
 - (b) consideration of the annual accounts of the company
 - (c) the election/re-election of directors, as referred to in articles 41 to 42.
 - 21 The directors may convene an extraordinary general meeting at any time.
 - 22 The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of general meetings

- 23 At least 21 clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 21) or a resolution requiring special notice under the Act, is to be proposed; all other extraordinary general meetings shall be called by at least 14 clear days' notice.
- 24 The reference to "clear days" in article 23 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
- 25 A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 28) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 26 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.
- 27 Notice of every general meeting shall be given (either in writing or, where the party to whom notice is given has notified the company of an address to be used for the purpose of electronic communications, by way of an electronic communication) to all the nominated representative of all member bodies and directors, and (if there are auditors in office at the time) to the auditors.

Special resolutions and ordinary resolutions

- 28 For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 23 to 27; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 29 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
- (a) to alter its name
 - (b) to alter any provision of these articles or adopt new articles of association.
- 30 For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 23 to 27.

Procedure at general meetings

- 31 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 50% of the nominated directors of all member bodies, present in person.
- 32 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, 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.
- 33 One of the co-convenors of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if neither of the co-convenors is present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 34 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- 35 Every nominated representative shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.

- 36 If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
- 37 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two nominated representatives present in person at the meeting); a secret ballot may be demanded before the show of hands takes place.
- 38 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Maximum number of directors

- 39 The maximum number of directors shall be twenty (20).

Eligibility of Directors

- 40 A person shall not be eligible for election/appointment as a director unless he/she is a member of a member body of the company. Directors or Office Bearers will be eligible to serve for a three year term in any one position.

Election, retiral, re-election

- 41 At the annual general meeting the member bodies voting as "faith colleges", shall (subject to article 39) elect the directors of the company serving the specific roles as outlined in article 44. No office bearer can serve more than three years in any one position.
- 42 The directors may at any time appoint any member of a member body (providing he/she is willing to act) to be a director (subject to articles 39 to 40).

Register of directors

- 43 The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director.

Specific Roles

- 44 All directors shall each have a specific role and no director shall be eligible to take up more than one role. For the sake of clarity, these roles are:

(a) the representative of a faith tradition

- (b) four (4) office bearers, namely two (2) co-convenors, one (1) secretary (in addition to the company secretary), and one (1) treasurer – no two office bearers can be from the same faith college except by the unanimous agreement of the directors.

Powers of directors

- 45 Subject to the provisions of the Act, and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.
- 46 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

- 47 A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (in terms of article 60) from voting on the question of whether or not the company should enter into that arrangement.
- 48 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.
- 49 Provided
- (a) he/she has declared his/her interest
 - (b) he/she has not voted on the question of whether or not the company should enter into the relevant arrangement and
 - (c) the requirements of article 51 are complied with,
- a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under article 48) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
- 50 No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out his/her duties as a director.
- 51 Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then

- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - (b) the directors must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount); and
 - (c) less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).
- 52 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Termination of Office

- 53 A director shall automatically vacate office if:-
- (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director
 - (b) he/she becomes debarred under any statutory provision from being involved in the management or control of a charity
 - (c) he/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/she becomes an employee of the company
 - (e) he/she resigns office by notice to the company
 - (f) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office
 - (g) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

Procedure at directors' meetings

- 54 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 55 Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 56 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be 5.

- 57 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 58 Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 59 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
- 60 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 61 For the purposes of article 60, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.
- 62 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
- 63 The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 60 to 62.

Conduct of directors

- 64 Each of the directors shall, in exercising his/her functions as a director of the company, act in the interests of the company; and, in particular, must
- (a) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects.
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
 - (c) in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party
 - (i) put the interests of the company before that of the other party, in taking decisions as a director
 - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions

involving the other directors with regard to the matter in question

- (d) ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to sub-committees

- 65 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.
- 66 Any delegation of powers under article 78 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 67 The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

- 68 The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company; at least one out of the two signatures must be the signature of a director.

Company Secretary

- 69 The directors shall (notwithstanding the provisions of the Act) appoint a company secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and the such conditions of appointment shall be as determined by the directors; the company secretary may be removed by them at any time.

Minutes

- 70 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

- 71 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

- 72 The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

Notices

- 73 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company or (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
- 74 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 75 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Winding-up

- 76 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the company at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction), to be used solely for a charitable purpose or charitable purposes.
- 77 For the avoidance of doubt, a body to which property is transferred under article 76 may be a member of the company.
- 78 To the extent that effect cannot be given to article 76 (as read with article 77), the relevant property shall be applied to some charitable purpose or purposes.

Indemnity

- 79 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without

prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted **or** any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.

- 80 The Company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).
- 81 The indemnity contained in article 79 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a director may otherwise be entitled.

Interpretation

- 82 In these articles

“the Act” means the Companies Act 1985; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time;

“the articles” means these Articles of Association of the company;

“co-convenor” means the co-chairperson of the company;

“electronic communication” has the same meaning as is assigned to that expression in the Electronic Communications Act 2000;

“the memorandum” means the Memorandum of Association of the company.

- 83 Reference in these articles to the singular shall be deemed to include the plural.