

Affiliate means, in relation to any person, any holding company of that person, any subsidiary of that person or any subsidiary of a holding company of that person, in each case within the meaning of ~~Sections 736, 736A and 736B of the Companies Act 1985~~Section 1159 of the Companies Act 2006.

Related Undertaking means, in respect of any person, any undertaking in which that person has a participating interest as defined in ~~Section 260 of the Companies Act 1985~~regulations made under Part 15 of the Companies Act 2006.

6.8 A Panel Member shall immediately cease to be a Panel Member (and his office shall become vacant) if he:

6.8.1 resigns his office by notice in writing to the Panel Secretary;

6.8.2 fails, in person or by his Alternate, to attend three consecutive meetings of the Panel that have been duly convened;

6.8.3 ceases to be, or to be employed by, a person that is:

- (A) a Party that forms part of the same Party Category as the Party Category in respect of which the Panel Member was elected;
- (B) not a Party but that has an Affiliate that is a Party that forms part of the same Party Category as the Party Category in respect of which the Panel Member was elected; or
- (C) not a Party and that has no Affiliate that is a Party but provides consultancy services to, or represents the interests of, the same Party Category as the Party Category in respect of which the Panel Member was elected;

6.8.4 becomes bankrupt or makes any arrangement or composition with his

creditors;

6.8.5 becomes prohibited by law from being a director of a company under the Companies Act ~~1985~~2006;

6.8.6 is convicted of an indictable offence;

6.8.7 is admitted to hospital in pursuance of an application under the Mental Health Act 1983 or the Mental Health (Care and Treatment) (Scotland) Act 2003, or an order is made by a court with competent jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person with respect to his property or affairs; or

6.8.8 dies.

6.16 A person appointed as Panel Member, when acting in that capacity, shall:

6.16.1 act independently, not as a delegate, and without undue regard to the interests, of any Related Person;

6.16.2 exercise reasonable skill and care to the standard reasonably expected of a director of a company under the Companies Act ~~1985~~2006; and

6.16.3 act in a manner designed to facilitate the performance by the Panel of its duties under this Agreement.

7.33 Those persons serving on a Working Group from time to time, when acting in that capacity, shall:

7.33.1 act independently, not as a delegate, and without undue regard to the interests, of any Related Person;

7.33.2 exercise reasonable skill and care to the standard reasonably expected

of a director of a company under the Companies Act ~~1985~~2006; and

7.33.3 act in a manner designed to facilitate the performance by the Working Group of the duties delegated to it.

SCHEDULE 10 – DCUSA LTD

8.1 Annual accounts. At the end of each of Financial Year, or as soon as is reasonably practicable thereafter, DCUSA Ltd shall procure that an account shall be taken of all the assets and liabilities of DCUSA Ltd and of all the dealings and transactions of DCUSA Ltd during such financial year and that the Board shall prepare a report and accounts in accordance with the Companies Act ~~1985 (as amended)~~2006 to be audited within three months after the end of each Financial Year.