

THE COMPANIES (ALDERNEY) LAW, 1994 (AS AMENDED)
COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
ALDERNEY WILDLIFE TRUST LIMITED

TABLE OF CONTENTS

ARTICLE	PAGE
1. DEFINITIONS AND INTERPRETATION	2
2. STANDARD ARTICLES DISAPPLIED	3
3. CHARITABLE AND NON PROFIT ORGANISATION STATUS.....	3
4. SUBSCRIBERS	3
5. MEMBERS	4
6. REGISTER.....	4
7. GENERAL MEETINGS	4
8. NOTICE OF GENERAL MEETINGS	5
9. PROCEEDINGS AT GENERAL MEETINGS.....	5
10. VOTES OF SUBSCRIBERS	6
11. PROXIES	6
12. MEMBERS' MEETINGS	7
13. APPOINTMENT AND REMOVAL OF DIRECTORS	7
14. RETIREMENT OF DIRECTORS	8
15. DIRECTORS' REMUNERATION AND EXPENSES.....	9
16. DIRECTORS' INTERESTS.....	9
17. POWERS OF DIRECTORS.....	9
18. PROCEEDINGS OF DIRECTORS	10
19. ALTERNATE DIRECTORS.....	11
20. SECRETARY	11
21. SEAL	11
22. COMMON SIGNATURE	12
23. NOTICES	12
24. INDEMNITY	12

THE COMPANIES (ALDERNEY) LAW, 1994 (AS AMENDED)

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

ALDERNEY WILDLIFE TRUST LIMITED

1. DEFINITIONS AND INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

Articles:	means these Articles of Association, as altered from time to time;
Board:	means Directors who number not less than the required quorum present at a meeting of Directors;
Company:	means Alderney Wildlife Trust Limited;
Director:	means a person appointed as a director of the Company in accordance with the Law and these Articles;
Interested:	in relation to a Director, has the meaning given to that term in section 83;
Law:	means The Companies (Alderney) Law, 1994;
Member	means a person with the rights set out in Article 5 and who is not a Subscriber;
Members' Meeting	has the meaning given to it in Article 11.1;
Members' Resolution	has the meaning given to it in Article 11.1;
Ordinary Resolution:	means a resolution of the Company passed in accordance with section 98(k);
Register:	means the register of Subscribers to be kept pursuant to section 71;
Secretary:	means any person appointed to that position and entered into the register of secretaries, as determined by the Directors;
Special Resolution:	means a resolution of the Company passed in accordance with section 102;
Statutes:	means every statute including any orders, regulations or other subordinate legislation made under it (from time to time in force) concerning companies in so far as they apply to the Company including, for the avoidance of doubt, the Law; and
Subscriber:	means a guarantee member of the Company under paragraph 8, Schedule 6 of the Law and whose name is entered in the Register as a guarantee member of the Company, and " Subscribership " shall be construed accordingly.

- 1.2 The table of contents, headings and descriptions relating to sections of the Law are inserted for convenience only and shall be ignored in construing these Articles.
- 1.3 In these Articles, save where the context requires otherwise:
- (a) the singular includes the plural and vice versa;
 - (a) reference to any legislation or to any provision of any legislation (including regulations and orders) includes:
 - (i) that legislation or provision as from time to time amended, re-enacted or substituted; and
 - (ii) any statutory instruments, regulations, rules and orders issued under that legislation or provision;
 - (b) “written” and “in writing” include any form of reproducing words, figures and symbols in a visible form;
 - (c) words importing a particular gender only shall include any other gender; and
 - (d) references to a meeting shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person.
- 1.4 Unless the context requires otherwise, words and expressions defined or explained in the Law and not otherwise defined in Article 1.1 have the same meaning in these Articles.
- 1.5 Where any word or expression is defined in these Articles, any corresponding grammatical form of that word or expression has a corresponding meaning.
- 1.6 Unless otherwise stated:
- (a) References to an Article or clause are to the relevant Article within this document.
 - (b) References to sections are to sections of the Law.

2. STANDARD ARTICLES DISAPPLIED

- 2.1 The standard articles of association referred to in section 8 are disapplied and replaced in their entirety by these Articles

3. CHARITABLE AND NON PROFIT ORGANISATION STATUS

- 3.1 The Company is incorporated for charitable purposes in accordance with paragraph 5 of the Memorandum. Neither the Board nor the Company in general meeting shall permit the payment of a dividend, or make a non-cash distribution, or capitalise profits and distribute those capitalised profits to any Subscriber or Subscribers whilst the Company is and remains a non-profit organisation.
- 3.2 Article 3.1 shall not be varied or revoked without notification having been given by the Company to the Registrar of Non Profit Organisations (or such other regulator of non-profit organisations within Guernsey or Alderney) of the intention to remove or revoke this Article.

4. SUBSCRIBERS

- 4.1 Any persons or corporations as may desire to be admitted to Subscribership may be elected by the Board to be Subscribers of the Company, provided that:

- (a) such persons and corporation have signed a written consent to become a Subscriber; and
 - (b) such persons and corporations have complied with any other criteria or procedure for applying for Subscribership as may be prescribed by the Directors from time to time.
- 4.2 In Article 4.1 the expression "corporation" shall be deemed to include any body corporate, any local or other public authority and any unincorporated association which the Board may elect to subscribership.
- 4.3 A Subscriber shall not cease to be a Subscriber except in accordance with Paragraph 9 of Schedule 6 of the Law.

5. MEMBERS

- 5.1 The Board may create different categories of members and may confer upon any such category or upon such members generally such rights and privileges as the Board may from time to time think fit.. The terms of such Members shall be supplied to them from time to time.
- 5.2 Any person may become a Member subject to:
 - (a) no objection by the Directors in accordance with the application criteria which may be amended from time to time (in the case of such objection such proposed Member shall be informed within seven days of such a decision being made, but the Directors shall be under no obligation to give reasons for such objection); and
 - (b) payment of an annual subscription fee in the amount and manner as determined by the Directors from time to time.
- 5.3 Each Member shall pay to the Company such single or annual or other periodic membership fees and accept such terms and conditions of Membership or any changes therein and shall pay such other fees or sums in respect of the use of any of the facilities activities or services of the Company as the Directors may from time to time determine. The Directors shall have discretion to change the amount of such subscriptions or fees where they feel this is appropriate, having considered the circumstances of the person(s) concerned.
- 5.4 A Member is not entitled to receive notice of, attend or vote at any general meeting of the Company. A Member is entitled to receive notice of, attend and vote at any Member's Meeting.

6. REGISTER

- 6.1 The Company shall keep a Register and make it available for inspection in accordance with the Law.

7. GENERAL MEETINGS

- 7.1 Unless the Subscribers have agreed in writing in accordance with section 97 to dispense with the requirement to have a general meeting of the Company, the Company shall hold annual general meetings in accordance with the Law during the first six months of each calendar year provided that it is held after the relevant Members' Meeting for such year (unless such Members' Meeting does not occur within the first five months of the year).
- 7.2 All general meetings other than annual general meetings shall be called extraordinary general meetings. Extraordinary general meetings may be called by the Board in accordance with the Law and shall be called by the Board when required by the Subscribers in accordance with the Law.
- 7.3 Any general meeting may be held in Alderney or elsewhere as the Directors may from time to time determine.

8. NOTICE OF GENERAL MEETINGS

- 8.1 A general meeting shall be called by at least 14 days' notice in writing (unless all the Subscribers entitled to attend and vote agree to a shorter notice period). The Notice shall contain the matters required by section 101(2).
- 8.2 An irregularity in a notice of a general meeting is waived if all Subscribers entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all those Subscribers agree to the waiver.
- 8.3 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.

9. PROCEEDINGS AT GENERAL MEETINGS

- 9.1 No business shall be transacted at any meeting unless a quorum is present. The quorum shall be two Subscribers, unless there is only one Subscriber, in which case the quorum shall be one Subscriber.
- 9.2 If a quorum as required by the Law is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall be adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.
- 9.3 A Director shall, notwithstanding that he is not a Subscriber, be entitled to receive notice of, attend and speak at any general meeting.
- 9.4 Notwithstanding section 98(h) the chairman of any meeting shall be the chairman of the Board or, if the Board has no chairman, a Director nominated by the Board for the purpose.
- 9.5 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transaction. Otherwise it shall not be necessary to give any such notice.
- 9.6 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Law, a poll may be demanded:
- (a) by the chairman;
 - (b) by at least two Subscribers having the right to vote at the meeting;
 - (c) by a Subscriber representing not less than one-tenth of the total voting rights of all the Subscribers having the right to vote at the meeting,
- and a demand by a person as proxy for a Subscriber shall be the same as a demand by the Subscriber.
- 9.7 The demand for a poll may, before the poll is taken, be deemed to have invalidated the result of a show of hands declared before the demand was made.
- 9.8 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Subscribers) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 9.9 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at

such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made.

- 9.10 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven days' notice shall be given specifying the time and place at which the poll is to be taken.
- 9.11 Any corporation which is a Subscriber of the Company may by resolution of its directors or other governing body authorise any person it thinks fit to act as its representative at any meeting of the Company or of any class of Subscribers of the Company, and that authorised person 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 Subscriber of the Company.

10. VOTES OF SUBSCRIBERS

- 10.1 Subject to any rights or restrictions applicable to any Subscribers, the general rules as to voting and the number of votes available to each Subscriber set out in section 98 shall apply.
- 10.2 Any Subscriber being under any legal disability may vote by his guardian or other legal representative. Any such person may vote either personally or by proxy.
- 10.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 10.4 Anything that may, in accordance with the provisions of the Statutes, be done by resolution passed at a general meeting of the Company may be done by resolution in writing in accordance with the Statutes.
- 10.5 Subject to the Statutes a resolution proposed as a written resolution by the Directors or Subscribers of the Company shall be put to Subscribers in such a manner as the Directors may determine provided that a copy of the resolution is accompanied by a statement informing each Subscriber how to signify agreement to the resolution in accordance with the Statutes and the date by which the resolution must be passed, which may be determined by the Directors in their absolute discretion, provided that in the absence of any such decision, the written resolution shall lapse after 60 days from the date that the resolution is first circulated.
- 10.6 A written resolution executed by or on behalf of a Subscriber may be evidenced by letter or in any particular electronic form or otherwise as the Directors may from time to time approve.
- 10.7 The Subscribers may participate in a meeting of the Company by means of a conference telephone or any equipment which allows all persons participating in the meeting to speak to and hear each other. A person so participating shall be deemed to be present at the meeting and shall be entitled to vote and be counted in a quorum for so long as he is able to speak to and hear the other participants. Such a meeting is deemed to be held in the place in which the chairman of the meeting is present.
- 10.8 In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register.

11. PROXIES

- 11.1 An instrument appointing a proxy shall be in writing executed by or on behalf of the Subscriber and shall be in the form approved by the Board. The Board may resolve to permit instruments appointing proxies to be received by email.
- 11.2 An instrument appointing a proxy is only valid if it is:

- (a) sent to the Company's registered office with a copy to Slades, 48 Victoria Street, Alderney GY9 3TA; and
- (b) sent by email to the email address nominated by the Company if the Board resolves to accept proxy appointments by email,

and is received by the Company at least 24 hours before the time of the meeting.

- 11.3 If the Board resolves under Articles 11.2 (a) or (b) to accept proxy appointments by email then the notice of general meeting must contain the nominated email address.
- 11.4 Submission of an instrument of proxy shall not preclude a Subscriber from attending and voting at the meeting or any adjournment of that meeting.

12. MEMBERS' MEETINGS

- 12.1 During the first five months of each calendar year, the Directors shall call a meeting of the Members (the "**Members' Meeting**") for the purpose of:
 - (a) passing a resolution of the Members designating the directors, to be appointed (and, if relevant, removed) at the following general meeting (the "**Members' Resolution**"); and
 - (b) reviewing the Company's annual financial statements

The Subscribers, in relation to appointment and removal of directors, shall vote their Ordinary Resolution as directed by any Members' Resolution.

- 12.2 The provisions in relation to notice, proceedings, votes at general meetings and proxies as set out in Article 7 to Article 11 shall apply *mutatis mutandi* to Members' Meetings, except that the quorum for Member's Meeting shall be twelve Members.
- 12.3 The notice of the Members' Meeting shall additionally contain details of any persons to be considered for appointment or removal to or from the Board.

13. APPOINTMENT AND REMOVAL OF DIRECTORS

- 13.1 The first Directors of the Company shall be appointed upon the incorporation of the Company in the application for incorporation made under section 4. All subsequent Directors shall be appointed by Ordinary Resolution (such Ordinary Resolution to be made as directed by the Members' Resolution) at the annual general meeting, provided that the Board may also appoint Directors in accordance with Article 13.2. Two or more persons may be appointed as Directors by a single resolution or notice. Unless otherwise determined by Ordinary Resolution, there shall be a maximum of seven Directors and the minimum shall be one.
- 13.2 The Directors shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.
- 13.3 The office of Director shall be vacated if a Director:
 - (a) must retire in accordance with Article 14;
 - (b) resigns from office by notice in writing to the Company;
 - (c) is absent from three consecutive meetings of the Board without leave of or by arrangement with the Board and the other Directors resolve that the Director should be removed;
 - (d) ceases to be a Director by virtue of any provision of the Statutes or he becomes prohibited or disqualified by law from being a director;

- (e) has his affairs declared “en désastre” or a preliminary vesting order is made against his Alderney realty, he becomes bankrupt, suspends payment or compounds with his creditors, or is adjudged insolvent or any analogous event occurs under the laws of any jurisdiction;
 - (f) is removed from office by an Ordinary Resolution (as directed by a Members' Resolution); or
 - (g) by notice in writing delivered to the offices or tendered at a meeting of the Directors his resignation is requested by all other Directors.
- 13.4 Until a note of the removal is made in the minutes of the Directors, the Director's acts as a Director shall be effectual as if the office were not vacated.
- 13.5 The Directors shall appoint one of their number to the office of treasurer. The duties of the treasurer shall be determined by the Directors from time to time. Such appointment shall remain in place until the earlier of (1) three years, (2) the resignation in writing of such Director from the office of treasurer, or (3) the removal of such Director from the office of treasurer by resolution of Directors.
- 14. RETIREMENT OF DIRECTORS**
- 14.1 At every annual general meeting the following Directors shall retire from office, but may, subject to this Article 14, offer themselves for reappointment by the Subscribers (as directed by a Members' Resolution):
 - (a) one-third, or, if their number is not divisible by three, the number nearest to one-third, of the Directors who are to retire by rotation under Article 14.2; and
 - (b) any Director appointed under Article 13.2 since the previous annual general meeting.
- 14.2 The Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. As between persons who were appointed or last reappointed on the same day, those to retire shall (unless they agree otherwise among themselves) be determined by drawing lots. A Director appointed under Article 13.2 shall not be taken into account in determining the Directors who are to retire by rotation.
- 14.3 Other than a Director retiring under Article 14.1(a), no person may be appointed a Director at any general meeting unless:
 - (a) that person is recommended by the Directors; or
 - (b) not less than 14 nor more than 35 clear days before the date of the Members' Meeting falling before the general meeting, the Company has received a notice, signed by two Members, which:
 - (i) indicates the Members' intention to propose the appointment of a person as a Director;
 - (ii) states the details of that person which, if they were appointed, would be required to be recorded in the Company's register of Directors; and
 - (iii) is signed by the person to be proposed to show their willingness to be appointed.
- 14.4 All Members and all those who are entitled to receive notice of a general meeting, shall, not less than 14 nor more than 35 clear days before the date of the Members' Meeting prior to the general meeting, be given notice of any proposal to appoint or reappoint a Director at the general meeting, whether on the recommendation of the Directors or because the Company has received notice, pursuant to Article 14.3(b), of a Member's intention to propose an

appointment. The requirement to give notice under this Article 14.4 shall not apply in the case of a Director who is to retire by rotation and seek reappointment.

14.5 No Director shall serve for more than nine consecutive years, unless the Directors consider it would be in the best interests of the Company for a particular Director to continue to serve beyond that period and that Director is reappointed in accordance with the Articles.

14.6 If a Director is required to retire at an annual general meeting by a provision of the Articles the retirement shall take effect upon the conclusion of the meeting.

15. DIRECTORS' REMUNERATION AND EXPENSES

15.1 The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company.

16. DIRECTORS' INTERESTS

16.1 A Director shall comply with the provisions of section 83 (relating to disclosure of interests of Directors) but failure to comply with that section does not affect the operation of Article 16.2.

16.2 Notwithstanding any rule of law or equity to the contrary, but subject to section 78 (prohibiting a director from acting as auditor of a company), a Director may not, unless approved by Special Resolution:

- (a) contract with the Company in any capacity;
- (b) be a party to any transaction with the Company;
- (c) have any direct or indirect personal involvement or Interest in any transaction or arrangement to which the Company is a party or in which it is otherwise directly or indirectly Interested or involved;
- (d) become a director or other officer of, or otherwise Interested in, any corporation promoted by the Company or in which the Company may be directly or indirectly interested as a shareholder or otherwise other than Alderney Wildlife Trust Enterprises Ltd; or
- (e) retain any remuneration, profit or benefits in relation to any of the foregoing..

16.3 A Director who is Interested in a transaction entered into, or to be entered into, by the Company may not:

- (a) vote on any matter relating to the transaction;
- (b) attend a meeting of the Board at which any matter relating to the transaction arises and be included among the Directors present at the meeting for the purposes of a quorum;
- (c) sign a document relating to the transaction on behalf of the Company; and
- (d) do any other thing in his or her capacity as a Director in relation to the transaction.

.

17. POWERS OF DIRECTORS

17.1 The business affairs of the Company shall be managed by, or under the direction or supervision of, the Board.

17.2 The Board may exercise all the powers of the Company which are not required, either by the Law or these Articles, to be exercised by the Subscribers.

- 17.3 The Directors may exercise all the powers of the Company to borrow money, and to mortgage or grant security over its assets, undertaking, property and capital, or any part thereof, and to issue securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 17.4 The Board may delegate to any committee of Directors, a Director, an employee of the Company or to any other person, any one or more of its powers which it is lawfully entitled to delegate.
- 17.5 The Company may exercise the power conferred by section 21 to appoint a person as its attorney, either generally or in relation to a specific matter. Any power of attorney may contain such provisions for the protection of persons dealing with the attorney as the Board thinks fit, and may also authorise any attorney to delegate all or any of the powers, authorities and discretions invested in the attorney. Any power of attorney given by the Company shall be valid if executed under the common signature of the Company (if it has one) or in the manner specified in the resolution of the Board authorising the granting of the power of attorney in question.
- 17.6 The Directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers or employees of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or the exercise or purported exercise of their powers and/or otherwise in relation to or in connection with their duties, powers or offices in relation to the Company or any other such company or subsidiary undertaking (including, without limitation, for conduct amounting to negligence, default, breach of duty or breach of trust).
- 17.7 The Directors shall cause minutes to be made in books provided for the purposes of:
- (a) all appointments of officers of the Company;
 - (b) the names of the Directors present at all meetings of the Company, and of the Directors and of committees of the Directors; and
 - (c) all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of the Directors.

18. PROCEEDINGS OF DIRECTORS

- 18.1 The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Each Director shall be entitled to cast a single vote. In case of an equality of votes, the chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time, call a meeting of the Directors.
- 18.2 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two Directors except that where the minimum number of Directors has been fixed at one in which case a sole Director shall be deemed to form a quorum. For the purposes of this Article an alternate appointed by a Director shall be counted in a quorum at a meeting at which the Director appointing him is not present.
- 18.3 The continuing Directors or a sole continuing Director may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed as a quorum, the continuing Directors may act for the purpose of filling vacancies or of summoning a general meeting of the Company, but for no other purpose.
- 18.4 The Directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present

within five minutes of the time appointed for holding that meeting, the Directors present may choose one of their number to be chairman of the meeting.

- 18.5 All acts done by any meeting of the Directors or of a committee of the Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member of the Board or person so acting, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 18.6 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form signed by any one or more of the Directors.
- 18.7 All or any of the Directors may participate in a meeting of the Directors or of a committee of the Directors by means of a conference telephone or any equipment which allows all persons participating in the meeting to speak to and hear each other. A person so participating shall be deemed to be present at the meeting and shall be entitled to vote and be counted in a quorum for so long as he is able to speak to and hear the other participants. Such a meeting is deemed to be held in the place in which the chairman of the meeting is present.
- 18.8 If a question arises at a meeting of the Directors or of a committee of the Directors as to the right of a Director to vote, the question may before the conclusion of the meeting be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

19. ALTERNATE DIRECTORS

- 19.1 Any Director (other than an alternate director) may appoint any other Director, or any other person approved by resolution of the Board and willing to act, to be an alternate director and may remove from office an alternate director appointed by him.
- 19.2 The appointment of an alternate director shall terminate on the happening of any event which if he were a Director would cause him to vacate office or if his appointor ceases to be a Director.
- 19.3 An alternate director shall be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any meetings at which the Director appointing him is not personally present and generally to perform all functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director.
- 19.4 Any appointment or removal of an alternate director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.
- 19.5 Except as otherwise provided in these Articles, an alternate director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

20. SECRETARY

- 20.1 A person meeting the requirements of the Law may be appointed as Secretary of the Company by the Directors for such term, at such remuneration and upon such conditions as the Directors may think fit. Any Secretary so appointed may be removed by the Directors.

21. SEAL

- 21.1 If the Company adopts a Seal as referred to in section 34 the Seal shall only be used by the authority of the Directors or of an authorised committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed, in the case that the Company has only one Director by that

Director, and in any other case by a Director and by the Secretary (if any) or by a second Director.

22. COMMON SIGNATURE

22.1 The common signature of the Company may be either:

- (a) the name of the Company with the addition of a signature of a director and the secretary of a company, or by two directors thereof, authorised generally or specifically by the Board for that purpose; or
- (b) if the Board resolves that the Company shall have a common seal, the common seal of the Company affixed in any manner as these Articles or the Board may from time to time provide.

23. NOTICES

23.1 All Subscribers are deemed to have agreed to accept communication from the Company by electronic means and to receive documents from the Company by means of a website unless the Subscribers notify the Company otherwise. Notices must be in writing and signed by the Subscriber and delivered to the Office or such other place as the Board directs.

24. INDEMNITY

24.1 The Directors, Secretary and other officers or employees of the Company shall be indemnified out of the assets of the Company to the fullest extent permitted by the Law from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain by reason of any contract entered into or any act done, concurred in or omitted, in or about the execution of their duty or supposed duty or in relation thereto, provided that this Article shall not be deemed to provide for, or entitle any person to, indemnification to the extent that it would cause this Article, or any part of it, to be treated as void under the Law.