

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

**ARTICLES OF ASSOCIATION
OF THE
DIGITAL PRESERVATION COALITION**

Company Number: 4492292
(incorporated 23rd July 2002)

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OBJECTS & ACTIVITIES

Objects of the Company

1. The Company's objects (the "Objects") are:
 - 1.1 to secure the preservation of, and access to, digital resources and an enduring global digital memory nationally and internationally;
 - 1.2 to produce, provide and disseminate information on current research and practice in digital preservation;
 - 1.3 to train, build expertise, increase learning and expand the general pool of professionals skilled in digital preservation;

- 1.4 to promote and develop services, technology and standards for digital preservation;
- 1.5 to promote, advocate and raise awareness of digital preservation and related issues;
- 1.6 to act as a representative voice of its members and make representation to national and international bodies on digital preservation;
- 1.7 to forge strategic alliances with relevant agencies nationally and internationally, and work collaboratively together with other organisations to promote and advance digital preservation;
- 1.8 to take all steps as may be deemed expedient, whether solely or in concert with others, to raise and encourage funding for digital preservation;
- 1.9 to provide a common forum for the development and coordination of digital preservation strategies nationally and internationally;
- 1.10 generally, to promote the interests of members as a whole and of digital preservation and the good practice in the management and access to digital resources and do such acts as may be incidental or conducive to the objects to the benefit of the Company and/or its members and/or their employees.

Activities of the Company

2. The Company will undertake all activities required to achieve the Objects for the benefit of the Coalition.

Powers of the Company

3. The Company in carrying out the above Objects and Activities shall have and may exercise all or any of the following powers:-
 - 3.1 To obtain, collect and receive money and funds by way of contributions, donations, affiliation fees, subscriptions, legacies and grants and accept and receive any form of assistance, sponsorship, gifts or property of any description (whether subject to any special trust or not) and to conduct any other fund raising activities;
 - 3.2 To set up working parties and consultative committees;
 - 3.3 To undertake research and development in the field of digital preservation and publish such research;
 - 3.4 To collect, compile, publish and disseminate information and provide, publish, or contribute to the publication of any papers, books, bulletins, manuals, periodicals, reports and other publications;
 - 3.5 To arrange, provide facilities for and hold seminars, forums, conferences and exhibitions and to distribute the results thereof;
 - 3.6 To develop, maintain and use web pages and e-mail lists;
 - 3.7 To foster and encourage communication with, join or cooperate or conclude agreements with any other body nationally and internationally;
 - 3.8 To undertake, contribute to, or facilitate training or courses of instruction;
 - 3.9 To amalgamate with any institutions, societies or companies;
 - 3.10 To purchase, take on lease, hire or otherwise acquire, any property rights which are suitable for the Company's activities;

- 3.11 To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Company;
 - 3.12 To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Company;
 - 3.13 To lend money and give credit (with or without security) and to grant guarantees and issue indemnities;
 - 3.14 To borrow money, and to give security in support of any such borrowings, in support of any obligations undertaken, or in support of any guarantee issued, by the Company;
 - 3.15 To employ such staff as are considered appropriate for the proper conduct of the Company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependents;
 - 3.16 To engage such consultants and advisers as are considered appropriate from time to time;
 - 3.17 To effect insurance of all kinds (which may include officers' liability insurance);
 - 3.18 To invest any funds which are not immediately required for the Company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments);
 - 3.19 To establish and/or support any other body, company or social enterprise and to make donations for any charitable purpose falling within the Company's Objects;
 - 3.20 To take such steps as may be deemed appropriate for the purpose of raising funds for the Company's activities;
 - 3.21 To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
 - 3.22 To oppose, or object to, any application or proceedings which may prejudice the Company's interests;
 - 3.23 To enter into any arrangement with any organisation, government or authority which may be advantageous for the Company's purposes, and to enter into any arrangement for cooperation or mutual assistance with any other body;
 - 3.24 To act as agent or brokers for any person, firm or company and undertake and engage in subcontracts or to subscribe to any organisation, institution or society.
 - 3.25 To issue and enforce rules and by-laws for the regulation of its members and the Company itself;
 - 3.26 To do all such other things as are necessary for the attainment of the Objects.
4. The income and property of the Company shall be applied solely towards the promotion of the Objects of the Company as set out in Article 1 above and subject to the following paragraphs no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company. Nothing herein shall prevent any payment in good faith by the Company:-
- 4.1 of out-of-pocket expenses incurred in carrying out duties by any member, Trustee, officer or employee of the Company;
 - 4.2 reasonable payment in return for services rendered to the Company;
 - 4.3 of a reasonable and proper rent for premises demised or let by any member of the Company; and
 - 4.4 trustee indemnity insurance.

GENERAL STRUCTURE

Company structure

5. The structure of the Company consists of:-
 - 5.1 the MEMBERS – who have the right to attend the annual general meeting (and any general meeting) and have important powers under the Articles of Association and the Act; in particular, the members may take decisions in relation to changes to the articles themselves; and
 - 5.2 the REPRESENTATIVES – who sit on the Representative Council and hold regular meetings during the period between annual general meetings, and may recommend action to be taken by the Directors.
 - 5.3 the DIRECTORS – who sit on the Executive Board and hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Company; in particular, the directors are responsible for monitoring the financial position of the Company and are Company directors.

MEMBERS

Register of members

6. The Directors shall maintain a register of members, setting out the full name and address of each member and the date on which any member joined or ceased to be a member.

Members

7. The members shall comprise the members at the date of adoption of these Articles and such other organisations as are admitted to membership shall be the members of the Company.

Qualification for membership

8. Membership shall be open to any organisation involved in digital preservation; that commits to the mission, values, goals and principles of the Coalition; operates for collective benefit; and which is actively prepared to participate in the Coalition. The categories of membership are:-
 - 8.1 FULL Membership – In addition to the above, Full members have the opportunity to make a major contribution to the direction of the Coalition. Full members are entitled to have a representative on the Representative Council and be nominated to the Executive Board. Their staff and officers may participate in all other activities of the Coalition.
 - 8.2 ASSOCIATE Membership – Associate members are not entitled to have a representative on the Representative Council or be nominated to the Executive Board. Their staff and officers may participate in all other activities of the Coalition.
 - 8.3 PERSONAL Membership – Personal members are nominated by the Executive Board and are not entitled to participate in the Representative Council or the Executive Board and have no voting rights at General meetings. They may participate in all other activities of the Coalition.
 - 8.4 The Executive Board may, from time to time, co-opt a maximum of three additional members to the Executive Board from any of the above categories.

Application for membership

9. Any organisation wishing to become a member must complete, sign and lodge with the Company, by email or by post, a membership application.
10. The directors shall consider each application for membership within a reasonable time after submission and notify the organisation of their decision as soon as practically possible.

11. The directors may, at their discretion, refuse to admit any organisation to membership.
12. The annual membership fee shall be fixed from time to time by the Executive Board for each grade of membership.
13. Associate members who are organisations wishing to become Full members should make their application to the Executive Board. The directors will consider the application. Their decision is final.
14. Full members wishing to change to Associate membership may do so at annual renewal.

Withdrawal from membership

15. Any member of the Coalition may resign their membership by giving not less than three months' notice in writing to the Executive Board. Notification of resignation shall be sent, by email or by post, to the main DPC administrative office before the 31st April in order to be valid in the following calendar year.
16. Resignation of a member shall not relieve such member from the obligation to pay arrears of membership fee and the membership fee for the calendar year in which the notice of resignation takes effect.

Expulsion from membership

17. Members are liable to dismissal or suspension if:
 - 17.1 without the consent of the Executive Board, any membership fee payable by it as a member remains unpaid at the expiration of the period of two months from the date upon which it became payable.
 - 17.2 they no longer fulfil other conditions for admission to membership.
18. Decisions on dismissal and suspension shall be made by the Executive Board. No decision on dismissals or suspensions shall be effective unless passed by a two-thirds majority of the votes cast.

GENERAL MEETINGS

General meetings (meetings of members)

19. The Members:
 - 19.1 shall convene an annual general meeting each year;
 - 19.2 shall ensure that not more than 15 months shall elapse between one general meeting and the next;
 - 19.3 may convene a general meeting at any time;
 - 19.4 must convene a general meeting if there is a valid requisition by no less than 10% of the members from time to time.
20. The business of each annual general meeting shall include:
 - 20.1 a report by the Chair on the activities of the Company;
 - 20.2 consideration of the annual accounts of the Company;
 - 20.3 the election/re-election of directors;
 - 20.4 the appointment of auditors or accountants.

Notice of general meetings

21. At least 21 clear days' notice must be given of an annual general meeting and of any meeting convened to pass a special resolution and 14 clear days' notice must be given of any other general meeting. Where:-

- 21.1 the term 'clear days' in this article shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice contained in an electronic communication, the day after the time when it was sent) and also the day of the meeting, should be excluded.
- 21.2 any notice calling a meeting shall specify the time and place of the meeting; it shall:-
- 21.2.1. indicate the general nature of the business to be dealt with at the meeting; and
 - 21.2.2. if a special resolution (see article 21)(or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 21.3 a notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called a general meeting; and
- 21.4 notice of every general meeting shall be given either in writing or, (where the party to whom notice is given has notified the Company of an address to be used for the purpose of electronic communications) by way of an electronic communication, to all the members and directors, and (if there are auditors in office at the time) to the auditors.

Procedure at general meetings

22. No business shall be dealt with at any general meeting unless a quorum is present. The quorum for a general meeting shall be 3 (three) members present in person or by electronic means.
23. The Chair shall (if present and willing to act as chairperson) preside as chairperson of each general meeting;
- 23.1 if the Chair is not present and willing to act as chair within 15 minutes after the time at which the meeting was due to commence, the Vice-Chair will act as chairperson. If the Vice-Chair is not present, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting; and
- 23.2 may, with the consent of the meeting, adjourn the meeting to such time and place as the Chair may determine.

Voting rights of members

24. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally or by proxy.
25. If there is an equal number of votes for and against any resolution, the Chair of the meeting shall be entitled to a casting vote.
26. Only members who have paid their annual subscription (if applicable) shall have the right to vote at any General Meeting of the Company.
27. A person having the right to vote may vote by proxy and an instrument appointing the proxy shall be in writing, executed by or on behalf of the appointer, in the required format, and submitted by email or post.

DIRECTORS

Representative Council

28. It shall be lawful for the Executive Board to establish a Representative Council which shall consist of any Full member representative wishing to participate.
29. The Representative Council may recommend action to be taken by the Executive Board but has no power to enforce such action.

Executive Board

30. The Executive Board shall consist of the Chair, Vice Chair, Finance Director, Executive Director, each Chair of a subcommittee and up to four other members nominated from the Representative Council.

Number of Directors

31. Unless otherwise determined by ordinary resolution of the Company, the number of directors shall be subject to a maximum of twelve.

Eligibility and Maximum period in office for directors

32. At every Annual General Meeting, three directors who are subject to retirement by rotation shall retire from office.

33. The directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed director on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

34. If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the director is put to the meeting and lost.

35. Subject to the aforesaid, the Company may by ordinary resolution appoint a person who is willing to act as a director, either to fill a vacancy or as an additional director.

36. The directors may appoint any person who is willing to act as a director, either to fill a casual vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the following Annual General Meeting. If not re-appointed at such Annual General Meeting, they shall vacate office at the conclusion thereof.

37. A director serves a maximum of six years but is then required to take a compulsory break of one year from being a director.

Termination of Office

38. A director shall automatically vacate office if they:-

38.1 cease to be a director through the operation of any provision of the Act or become prohibited by law from being a director

38.2 become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months;

38.3 resign office by notice to the Company;

38.4 are absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove them from office;

38.5 are removed from office by resolution of the directors.

Register of directors' interests

39. The directors shall maintain a register of directors, setting out full details of each director, including the date on which they became a director, and specifying the date on which any person ceased to hold office as a director and containing details of directors' interests.

Directors

40. The directors will elect a Chair and Vice Chair of the Executive Board from within the Directors.
41. These officers shall hold office until a day after the next election or their removal but shall be eligible for re-election.
42. It shall be lawful for the Directors to elect or otherwise appoint other officers and to allocate functions and responsibilities for them as they may from time to time require.
43. A person elected or appointed to any office shall cease to hold that office if they cease to be a Director, or if they resign from that office by written notice to that effect.
44. The Vice Chair shall in the event of the absence or disability of the Chair perform the duties and responsibilities of and have the powers of the Chair, undertake such other duties as may be assigned to him by the Executive Board from time to time.

Powers of directors'

45. Subject to the provisions of the Act and these articles, and subject to any directions given by special resolution, the Company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the Company.
46. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.
47. Make, alter or/and revoke bylaws or regulations (so long as any bylaws or regulations are not inconsistent with these Articles) including:
 - 47.1 the categories or classes of membership, the conditions upon which organisations may be admitted to the various classes of membership and the rights and obligations attaching to them;
 - 47.2 the terms on which other persons may become known as sponsors, allied organisations or allied individuals, or be known by some other honorific title;
 - 47.3 the admission to meetings of the Coalition of sponsors, allied organisations, members of the press and others, the distribution of press statements and the making of public announcements in the name of the Coalition.
48. The Executive Board may appoint any person to be an honorary President or Vice President of the Coalition for such term specified at the time of appointment as they shall think fit. Such person shall not by virtue of such appointment be a director or a member of the Coalition.

Directors declarations of interests

49. The directors may authorise any matter proposed to them by any director which would, if not authorised, involve or constitute a director breaching or infringing his duty under section 175 of the Act to avoid conflicts of interest.

Personal interests

50. A director who is in any way, whether directly or indirectly, or through representing their organisation, interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other directors before the Company enters into the transaction or arrangement in accordance with the Act. For the purposes of this article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director (or any other party deemed to be connected with them for the purposes of the Act), has a personal interest in that arrangement.
51. A director who is in any way, whether directly or indirectly, or through representing their organisation, interested in a transaction or arrangement that has been entered into by the

Company shall declare the nature and extent of their interest to the other directors as soon as is reasonably practicable in accordance with the Act, unless the interest has already been declared under Article 47.

52. Subject, where applicable, to the disclosures required under Article 41 and Article 42, and to any terms and conditions imposed by the directors in accordance with these Articles 41 to 50, a director shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the Company in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present.
53. A director need not declare an interest under Article 47 and Article 48 as the case may be:
 - 53.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - 53.2 of which the director is not aware, although for this purpose a director is treated as being aware of matters of which he ought reasonably to be aware;
 - 53.3 if, or to the extent that, the other directors are already aware of it, and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware;
or
 - 53.4 if, or to the extent that, it concerns the terms of his service contract that have been, or are to be, considered at a meeting of the Executive Board.
54. Provided they have declared their interest a director will not be debarred from entering into an arrangement with the Company in which they have a personal interest and may retain any personal benefit which they gain from their participation in that arrangement.

DIRECTORS' MEETINGS

Procedure at Directors' meetings

55. Executive Board meetings will be held on a regular basis. If no meeting is scheduled, any three directors may call a meeting of the Executive Board or request the Secretary to call a meeting of the Executive Board. Attendance can be by way of tele/video conferencing or other means by which the Executive Board agree.
56. The directors can agree to confirm decisions by telephone or by written resolution as alternatives to confirming decisions at directors' meetings. Decisions may also be made by e-mail confirmation between meetings at the Chair's discretion.
57. Questions arising at a meeting of the directors shall be decided by a majority of votes; every director shall have one vote; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
58. No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be 3 (three) members present in person or by electronic means. If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director (s) may act only for the purpose of filling vacancies or of calling a general meeting.
59. Unless they are unwilling to do so, the Chair shall preside as Chair at every directors' meeting at which they are present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Vice-Chair will act as chairperson. If the Vice-Chair is not present, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
60. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.

61. Subject to Article 40, a director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which they have a personal interest which conflicts (or may conflict) with the interests of the Company.
62. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.

Delegation to sub-committees

63. The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the Coalition (or the holder of any other post) such of their powers as they may consider appropriate. Any delegation of powers under this Article may be made subject to:-
 - 63.1 such conditions as the directors may impose and may be revoked or altered; and
 - 63.2 such rules of procedure for any sub-committee shall be as prescribed by the directors.

ADMINISTRATION

Operation of bank accounts

64. There will be a minimum of four authorised signatories of the Company (who need not be directors of the Company) who can sign off on transactions on the bank, building society or other financial institution accounts held by the Company. Amounts over £1500 require two signatures.

Secretary

65. The directors may in their sole discretion decide to appoint a company secretary for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the (company) secretary may be removed and replaced or not (at the directors sole discretion) by the directors at any time.

Minutes

66. The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees. A minute of any meeting shall include the names of those present, and (as far as possible) shall be approved by the Chair of the meeting or by the Chair of the next succeeding meeting.

Accounting records and annual accounts

67. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements for companies.
68. No member shall (unless they are a Director) have any right of inspecting any accounting or other records, or any document of the Coalition, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the Coalition.

Notices

69. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:-
 - 69.1 if properly addressed and sent by pre-paid UK first class post to an address (last intimated by them) to the Company in the UK, 48 hours after it is posted;
 - 69.2 a Member whose registered address is not with the UK shall be entitled to receive notices at such address and such notices shall be sent to the Member by airmail. Notices sent overseas

- shall be deemed to be given at the expiry of a period of 5 days after the envelope containing it was posted. Sections 1143 and 1148 together with schedule 4 and 5 of the Act shall apply;
- 69.3 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- 69.4 if properly address and sent or supplied by electronic mail (email) (in the case of a Member who has notified the Company of an address to be used for the purpose of electronic communications), one hour after the email was sent or supplied; and
- 69.5 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is so deemed to have received) notice of the fact that the material is on the website.

MISCELLANEOUS

Winding-up

70. If the Company is dissolved or wound up, the liquidator shall, if there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, then the property shall not be paid to or distributed among the members of the Company, but shall be paid, given, transferred or distributed to such body or bodies to be determined by the members of the Company at the time of the dissolution or winding up:
- 70.1 being a body or bodies having objects similar to the Objects of the Company; and
- 70.2 being a body or bodies which shall prohibit the distribution of their assets, income and property among their members to an extent at least as great as is imposed on the Company; or failing which such other body or bodies as are willing to take the property of the Company.

Indemnity

71. Subject to the provisions of and to the extent permitted by the Act, but without prejudice to any indemnity which the person concerned may otherwise be entitled, every director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the assets of the Company against any liability incurred by them for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act.

Insurance

72. Subject to the Act, the directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss. In this Article:-
- 72.1 a “relevant officer” means any director or former director of the Company, any other officer or employee or former officer or employee of the Company or its associates (but not the auditors), or any director of a pension fund or employee benefits trust of the Company;
- 72.2 a “relevant loss” means any loss or expenditure which has been or may be incurred by a relevant officer in connection with that relevant officer’s duties, powers or responsibilities in relation to the Company or an associate or its pension fund or employee benefits trust; and
- 72.3 an “associate” means any subsidiary or subsidiary undertaking or holding company of such company and any other subsidiary or subsidiary undertaking of any holding company of such company (“holding company” and “subsidiary company” having the meanings set out in section 1159 and Schedule 6 of the Companies Act 2006).

Liability of Members

73. The liability of the members is limited to ONE POUND (£1.00). Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while they are a member, or within one year after they cease to be a member, for payment of the:-

73.1 debts and liabilities of the Company contracted before they ceased to be a member; 63.2 costs, charges and expenses of winding up; and for the adjustment of the rights of the contributions among themselves, such amount as may be required not exceeding ONE POUND.

Interpretation

74. In these articles the following terms and expressions shall have the following meanings:-

Act	means the Companies Act 2006 and any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time;
Activities	shall have the meaning given to it in Article 2;
Electronic communication	shall have the same meaning as is assigned to that expression in the Electronic Communications Act 2000;
Model Articles	means the model articles for private companies limited by Guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles;
Objects	shall have the meaning given to it in Article 2;
Coalition	is the Company and includes all of the members;
Person	means any individual, organisation or body including any authorised representative of any organisation or body; and

75. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles. Unless the context requires otherwise, words or expressions used in these articles bear the same meaning as in the Act (as said Act is in force at the date of adoption of these articles). For the avoidance of doubt:-

75.1 headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

75.2 unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:

75.2.1. any subordinate legislation from time to time made under it; and

75.2.2. any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

75.3 reference in these Articles to the singular shall be deemed to include the plural.

75.4 any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

75.5 the Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles. Regulations 2, 3, 21, 22, 24, 38, 39 of the Model Articles shall not apply to the Company.