

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

of

**LONAP LIMITED**

(Adopted by Special Resolution passed on 24<sup>th</sup> February 2021)

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**PRELIMINARY**

1. The model articles of association for companies limited by guarantee contained in Schedule 2 to The Companies (Model Articles) Regulations 2008 shall not apply to the Company.

**INTERPRETATION**

2. In these Articles:

"the Act"	means the Companies Act 2006;
"the Acts"	means the Act and every other Act for the time being in force concerning companies and affecting the Company;
"the Auditors"	means the Auditors for the time being of the Company, if any;
"the Company"	means the above named company;
"Director"	means a member of the Board of Directors of the Company or a director as referred to in the Act;
"the Directors"	means the Board of Directors of the Company;
"the Finance Director"	means the Director appointed by the Directors to take responsibility for overseeing the financial matters of the Company;
"the Managing Director"	means the managing director of the Company and a member

of the Board of Directors of the Company in accordance with Articles 52 - 56.

- “the Office” means the registered office of the Company;
- "these presents" means these Articles of Association and the regulations of the Company from time to time in force;
- "the Secretary" means the person appointed to perform the duties of the secretary of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to email, printing, lithography, photocopy and other modes of representing or reproducing words in a permanent visible form.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender shall include the feminine gender.

References to any statute shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.

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

### **MEMBERS AND MEMBERSHIP**

3. The Company is established for the purposes expressed in the Memorandum of Association. There is no upper limit on the number of members.
4. The subscribers to the Memorandum of Association and such legal persons as the Directors shall admit to membership shall be members of the Company. The rights of a member shall not be transferable and, in the case of a member who is an individual shall cease on death and, in the case of a member which is a corporate entity, shall cease on the liquidation or dissolution of that entity.
5. (a) Every member of the Company other than the subscribers to the Memorandum of Association of the Company shall either sign a written application or consent to become a member or sign the Register of Members on becoming a member.  
  
(b) It shall be lawful for any person being a member of the company to guarantee any larger sum than £1 by executing a bond or subscription contract with the Company to that effect.

6. The Secretary shall keep an accurate Register of Members of the Company.
7. Any member may withdraw from the Company by giving three months' notice in writing to the Company of his intention so to do but any person ceasing by any means to be a member shall remain liable for and shall pay to the Company all moneys due from him to the Company at the time of his ceasing to be a member or for which he may become liable under the provisions of the Memorandum of Association.
8. Any member who does not purchase services from the Company for a period of three consecutive months will automatically cease to be a member and any such person ceasing to be a member shall remain liable for and shall pay to the Company all moneys due from him to the Company at the time of his ceasing to be a member or for which he may become liable under the provisions of the Memorandum of Association.
9. The sole right of admission to membership shall be vested in the Directors who may without showing cause refuse to admit any person as a member of the Company but nothing herein contained shall entitle the directors to discriminate in any way between applicants by reason of faith, colour, creed or sex.
10. The Directors may also without showing cause by a resolution passed by a majority consisting of not less than two-thirds of the Directors present at a Meeting of the Directors of and at which the member in question has been given reasonable notice and a reasonable opportunity of being heard in his own defence convened solely or inter alia for the purpose of considering such resolution refuse to continue any person as a member of the Company and if such resolution shall be so passed then such person shall cease to be a member and his name shall be removed from the register of members; provided that he shall remain liable for and shall pay to the Company all moneys due from him to the Company at the time of his ceasing to be a member or for which he may become liable under the provisions of the Memorandum of Association.

### **GENERAL MEETINGS**

11. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place (as set out in Article 14) as the Directors shall appoint.
12. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
13. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on requisition in accordance with the Acts. If at any time there are not sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an

Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

14. A General Meeting may take place in person (a “**physical meeting**”) or via the Internet, video conference or teleconference (collectively “**online**”) at the discretion of the Directors using a platform in the case of online meetings that the Directors reasonably consider to be accessible to the members, and the Directors will ensure that members attending an online meeting have substantially the same rights that they would have at a physical meeting. Members and Directors attending an online meeting shall be considered as being present at that meeting, and members voting online shall be considered as voting at that meeting.

### **NOTICE OF GENERAL MEETINGS**

15. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place (if physical) or access or registration details (if online), the day and the hour of the meeting and the general nature of the business to be dealt with at the meeting, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company entitled to receive such notices from the Company.

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

- (A) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat;
  - (B) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
16. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

17. All resolutions that are put before an Extraordinary General Meeting and an Annual General Meeting shall be special resolutions, with the exception of the following matters

which shall be put before an Extraordinary General Meeting or an Annual General Meeting as ordinary resolutions (unless the Directors determine that they should be put before the relevant meeting as special resolutions):

- (A) the consideration of the Accounts, Balance Sheets, and the Report of the Directors and Auditors; and
  - (B) the Election of Directors in the place of those retiring; and
  - (C) the appointment of, and the fixing of the remuneration of, the Auditors; and
  - (D) the approval of the minutes of prior meetings; and
  - (E) the election of the Chairman for the meeting.
18. No business shall be transacted at any General Meeting unless a quorum of members is present or represented by proxy at the time when the meeting proceeds to business; save as herein otherwise provided one tenth or more of the membership of the Company present (which for physical meetings shall mean in person and for online meetings shall mean members attending via the internet, video conference or telephone conference) or represented at such meeting by proxy shall be a quorum.
19. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or using the same online platform (as applicable), or to such other day and at such other time and place (or platform) as the Directors may determine, and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting the members present or represented by proxy shall be a quorum.
20. The Chairman, if any, of the Directors or in his absence the Vice-Chairman shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman or Vice-Chairman or if he shall not be present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.
21. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for the holding of the meeting, the members present shall choose one of their number to be Chairman of the meeting.
22. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place (including from physical meeting to online meeting and vice versa), but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the

case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

23. At any General Meeting a resolution put to the vote of the meeting shall be decided by a poll except the following matters which shall be determined on a show of hands to be taken forthwith:
  - (A) on the selection of Chairman under Article 21; and
  - (B) on the adjournment of the meeting under Article 22.

A declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the Minutes of Proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

24. A poll shall be taken at such time and in such manner as the Chairman directs (including, for the avoidance of doubt, adjourning the meeting while voting on such a poll takes place) and any business other than that upon which a poll has been undertaken may be proceeded with pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was undertaken.
25. In the case of an equality of votes, whether on a show of hands or in a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is undertaken, shall be entitled to a second or casting vote.
26. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.
27. Any matter or thing which may under these presents be dealt with by Ordinary Resolution and is not required by law to be dealt with in general meeting may, if the Directors so resolve, be determined by a postal ballot to be conducted in such manner as the Directors may think fit and any resolution declared by the Directors to have been carried by a majority of the members voting on such ballot shall have effect in all respects as if it were an Ordinary Resolution duly passed at a meeting of the Company duly convened and held.

## **VOTES OF MEMBERS**

28. On a show of hands, every member present shall have one vote. On a poll, every member present or represented by proxy shall have one vote.
29. Each member which is a corporate entity shall appoint a named individual to vote on its behalf, or to appoint a proxy on its behalf, and shall notify the Company of any change in this appointment.
30. A poll may be taken online at the discretion of the Chairman and any member voting online shall be considered as having voted at the meeting.
31. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
32. Each member shall be entitled to appoint a proxy to attend a General Meeting on their behalf and may instruct such proxy either to follow the instructions of the member in all respects or that the proxy may vote as he thinks fit or abstain from a vote. A proxy need not be a member of the Company.
33. A member may appoint a proxy via an instrument in writing in such form as the Directors may from time to time specify, either under the hand of the appointor or of his attorney duly authorised in writing, or a member may appoint a proxy, if the Directors so allow, via a Web proxy form published by the Directors.
34. Access to the Web proxy form shall be controlled by such security measures as the Directors think suitable to ensure the integrity and authenticity of votes.
35. Any Web proxy form will be available a minimum of 14 days prior to the meeting and must be submitted by the member more than 48 hours before the time appointed for holding the meeting or adjourned meeting named on the form.
36. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
37. A vote given in accordance with any proxy appointment shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company

before the commencement of the meeting or adjourned meeting at which the proxy is used.

38. Any member who has appointed a proxy but nonetheless votes themselves at any meeting shall take precedence over and invalidate any proxy previously appointed.

### **DIRECTORS**

39. The number of directors shall be not less than three and not more than eleven and no two directors are to be appointed from the same member company. Within these limits, the number of directors will be determined by the Directors.
40. Any person may be appointed a Director. Directors may not appoint alternate directors.

### **BORROWING POWERS**

41. The Directors may not, without the approval of the members by Special Resolution passed at a General Meeting, exercise the powers of the Company to borrow money, or to mortgage or charge its undertakings or property, or any part thereof, or to issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

### **POWERS AND DUTIES OF DIRECTORS**

42. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Acts or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Acts or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.
43. The Directors shall have authority if acting pursuant to a resolution passed by the majority of the Directors from time to time appointed to decide that any member which is in breach of any regulation made by the Company shall lose its voting rights and its right to receive any services from the Company until such time as the breach is rectified to the satisfaction of the Directors. In addition, the Directors shall have authority to suspend any member's right to receive any services from the Company in the event that an invoice in respect of any such right or services is not paid by a member within 90 days of the date of such invoice and that any such suspension shall continue until all outstanding monies due from that member are paid to the Company. In the event of a dispute in relation to such an outstanding invoice, the matter will be considered by the Board of Directors in meeting and its decision shall be final and binding for these purposes.



## **DISQUALIFICATION OF DIRECTORS**

44. The office of Director shall be vacated if the Director:
- (A) without the consent of the Company in General Meeting holds any other office of profit under the Company; or
  - (B) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (C) becomes prohibited from being a Director by reason of any order made under the Acts; or
  - (D) becomes of unsound mind; or
  - (E) ceases to be an employee of the Company; or
  - (F) resigns his office by notice in writing to the Company; or
  - (G) ceases to be a Director by virtue of any provision of the Acts; or
  - (H) shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

45. At each Annual General Meeting of the Company, if one or more directors were last appointed or re-appointed the shorter of: (i) 3 or more Annual General Meetings; after the date of their appointment; or (ii) 3 or more years prior to the meeting (but excluding for these purposes any Director appointed pursuant to Article 52), he or they shall retire from office. A Director retiring in accordance with this Article shall be eligible for re-election, but if they do not stand for re-election or if they are not re-elected then they shall be deemed to have retired at the point at which the replacement director is appointed.
46. The Company at the meeting at which the Directors retire in accordance with Article 45 may fill the offices vacated by electing any person thereto, and in default, such retiring Directors shall, if offering themselves for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.
47. The Directors shall announce a call for candidates a minimum of fourteen days prior to the notice of a General Meeting at which an election will be held. This announcement shall state the number of positions open for election and the voting method that the Directors have determined will be used should there be more candidates than open positions. No person other than a Director retiring at the meeting shall, unless

recommended by the Directors, be eligible for election to the office of Director at any General Meeting unless, within fourteen days of this announcement, there shall have been sent to the Company notice in writing, signed by two different members duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing signed by that person to be proposed of his willingness to be elected. The names of the members proposing each candidate will be published together with the notice of the General Meeting.

48. For any candidate properly standing for election or re-election in accordance with Article 47, the Directors shall make available a facility for the candidate to make a statement to the members, the specifics of which will be determined by the Directors, but which will at a minimum include the facility to send a statement of up to five hundred words that will be attached to the notice of the General Meeting.
49. 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, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these presents.
50. Any Director appointed to fill a casual vacancy or as an addition to the existing Directors shall, subject to Article 51, hold office only until the next following Annual General Meeting and shall be eligible for re-election at such meeting. A Director may not be appointed under Article 49 if he stood for re-election at the last Annual General Meeting and was not re-elected.
51. The Company may in accordance with and subject to the provisions of the Acts by Ordinary Resolution of which special notice has been given remove any Director before the expiration of his period of office (notwithstanding anything in these presents or in any agreement between the Company and such Director) and appoint another person in place of a Director so removed from office.

### **MANAGING DIRECTOR**

52. Subject to the Act, the Directors may appoint (and remove) a person (who need not be an existing Director) to hold executive office, in the capacity of managing director, with the Company for such period and on such terms as the Directors may decide (“the Managing Director”). The Directors may revoke, terminate or vary the terms of any such appointment, without prejudice to any claim for damages which the Managing Director may have for breach of contract against the Company.
53. A Managing Director so appointed shall not, while holding such office, be subject to retirement by rotation on the terms set out in Article 45 or Article 50 but his appointment shall be automatically determined if he ceases for any cause to be a director unless the contract or resolution under which he holds such office expressly provides to the contrary. Any such determination shall be without prejudice to any claim for damages for breach of any contract of service between him and the Company.

54. The Managing Director shall be a member of the board of Directors and shall have the right to vote and count in the quorum at a meeting of the Directors.
55. The Managing Director shall have responsibility for the following matters:
  - (A) day-to-day decisions relating to the operations of the Company;
  - (B) preparing and maintaining an activity plan, which shall detail the proposed activities of the Company (“the Activity Plan”);
  - (C) maintaining a detailed budget that accounts for anticipated incomes and expenditures according to the needs of the Activity Plan in conjunction with the Finance Director (“the Budget”);
  - (D) tracking revenue and spend against the Budget and reporting to the Directors on any variances in the Budget; and
  - (E) any other matters which the Directors shall from time to time delegate to the Managing Director in accordance with Article 63.
56. The Activity Plan and Budget shall not come into force until approved by resolution of the Directors.

### **DIRECTORS INTEREST**

57. Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:
  - (A) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
  - (B) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
  - (C) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
58. For the purposes of Article 57:
  - (A) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be

deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and

- (B) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

### **PROCEEDINGS OF DIRECTORS**

- 59. The Directors shall meet together for the despatch of business at least four times a year but may otherwise meet, adjourn and regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the 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 the Director shall, at any time summon a meeting of the Directors. A meeting of the Directors may take place online in a manner accessible to all Directors or by any other method agreed to by the Directors, and any Director attending that meeting online shall count towards the quorum.
- 60. Save as herein otherwise provided the quorum necessary for the transaction of the business of the Directors shall be two Directors or such number as equals one half of the total number of Directors from time to time whichever is greater.
- 61. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these presents as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.
- 62. 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 after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
- 63. The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to the Managing Director of the Company such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and any such delegation may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying. All acts and proceedings of each such sub-committee should be reported back to the Directors as soon as possible.
- 64. The meetings and proceedings of any such committee or sub-committee as is referred to in the preceding Article shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations made by the Directors.

65. The Directors shall cause minutes to be made in books provided for the purpose:
- (A) of all appointments of officers made by the Directors;
  - (B) of the names of the Directors present at each meeting of the Directors and of any committee or sub-committee of the Directors;
  - (C) of all resolutions and proceedings at all meetings of the Company and of the Directors, and of committees and subcommittees of the Directors.
66. All acts bona fide done by any meeting of the Directors or of a committee or sub-committee of the Directors, or by any person acting as a Director or as a member of a committee or sub-committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or person acting as aforesaid, 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 or member of a committee or sub-committee.
67. A resolution in writing, signed by all 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 each signed by one or more Directors.
68. Save as otherwise provided by these presents, a Director shall not vote, and if he does so vote his vote shall not be counted, at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
- (A) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
  - (B) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
  - (C) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a Director shall be treated as an interest of the

Director.

69. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
62. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these presents prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.
70. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Company or any body corporate in which the Company is interested, the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
71. If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

#### **SECRETARY**

72. Subject to the provisions of the Acts the Secretary shall be appointed by the Directors for such time, at such reasonable and proper remuneration and upon such conditions consistent with Clause 4 of the Memorandum of Association of the Company as they may think fit, and any Secretary so appointed may be removed by them. The Directors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.
73. A provision of the Acts or these presents requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

#### **ACCOUNTS**

74. The Directors shall cause proper accounting records to be kept in accordance with the Acts.
75. The accounting records shall be kept at the office or such to the provisions of the Acts at such other place or places as the Directors and members shall think fit, and shall always be open to the inspection of the Directors and members.
76. The Directors and members shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and

books of the Company or any of them shall be open to the inspection of members not being Directors and no persons (not being a member or Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting or ordered by a court of competent jurisdiction.

77. A proper income and expenditure account shall be made up in respect of each financial year of the Company in accordance with the Acts together with a proper balance sheet made up as at the date to which the said account is made up. The said account and the said balance sheet shall be accompanied by proper reports of the Directors and of the Auditors (if any) and by any other documents required by law to be annexed or attached thereto ("the Accounts"). The Accounts shall from time to time be laid before the Company in General Meeting in accordance with the Acts and shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors (if any) and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

### **NOTICES**

78. Notice, including any notice in writing, may be given by the Company to any member either (i) personally; (ii) by sending it by post to his registered address or (iii) by electronic mail to his registered electronic mail address. Notice, including any notice in writing, may be given by any member to the Company either (i) by sending it by post to the Company's registered office or (ii) by electronic mail to notices@lonap.net. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of 48 hours after the letter containing the same is posted. Any notice served by electronic mail shall be deemed served on the day of delivery to a server accessible by the recipient (or the next following day if sent outside normal working hours).
79. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every member and to the Auditors (if any).
80. If a member has no registered or electronic mail address for the giving of notice to him, he shall not be entitled to receive any notice from the Company.

### **INDEMNITY**

81. Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are

otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

### **WINDING-UP**

82. The provisions of Clause 7 of the Memorandum of Association relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these presents.