

THE COMPANIES ACT 2014

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

CONSTITUTION

OF

**FRONT LINE, THE INTERNATIONAL FOUNDATION FOR THE PROTECTION OF HUMAN
RIGHTS DEFENDERS**

MEMORANDUM OF ASSOCIATION

- 1** The name of the Company is Front Line, the International Foundation for the Protection of Human Rights Defenders.
- 2** The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014 (the "**Act**").
- 3** The primary objects for which the Company is established and to which all other objects hereunder are secondary objects and ancillary to the primary objects are set out at sub-clause 3.1 hereof as follows:
 - 3.1** The promotion of education in Ireland and elsewhere in relation to human rights and that in furtherance thereof or in addition thereto to operate for educational purposes including: (i) to promote research and education into the maintenance and observance of Human Rights and to publish the results of such research; (ii) to provide relief to the victims of breaches of Human Rights by the provision of appropriate medical, rehabilitation or financial assistance; (iii) to provide education, communication, support to Human Rights Defenders wherever they may be located; (iv) to provide an educational resource for Human Rights Defenders and the general public and to educate and inform the public of the activities of such Human Rights Defenders by all legal means; (v) to provide, distribute and publish information and research about Human Rights and the activities of those involved in defending same by whatever means may be appropriate from time to time; (vi) to promote awareness of unfair discrimination of all types throughout the world, in accordance with the values enshrined in the Universal Declaration of Human Rights and the promotion by legal means of awareness and education about the legal systems and internal administration of all countries throughout the world including compiling and publishing information with regard to Human Rights as defined in the Universal Declaration of Human Rights; (vii) to promote the furtherance of the objects by setting up networks of individuals by contact by any means; and (viii) to carry out any legally charitable purposes for the advancement of the objects as shall from time to time be considered appropriate.
- 4** For the purpose of promoting and achieving the foregoing primary objectives set out at Clause 3.1 above the Company is empowered to do or cause to be done or concur in doing all or any of the following things in so far as they are subsidiary and ancillary thereto and not inconsistent therewith that is to say:
 - 4.1** to receive and apply donations and subscriptions and funds;
 - 4.2** to receive gifts or monies or annual or other payments and to apply them in the furtherance of the objects of the Company;

- 4.3 to perform any lawful duty, function or act and to carry into effect any lawful directions or instructions relating to any property of the Company by a lawfully constituted body entitled or empowered to give such directions or instructions whether the same relate to the corpus or to the income of such property;
- 4.4 to provide the equipment necessary to give effect to the object and purposes of the Company;
- 4.5 to provide information to the public in furtherance of the objects of the Company;
- 4.6 to do all other such acts or things as will be conducive to the aims and objects of the Company;
- 4.7 to furnish and provide the Company's property with such furniture, implements, machinery and conveniences as are appropriate where necessary for the charitable purposes of the Company;
- 4.8 to raise funds and to help raise funds for the charitable purposes of the Company;
- 4.9 to carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above objects or any of them or calculated directly or indirectly to enhance the value of or render profitable and of the property rights or interests of the Company;
- 4.10 to invest the funds of the Company in or upon or otherwise acquire, hold and deal in securities and investments of every kind;
- 4.11 to make, draw, accept, endorse, issue, discount and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes, and other mercantile instruments;
- 4.12 to acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or other estate or interest, whether immediate or reversionary, and whether vested or contingent and lands, tenements or hereditaments of any tenure whether subject to or not any charges or encumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house property, shops, flats, maisonettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not any mortgage, charges, ground rent or other rents or encumbrances and to pay for any lands, tenements hereditaments or assets acquired by the Company in case of debentures or obligations of the Company whether fully paid or otherwise or in any other manner;
- 4.13 to guarantee support or secure whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company or all such methods, the performance of the obligations of any the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company;
- 4.14 to apply for purchase or otherwise acquire and protect, prolong and renew whether in Ireland or elsewhere, any patents, patent rights, brevets d'Invention, licences, protections, concessions and the like, conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the

Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, manufacture under or grant licenses or privileges in respect thereof or otherwise turn to account the property, rights and information so acquired and to carry on any business in any way connected therewith and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire;

- 4.15 to accumulate capital for any of the purposes of the Company, and to appropriate any of the Company's assets to specific purposes either conditionally or unconditionally (prior permission to be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two (2) years);
- 4.16 to apply for and obtain any legislative, municipal or other acts or authorisations for enabling the Company to carry any of its objects into effect and for any extension or alteration of its powers or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of the Company;
- 4.17 to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise or company that may seem conducive to the objects of the Company or any of them and to obtain from any such government, authority or company any charters, contracts, decrees, rights, privileges and concessions and to carry out exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions;
- 4.18 to raise or borrow money and to secure the payment of money by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future and generally in such other manner and on such terms as may seem expedient and to issue any of the securities of the Company for such consideration and on such terms as may be thought fit including the power to pay a proportion of the profits of the Company by way of interest on any money so raised or borrowed, and also by a similar mortgage, charge, hypothecation, lien or pledge to secure and guarantee the performance of the Company of any obligation or liability it may undertake and to redeem or pay off any such securities;
- 4.19 to create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company or for depreciation of works or stock, or any other purpose of the Company;
- 4.20 to establish, join, support and subscribe to, or to aid in the establishment and support of associations, institutions, societies, co-operatives, clubs, funds, trusts or conveniences calculated to benefit the Company or employees or ex-employees of the Company or the dependants or connections of such persons or connected with any town or place where the Company carries on business and to grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company or to the wives, children or other relatives of such person and to make payments towards insurance and to form and contribute to Provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for the charitable objects of for any exhibition;
- 4.21 to promote freedom of contract and to resist, insure against, counteract and discourage interference therewith, to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a

view to preventing or resisting directly or indirectly any interruption of or interference with the Company's or any other trade or business or providing or safeguarding against the same or resisting or opposing any strike movement or organisation which may be thought detrimental to the interests of the Company or its employees and to subscribe to any association or fund for any such purposes;

- 4.22 to procure the Company to be registered or recognised in any foreign country or place;
- 4.23 to pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital or to contract with any person or company to pay the same and to pay commissions to brokers and others;
- 4.24 to do all or any of the above things in any part of Ireland and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents sub-contractors or otherwise and either alone or in partnership or conjunction with any person or company to contract for the carrying on of any operation connected with the business of the Company by any person or company;
- 4.25 to do all such other things as may be deemed charitable and incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that in the construction of this clause the word "company" shall be deemed to include any person or partnership or any other body of persons whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere and words denoting the singular number only shall include the plural number and vice versa and the intention is that the objects specified in each paragraph of this Clause shall except where otherwise expressed in such paragraph be in no ways restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

PROVIDED ALWAYS that the provisions of the clause shall be subject to the Company obtaining, where necessary for the purpose of carrying any of its objects into effect, such licence, permit or authority as may be required by law.

- 5** The liability of the members is limited.
- 6** Every member of the Company undertakes to contribute to the assets of the Company, in the event of the Company being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one euro (€1.00).

7 Winding-up

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having main objects similar to the main objects of the Company. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 8 hereof. Members of

the Company shall select the company or companies (being a charitable institution or institutions) at or before the time of dissolution. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

8 Income and Property

The income and property of the Company shall be applied solely towards the promotion of main object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

- a) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
- b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
- c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
- d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
- e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company;
- f) Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

9 Additions, Alterations or Amendments

- 9.1 The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.
- 9.2 No amendments of any kind shall be made to the provisions of Clauses 7 and 8 of this Memorandum of Association for the time being in force and no amendments shall be made to the Memorandum and Articles of Association to such extent that they would alter the effect of Clauses 7 and 8 of this Memorandum of Association, such that there would be non-compliance with the requirements of section 1180 and of the Companies Act 2014.

10 Accounts

True account shall be kept of the moneys received and expended by the Company in the matters in respect of which such receipt or expenditure shall take place of all sales and purchases of goods and services by the Company of the property, credits

and liabilities of the Company, and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force shall be open to the inspection of the members once at least in each year and the accounts shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors and such shall be made available to the Revenue Commissioners for inspection as and when required.

ARTICLES OF ASSOCIATION

The following Regulation shall apply to the Company.

1 REGULATIONS

The provisions of the Act as defined by Section 1177 of the Act shall apply to the Company save and so far as they are excluded or modified by Section 1173 of the Act and this Constitution and such provisions together with the provisions of this Constitution shall constitute the Regulations of the Company.

2 DEFINITIONS

In these Articles the following expressions shall unless the context otherwise requires have the following meanings:

Act	the Companies Act 2014;
Directors	the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever name called;
Office	the registered office for the time being of the Company;
Seal	the Common Seal of the Company; and
Secretary	any 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 printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

3 MEMBERS

3.1 The number of members which the Company proposes to register is nine (9) but the Directors may from time to time register an increase of members.

3.2 Every person who wishes to be a member shall deliver to the Directors an application form for membership in such form as the Directors may require to be executed. The Directors will then approve such applications for membership of the Company as they see fit.

4 MEMBERSHIP

4.1 A member may by giving at least one months' notice in writing to the Secretary of the Company resign his membership of the Company, provided that the member shall have paid all subscriptions due to the Company and Section 1199 (7) shall be modified accordingly.

4.2 Membership of the Company shall not be transferable and shall automatically cease:

- 4.2.1 on any member's death; or
 - 4.2.2 in the event the member becomes bankrupt; or
 - 4.2.3 if the member makes an assignment or enters into an arrangement for the benefit of his creditors; or
 - 4.2.4 if a member is wound up; or
 - 4.2.5 if the member's subscription or levy imposed by the Company under Article 4.4 shall remain unpaid three calendar months after the same has become due and the Directors resolved that his or her membership be terminated.
- 4.3 The Members may by a majority of two thirds of the number of Members present and voting at any general meeting of the Company terminate the membership of any Member but the requirements of national justice should be respected and the Member shall be entitled to be heard in his own defence at such general meeting. Any such member so expelled shall be eligible to re-apply for membership to the Company. Section 1199 (8) shall be modified accordingly.
- 4.4 Entrance fees for membership shall be fixed by the Directors and approved by the members in general meeting.
- 4.5 The Directors shall prepare each year a budget of expenditure for the ensuing year and shall fix subscriptions for membership to meet the needs of the budget.

5 **GENERAL MEETINGS**

- 5.1 All general meetings of the Company shall be held in Ireland unless in respect of any particular meeting either all the Members entitled to attend and vote at such meeting consent in writing to its being held elsewhere or a resolution providing that it be held elsewhere has been passed at the preceding annual general meeting and Section 176 shall be modified accordingly.

6 **PROCEEDINGS AT GENERAL MEETINGS**

- 6.1 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors, and the fixing of the remuneration of the Auditors and Section 186 of the Act shall be modified accordingly.
- 6.2 In Section 189(2)(b) the words "one Member" shall be substituted for the words "three Members".
- 6.3 Unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

7 **VOTES OF MEMBERS**

- 7.1 Every member shall have one vote.

- 7.2 No members shall be entitled to vote at any general meeting unless all monies immediately payable by him to the Company have been paid.
- 7.3 A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
- 7.4 No objection shall be raised to the qualification or any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meetings shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
- 7.5 Votes may be either personally or by proxy.

8 PROXIES

- 8.1 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 registered office or at such place within the State as is specified for that purpose in the notice convening the meeting (whether by post, delivery or electronic means) not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. Where any meeting of the Company is held at short notice pursuant to Section 181 (2) or Section 191 (4) of the Act it shall be sufficient if 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 such power or authority) is deposited with the Chairperson of the meeting immediately upon the commencement of such meeting.
- 8.2 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

**FRONT LINE, THE INTERNATIONAL FOUNDATION FOR THE PROTECTION OF
HUMAN RIGHTS DEFENDERS**

I/We, _____ of _____ in the County of _____, being a member/members of the above-named Company, hereby appoint _____ of _____ as my/our proxy to vote for me/us on my behalf a the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the ____ day of _____ 20__ and at any adjournment thereof.

This form is to be used *in favour of/against the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

Signed _____

this ____ day of _____ 20__

*Strike out whichever is not desired.

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- 8.3 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

9 BORROWING POWERS

Subject to Section 158, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. Debentures, debenture stock and other securities may be made assignable free from any equities between the Company and any person to whom the same may be issued. Any debentures or debenture stock may be issued at a discount, premium or otherwise and with any special rights as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors or otherwise.

10 POWERS AND DUTIES OF THE DIRECTORS

- 10.1 Subject to the Act, the Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

11 DISQUALIFICATION OF DIRECTORS

In addition to the provisions of the Act, the office of Director shall be vacated if the Director:

- 11.1 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 231 of the Act.
- 11.2 is removed from office by a resolution duly passed pursuant to Section 146 of the Act or under the provisions hereof.

12 VOTING ON CONTRACTS

Subject to the provisions of the Act, a Director may vote in respect of any contract in which he is interested or any matter arising thereof.

13 DIRECTORS

- 13.1 The number of Directors shall not be less than three nor, unless and until otherwise determined by the Company by ordinary resolution, more than ten (10).
- 13.2 Nomination for election as a Director must be made in writing by two Members. Such nominations, together with the nominee's written consent to serve shall be delivered to the Secretary at least 7 days before the Annual General Meeting and providing the nominations are acceptable shall be put before the meeting.
- 13.3 If there are insufficient candidates nominated in advance for the vacancies, Members present at the Annual General Meeting may make additional nominations. However, if the number of nominations exceeds the number of vacancies there shall be an election by ballot.
- 13.4 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 Articles.
- 13.5 The Company may by ordinary resolution remove any Director, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
- 13.6 The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 13.5. Without prejudice to the powers of the Directors under Article 13.4, the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.
- 13.7 In accordance with Section 1196, all Directors shall retire from office at the first annual general meeting. At the annual general meeting in every subsequent year, one-third of the directors for the time being shall retire from office. The Directors to retire in every year shall be those who have been longest in office since their last election provided that as between Directors elected on the same day the Directors to retire shall be determined by lot or in such other manner as the Board may otherwise determine. A retiring Director shall be eligible for re-election save in the event of their earlier death, resignation or removal from office.
- 13.8 A Director present at a meeting of the Directors shall in addition to his own vote be entitled to one vote in respect of each other Director not present at the meeting who shall have authorised him in respect of such meeting to vote for such other Director in his absence. Any such authority may relate generally to all meetings of the Directors or to any specified meeting or meetings and must be in writing or by telefax, by cable

or telegram or telex message, which must be presented to the Secretary for filing prior to or be produced at the first meeting at which a vote is to be cast pursuant thereto.

- 13.9 The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary or who are or were at any time Directors or officers of the Company or of any such other company aforesaid and hold or have at any time held any salaried employment or office in the Company or such other company and the wives, widows, families and dependents of any such persons and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or any such other company as aforesaid or of any such persons as aforesaid and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for any charitable or benevolent objects or for any exhibition or for any public general or useful object and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Any Director who holds or has held any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument to the extent and upon such terms as may for the time being be permitted or required by law.

14 PROCEEDINGS OF DIRECTORS

- 14.1 The quorum necessary for the transaction of the business of the Directors shall be a majority of directors and Section 160 (6) shall be modified accordingly.
- 14.2 The Chairperson shall be elected for a period of three years which may be renewed.
- 14.3 All acts done by any meeting of the Directors or of a Committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director 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.

15 NOTICES

- 15.1 Every person who, by operation of law, transfer, or other means shall become entitled to any share shall be bound by every notice or other document which, previous to his name and address being entered on the register in respect of such share, shall have been given to the person in whose name the share shall have been previously registered.
- 15.2 Any notice or document sent by post to the registered address of any member in pursuance of these presents shall, notwithstanding that such member be then deceased, and whether or not the Company have notice of his decease, be deemed to have been duly served in respect of any share held by such member (whether solely or jointly with other person or persons) until some other person or persons be registered in his stead as the holder or joint holders thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her executors or administrators, and all persons (if any) jointly interested with him or her in any such share.

- 15.3 Any notice may be served on a member or returned by a member by use of electronic means in accordance with Section 218(3) of the Act.
- 15.4 The signature to any notice to be given by the Company may be written or printed.

16 INDEMNITY

Subject to the Act, every Director, Managing Director, agent, Auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in relation to his acts while acting in such office, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 233 or 234 of the Act in which relief is granted to him by the court.

17 WINDING-UP

The provision of Regulation 6 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in full in these Articles.