

Articles of Association

relating to

Photoluminescent Safety Products Association

(Adopted by special resolution on 17 June 2014)



New Kings Court
Tollgate
Chandler's Ford
Eastleigh
SO53 3LG

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CONTENTS

1 Preliminary3

2 Adoption of the Model Articles4

3 Name.....4

4 Registered office4

5 Objects and Powers4

6 Application of income and property.....6

7 Liability of members7

8 Qualification of members7

9 Membership7

10 Rights of members8

11 Proceedings of Members8

12 Proxy Notices9

13 Representation of corporations at meetings10

14 Written Resolutions10

15 Rules10

16 Directors' written resolutions11

17 Directors' Meetings12

18 Quorum for directors' meetings.....12

19 Management Committee.....12

20 Secretary and Treasurer13

21 Transactions or other arrangements with the Association14

22 Directors' interests.....14

23 Number of directors.....16

24 Methods of appointing directors16

25 Appointment and removal of alternate directors17

26 Rights and responsibilities of alternate directors18

27 Termination of alternate directorship19

28 Notices19

29 Additions, alterations and amendments, etc.20

COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

PHOTOLUMINESCENT SAFETY PRODUCTS ASSOCIATION

1 PRELIMINARY

1.1 In these articles:

Act means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force;

Association means Photoluminescent Safety Products Association (registered in England and Wales with number: 03336266),

Board means the board of directors for the time being;

chairman means the Full Member appointed as such by the Board from time to time or in his absence, any person acting as chairman of the meeting in accordance with the articles;

clear days in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

company secretary means the Full Member appointed as such by the Board from time to time;

Full Member means a member who is entitled to vote on a resolution of the Association and is designated as such under the Rules;

Management Committee has the meaning set out in article 19.1;

Model Articles means the model articles prescribed by Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these articles;

Rules means the rules and bye laws of the Association for the time being pursuant to article 15;

treasurer means the Full Member appointed as such by the Board from time to time;

vice-chairman means the Full Member appointed as such by the Board from time to time;

1.2 Unless the context otherwise requires:

1.2.1 words or expressions contained in these articles bear the same meaning as in the Model Articles and/or the Act but excluding any statutory modification of them not in force when these articles become binding on the Association;

1.2.2 a reference in these articles to an **article** is a reference to the relevant article of these articles unless expressly provided otherwise;

1.2.3 a reference to a **person** includes a body corporate and an unincorporated body of persons; and

1.2.4 use of the singular includes the plural and vice versa and use of any gender includes the other genders.

2 ADOPTION OF THE MODEL ARTICLES

The Model Articles shall, except in so far as they are excluded or modified by these articles, apply to the Association and together with these articles shall constitute the articles of the Association.

3 NAME

The name of the Association is Photoluminescent Safety Products Association.

4 REGISTERED OFFICE

4.1 The registered office of the Association is and will be situated in England.

5 OBJECTS AND POWERS

5.1 The Association is established for the following purposes:

5.1.1 to promote photoluminescent safety products and their application and to represent and promote the interests of those operating within the photoluminescent industry;

5.1.2 to consider issues affecting the interests of the photoluminescent industry at large;

5.1.3 to initiate and promote legislation with a view to attaining any object of the Association;

5.1.4 to call for, to support or to oppose legislation or changes in professional standards and practice relating to photoluminescent safety products, their application and the industry generally, and appear in support of petitions to Parliament;

5.1.5 to deal with international, national, regional or local organisations with common interests and with any other person or persons in support of the Association's objects including (without limitation) recognised product testing houses;

- 5.1.6 to participate in the creation of recognised safety standards applicable to photoluminescent products and to consistently maintain the high standards applicable to the photoluminescent industry;
 - 5.1.7 to disseminate professional and other information to members of the Association;
 - 5.1.8 to subscribe to and promote the aims and objects of any association or other body whose aims are consistent with those of the Association or where it would be conducive to the interests of the Association or to the attainment of the objects of the Association to do so;
 - 5.1.9 to act as adjudicator of disputes between members of the Association in accordance with the Association's established dispute resolution procedure;
 - 5.1.10 to do all such other lawful things as are necessary for the achievement of the Association's objects.
- 5.2 In furtherance of the objects of the Association but not otherwise the Association shall have the following powers:
- 5.2.1 to add to, improve, furnish, equip and alter any premises necessary for the work of the Association;
 - 5.2.2 to accept any gift of property, whether subject to any special trust or not, for any purpose within the objects;
 - 5.2.3 to purchase, sell, lease, mortgage, charge or otherwise deal with all or any part of the property of the Association;
 - 5.2.4 to borrow and raise money and secure its repayment in any manner and to grant security including debentures over the property of the Association for any debt, liability or obligation of the Association or of any third party, subject to any restrictions or limits set out in the Rules;
 - 5.2.5 to invest the funds of the Association not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit;
 - 5.2.6 to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are to have been employed by, or who are serving or have served the Association, and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependents;
 - 5.2.7 to establish or subscribe to or otherwise support any local or other charities or associations formed for any of the purposes included in the objects;

- 5.2.8 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Association is authorised to amalgamate;
- 5.2.9 to transfer all or any part of the property, assets, liabilities and engagements of the Association to any body with which the Association is authorised to amalgamate;
- 5.2.10 to pay all expenses incidental to the formation of the Association and its registration;
- 5.2.11 to do all such other lawful things as are incidental or conducive to the pursuit or attainment of any of the objects.

5.3 The objects and powers set forth in each sub-article of this article 5 shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in these articles.

6 APPLICATION OF INCOME AND PROPERTY

6.1 The income and property of the Association must be applied solely towards the promotion of the objects of the Association as set forth in these articles; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus, or otherwise by way of profit, to the persons who at any time are or have been members or to any of them, or to any person claiming through any of them, provided that nothing contained in these articles prevents:

- 6.1.1 payment in good faith of remuneration to any officer or servant of the Association or to any member or other person, in return for any services actually rendered to the Association, or
- 6.1.2 payment of interest at a reasonable commercial rate not exceeding 2 per cent per year (or such other rate as may from time to time be determined by the council) on money borrowed from a member, or
- 6.1.3 payment of a reasonable and proper rent for any premises let by a member to the Association; or
- 6.1.4 payment of reasonable and properly incurred out of pocket expenses of any director.

6.2 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members, but shall be given or transferred to some other institution (charitable or otherwise) having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income to its or their members, such institutions to be determined by the members at or before the time of dissolution and, in default, by any judge of the High Court of Justice who may have or have acquired jurisdiction in the matter.

7 LIABILITY OF MEMBERS

Model Article 2 shall not apply. The liability of each member is limited to an amount not exceeding £10, being the amount that each member undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

- 7.1 payment of the Association's debts and liabilities contracted before he ceases to be a member;
- 7.2 payment of the costs, charges and expenses of winding up; and
- 7.3 adjustment of the rights of the contributories among themselves.

8 QUALIFICATION OF MEMBERS

The subscribers to the memorandum of association and such other persons who may be admitted to membership in accordance with the Rules and no other persons, may be members of the Association.

9 MEMBERSHIP

- 9.1 Every person (other than the subscribers to the memorandum of association) admitted to membership under these articles must upon his admission to the Association pay such fee (if any) as is fixed by the Rules then in force.
- 9.2 The company secretary shall enter in the books of the Association the name of every person admitted to membership under these articles and in accordance with the Rules and on such entry such person shall become a member.
- 9.3 Unless the number of Full Members would be less than five, a member may withdraw from membership of the Association by giving not less than ninety days' notice in writing to the Association which expires on the 31 December immediately following the date of such notice and on the expiry of such notice period he shall immediately cease to be a member and the company secretary shall update the books of the Association accordingly. Model Article 22 shall not apply.
- 9.4 Membership is not transferable. Subject to article 9.3, a person's membership terminates when that person dies or ceases to exist whether as a result of bankruptcy, liquidation or otherwise.
- 9.5 If any member:
 - 9.5.1 fails to pay such fees or other sums due from him to the Association when due; or
 - 9.5.2 is in breach of the Rules which it is impossible to remedy or, following notice of such breach from the Association, he fails to remedy such breach within 30 days from the date of that notice; or

9.5.3 is accused of any dishonourable, improper, or unprofessional conduct, on grounds which the council after investigation deem sufficient for excluding that member from the Association; or

9.5.4 is served with a Default Notice (as that term is defined in the Rules),

a general meeting of the Association must be convened to consider the ground(s) on which it is proposed to exclude the member (of which meeting the member accused must have 28 clear days' notice), and the member may, after he has had the opportunity of explaining his conduct, by vote of three-quarters of the members present and voting on the question be expelled from the Association and will then immediately forfeit his interest and privileges in the Association.

10 RIGHTS OF MEMBERS

10.1 All members are entitled to exercise such rights and benefit from such privileges of membership as are provided for under these articles and the Rules from time to time.

10.2 No right or privilege of any member shall be transferable or transmissible and all such rights and privileges shall cease upon the member ceasing to be such, whether by death, retirement, or otherwise.

11 PROCEEDINGS OF MEMBERS

General meetings

11.1 The Association shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that period, and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held at such time and place as the Management Committee shall appoint provided that there shall not be more than 15 months between each annual general meeting.

11.2 All general meetings other than annual general meetings shall be called general meetings and the Management Committee may, whenever it thinks fit, convene a general meeting.

11.3 On the requisition of members who together are entitled to exercise not less than 5% of the total voting rights at a general meeting of the Association and pursuant to the provisions of the Act the Management Committee shall convene a general meeting in accordance with the Act. If upon receipt of the requisition by the Association there are not sufficient directors available on the Management Committee to call a general meeting, any member or any other director, may call a general meeting.

11.4 Notice specifying the place, the day and the hour of a general meeting and the general nature of the business to be transacted at the meeting, shall be given to the members entitled to attend the general meeting in the manner stated in article 28 not less than 14 days before the day of the general meeting. The accidental omission to give such notice to, or the non-receipt of such notice by, any member shall not invalidate the proceedings at any general meeting.

- 11.5 A general meeting may be called by shorter notice if it is so agreed by a majority of the members having a right to attend and vote who together hold not less than 90% of the total voting rights exercisable by all the members.

Proceedings at general meetings

- 11.6 No business shall be transacted at any meeting unless a quorum of not less than five members entitled to attend and vote at the meeting, of whom at least two are also directors, are present at the commencement of such business.
- 11.7 If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved and in any other case it shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present the meeting shall stand dissolved. Model Article 27(1) shall not apply.
- 11.8 Model Article 25 shall not apply. The chairman or in his absence the vice-chairman shall preside as chairman at every general meeting of the Association. If neither the chairman nor the vice-chairman is present within 15 minutes of the time of holding the meeting another member of the Management Committee shall preside as chairman of the meeting or if there is no other member of the Management Committee present, the members present shall choose one of their number to be chairman of the meeting.
- 11.9 The chairman of the meeting may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, 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. Model Articles 27(4) to 27(6) inclusive shall not apply.
- 11.10 Unless a poll is duly demanded, at any general meeting a declaration by the chairman that a resolution has been carried or lost and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact.

Voting

- 11.11 Every Full Member shall have one vote whether on a show of hands at the meeting or on a poll. Save as otherwise set out in the Rules, no member other than a Full Member shall be entitled to vote on any resolutions of the Association.
- 11.12 No member shall be entitled to vote at any general meeting if any money owing from him on any account to the Association is overdue.

12 PROXY NOTICES

- 12.1 Subject to the provisions of these articles, a member is entitled to appoint another person (who need not be a member) as his proxy to exercise all or any of his rights to attend and to speak and vote at a general meeting.
- 12.2 Any notice of a general meeting must specify the address or addresses (proxy notification address) at which the Association or its agents will receive proxy notices relating to that meeting, or any adjournment of it, delivered in hard copy or electronic form.

- 12.3 Model Article 32(3) shall not apply. A notice revoking a proxy appointment only takes effect if it is received by the Association:
- 12.3.1 in the case of a general or adjourned meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the right to vote is to be exercised;
 - 12.3.2 in the case of a poll taken more than forty-eight hours after it was demanded, not less than twenty-four hours before the time appointed for the taking of the poll; or
 - 12.3.3 in the case of a poll not taken forthwith but not more than forty-eight hours after it was demanded, at the time at which it was demanded or twenty-four hours before the time appointed for the taking of the poll, whichever is later,
- and a notice which is not delivered and received in such manner shall be void.
- 12.4 In calculating the periods referred to in this article 12, no account shall be taken of any part of a day that is not a working day.

13 REPRESENTATION OF CORPORATIONS AT MEETINGS

Subject to the Act, any member which is not a natural person may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative or representatives at a meeting of the Association (a **corporate representative**). A director, company secretary or other person authorised for the purpose by the directors may require a corporate representative to produce a certified copy of the resolution of authorisation before permitting him to exercise his powers.

14 WRITTEN RESOLUTIONS

A resolution of the members may be passed as a written resolution in accordance with chapter 2 of part 13 of the Act.

DIRECTORS' POWERS AND RESPONSIBILITIES

15 RULES

- 15.1 The directors may from time to time through the Management Committee make, alter, add to or repeal such rules or bye laws of the Association (the **Rules**) as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such Rules regulate:
- 15.1.1 the admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

- 15.1.2 the conduct of members of the Association in relation to one another, and to the Association's servants;
 - 15.1.3 the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;
 - 15.1.4 the procedure at general meetings (including annual general meetings) and meetings of the directors and the Management Committee and any other committees of the directors in so far as such procedures are not regulated by these articles or the Act; and
 - 15.1.5 generally, all such matters as are commonly the subject matter of association and company rules.
- 15.2 The members shall by ordinary resolution approve all Rules made and the alteration, addition to or repeal of any Rules, at the annual general meeting of the Association held following such changes. The directors shall adopt such means as they think sufficient to bring to the notice of members of the Association all such Rules made, altered, added to or repealed in the period preceding the annual general meeting.
- 15.3 The Rules as made, altered or replaced by the Management Committee from time to time shall be binding on all members unless and until rejected by the members at the annual general meeting or repealed by the Management Committee (whichever is the earlier) and provided that no Rule shall be inconsistent with, or shall affect or repeal anything contained in, the articles and if there is a conflict between these articles and any Rules established under these articles, the terms of the articles will prevail.

16 DIRECTORS' WRITTEN RESOLUTIONS

- 16.1 Any director may propose a directors' written resolution by giving notice in writing of the proposed resolution to each of the other directors (including alternate directors).
- 16.2 The company secretary must propose a directors' written resolution if a director so requests by giving notice in writing to each of the other directors (including alternate directors). Notice of a proposed directors' written resolution must indicate:
- 16.2.1 the proposed resolution; and
 - 16.2.2 the time by which it is proposed that the directors should adopt it.
- 16.3 A proposed directors' written resolution is adopted when a majority of the eligible directors (or their alternates) have signed one or more copies of it, provided that those directors (or their alternates) would have formed a quorum at a directors' meeting were the resolution to have been proposed at such meeting.
- 16.4 Once a directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting in accordance with the articles.

17 DIRECTORS' MEETINGS

- 17.1 The chairman or (if the chairman is unable or unwilling to do so) the vice-chairman (or if the vice-chairman is unable or unwilling to do so, some other director chosen by the directors present) presides at each meeting of the directors and each meeting of the Management Committee.
- 17.2 If there are an equal number of votes for and against a proposal at a meeting of the directors, or a meeting of the Management Committee, the chairman or vice-chairman or other director chairing the meeting has the casting vote.
- 17.3 Model Articles 12 and 13 shall not apply.

18 QUORUM FOR DIRECTORS' MEETINGS

- 18.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 18.2 Subject to article 18.4, the quorum for the transaction of business at a meeting of directors may be fixed from time to time by a decision of the directors but it must never be less than two eligible directors, and unless otherwise fixed it is two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
- 18.3 If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these articles and accordingly the quorum for the transaction of business in these circumstances shall be one.
- 18.4 For the purposes of any meeting (or part of a meeting) held pursuant to article 22 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one eligible director.

19 MANAGEMENT COMMITTEE

- 19.1 The management committee of the Association shall consist of a maximum of 12 Full Members including the chairman, the vice-chairman, the treasurer and the company secretary and who shall together constitute the management committee (the **Management Committee**).
- 19.2 The members of the Management Committee shall be elected annually by the Board voceimmediately following the annual general meeting from those Full Members who have indicated to the Board a willingness to be elected to the Management Committee prior to the annual general meeting.
- 19.3 The Board shall appoint from the Management Committee a chairman, a vice-chairman, a treasurer and a company secretary upon such conditions as the Board may think fit and who shall serve until the next annual general meeting following their appointment or for such shorter term as determined by the Board. Any member of the Management Committee may be appointed to serve as one or more of the chairman, vice-chairman, treasurer and company secretary as the Board may think fit.

- 19.4 At the annual general meeting following their appointment every member of the Management Committee, including the chairman, the vice-chairman, the treasurer and the company secretary, shall retire and be eligible for re-election.
- 19.5 The Board may, at any time between annual general meetings, elect another Full Member to the Management Committee in order to fill a casual vacancy or remove a member from the Management Committee before the expiry of his term of office.
- 19.6 Any member of the Management Committee who fails to attend three consecutive meetings of the Management Committee shall be removed by notice of the Board. The member shall be entitled to make representations to the Board within 14 days of receipt (or deemed receipt) of such notice as to why he has failed to attend meetings of the Management Committee and the Board shall consider any representations so made. The Board may, in its discretion and without prejudice to its right to remove the member under this article 19.6, cancel its notice to remove and allow the member to remain on the Management Committee. Otherwise on the expiry of the 14 day period the member shall automatically cease to be a member of the Management Committee.
- 19.7 The Management Committee shall have the powers delegated to it by the Board under the Rules to control the affairs and property of the Association and the Board may revoke any delegation in whole or part, or alter its terms and conditions from time to time. Model Article 6(2) shall not apply.
- 19.8 Where a provision of the articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to the Management Committee, the provision shall be construed as permitting the exercise of the power, authority or discretion by the Management Committee.
- 19.9 The Management Committee must follow procedures which are based as far as they are applicable on those provisions of the articles and the Rules which govern the proceedings of directors and the taking of decisions by directors.

20 SECRETARY AND TREASURER

- 20.1 The Association shall have a company secretary and a treasurer who shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit.
- 20.2 Anything required or authorised to be done by or to the company secretary or the treasurer may, if the relevant office is vacant or there is for any other reason no company secretary or treasurer (as the case may be) capable of acting, be done by or to any member of the Management Committee authorised generally or specially in that behalf by the Board.

21 TRANSACTIONS OR OTHER ARRANGEMENTS WITH THE ASSOCIATION

21.1 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Association:

21.1.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise (directly or indirectly) interested;

21.1.2 shall be an eligible director for the purposes of any proposed decision of the directors (or the Management Committee or other committee of directors) in respect of such contract or proposed contract in which he is interested;

21.1.3 shall be entitled to vote at a meeting of directors (or of the Management Committee or other committee of the directors) or participate in any unanimous decision, in respect of such contract or proposed contract in which he is interested;

21.1.4 may act by himself or his firm in a professional capacity for the Association (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;

21.1.5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Association is otherwise (directly or indirectly) interested; and

21.2 shall not, save as he may otherwise agree, be accountable to the Association for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

21.3 Model Articles 14 (1) to (4) inclusive shall not apply.

22 DIRECTORS' INTERESTS

22.1 For the purposes of section 175 of the Act, the directors shall have the power to authorise, on such terms and subject to such conditions as they may determine (a **Conflict Authorisation**), any matter proposed to them in accordance with these articles which otherwise might give rise to a situation (a **Conflict Situation**) in which a director (an **Interested Director**) would have a direct or indirect interest which conflicts, or may conflict, with the interests of the Association (including in relation to the exploitation of any property, information or opportunity, whether or not the Association could take advantage of it). Any Conflict Authorisation shall extend to any actual or possible conflict of interest which may reasonably be expected to arise out of the Conflict Situation so authorised.

- 22.2 Where the directors give a Conflict Authorisation:
- 22.2.1 it shall be recorded in writing (but the authorisation shall be effective whether or not it is recorded); and
 - 22.2.2 the directors may revoke or vary the authority at any time but this will not affect anything done by the Interested Director in accordance with the authorisation before the revocation or variation.
- 22.3 A Conflict Authorisation will be only effective if:
- 22.3.1 at the meeting of the directors at which the Conflict Situation is considered, any requirement as to quorum is met without counting the Interested Director; and
 - 22.3.2 it is agreed to without any Interested Director voting, or would have been agreed to if the votes of any Interested Director had not been counted.
- 22.4 Subject to article 22.3 and the provisions of the Companies Acts, any matter proposed to the directors and any authorisation by the directors in relation to a Conflict Situation shall be dealt with in the same way as any other matter may be proposed to and resolved upon by the directors.
- 22.5 For the purposes of article 22.1, a conflict of interest includes a conflict of interest and duty and a conflict of duties.
- 22.6 An Interested Director shall be obliged:
- 22.6.1 to disclose to the other directors, as soon as reasonably practicable, the nature and extent of his interest in any Conflict Situation; and
 - 22.6.2 to act in accordance with any conditions determined by the directors under article 22.1.
- 22.7 Any conditions to which a Conflict Authorisation is made subject (**Conflict Authorisation Terms**) may include (without limitation to article 22.1) provision that:
- 22.7.1 where the Interested Director obtains (other than in his capacity as a director of the Association or as its employee or agent or, if the directors so decide, in any other capacity that would otherwise oblige him to disclose it to the Association) information that is confidential to a third party, he will not be obliged to disclose it to the Association or to use it directly or indirectly for the benefit of the Association or in performing his duties as a director of the Association in circumstances where to do so would amount to a breach of a duty of confidence owed to that third party;
 - 22.7.2 the Interested Director may (but shall be under no obligation to) absent himself from the discussion of, or the making of decisions relating to, the relevant matter (whether at any meeting of the directors or otherwise) and be excused from reviewing documents and information prepared by or for the directors to the extent that they relate to that matter; and

22.7.3 the Interested Director be excluded from the receipt of documents and information, the participation in discussion or the making of decisions (whether at directors' meetings or otherwise) related to the relevant matter,

and anything done (or omitted to be done) by the Interested Director in accordance with any such provision (or otherwise in accordance with any Conflict Authorisation Terms given under article 22.1) will not constitute a breach by him of his duties under sections 172 to 174 of the Act.

APPOINTMENT OF DIRECTORS

23 NUMBER OF DIRECTORS

23.1 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be more than five and shall not be less than three.

24 METHODS OF APPOINTING DIRECTORS

24.1 All directors shall retire from office at the annual general meeting of the Association immediately following their appointment or re-appointment (as the case may be) and shall at the end of their year of office be eligible for re-election at the annual general meeting subject to article 24.3. If the Association does not fill the vacancies created by the retiring directors either by re-appointment or otherwise then the retiring directors, or such of them as are willing to act, will be deemed to have been reappointed unless at the annual general meeting it is resolved not to fill the vacancy or the resolution for the re-appointment of the director(s) is put to the annual general meeting and not passed.

24.2 Subject to article 24.3, any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

24.2.1 by ordinary resolution, or

24.2.2 by a decision of the directors,

in order to fill a casual vacancy and provided that his appointment does not cause the number of directors to exceed the maximum number of directors set out in these Articles or otherwise determined by ordinary resolution. Any person appointed as director shall hold office until the annual general meeting immediately following his appointment.

24.3 No person shall in any circumstances be eligible to hold office as a director unless:

24.3.1 he is a Full Member or a duly authorised corporate representative of a Full Member; and

24.3.2 not less than 14 clear days and not more than 35 clear days before date appointed for the general meeting at which he is to be appointed or re-appointed, notice executed by a Full Member has been given to the company secretary of the intention to propose that person for appointment or re-appointment, including the information which would be required to be included in the register of directors if he were to be appointed, together with a notice executed by the person to indicate his willingness to be appointed or re-appointed as a director.

- 24.4 A director's term of office automatically terminates if:
- 24.4.1 he resigns as a director by giving notice to the Association;
 - 24.4.2 he is not re-appointed as a director at the annual general meeting of the Association;
 - 24.4.3 being an individual, he dies, or becomes bankrupt or makes any arrangement with his creditors, or is convicted of an indictable offence for which he is sentenced to a term of imprisonment;
 - 24.4.4 being a corporation, it enters into receivership, administrative receivership, administration, liquidation or other arrangement with its creditors or circumstances having similar effect in the jurisdiction where the director is based;
 - 24.4.5 he is removed by an ordinary resolution of the members;
 - 24.4.6 he is absent without permission of the Board from [three consecutive meetings of the directors or, where he is a member of the Management Committee, he is excluded from the Management Committee under article 19.6, and the Board resolves that his office shall be vacated];
 - 24.4.7 he ceases to be a Full Member;
 - 24.4.8 a registered medical practitioner who is treating that director gives a written opinion to the Association stating that that the director has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 24.4.9 by reason of that director's mental health, a court makes an order which wholly or partly prevents that director from personally exercising any powers or rights which he would otherwise have; or
 - 24.4.10 he is disqualified under the Company Directors Disqualification Act 1986 or otherwise.
- 24.5 A technical defect in the appointment of a director of which the directors are unaware at the time does not invalidate decisions taken at a meeting.
- 24.6 Model Articles 17 and 18 shall not apply.

25 APPOINTMENT AND REMOVAL OF ALTERNATE DIRECTORS

- 25.1 Any director (appointor) may appoint as an alternate any other director, or any other person approved by resolution of the directors, to:
- 25.1.1 exercise that director's powers; and
 - 25.1.2 carry out that director's responsibilities,
 - 25.1.3 in relation to the taking of decisions by the directors in the absence of the alternate's appointor.

25.2 Any appointment or removal of an alternate must be effected by notice in writing to the Association signed by the appointor, or in any other manner approved by the directors.

25.3 The notice must:

25.3.1 identify the proposed alternate; and

25.3.2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

26 RIGHTS AND RESPONSIBILITIES OF ALTERNATE DIRECTORS

26.1 An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's appointor.

26.2 Except as the articles specify otherwise, alternate directors:

26.2.1 are deemed for all purposes to be directors;

26.2.2 are liable for their own acts and omissions;

26.2.3 are subject to the same restrictions as their appointors (including those set out in sections 172 to 177 of the Act inclusive and articles 21 and 22); and

26.2.4 are not deemed to be agents of or for their appointors,

and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of the Management Committee or other committees of the directors of which his appointor is a member.

26.3 A person who is an alternate director but not a director:

26.3.1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating and provided that no alternate may be counted as more than one director for these purposes);

26.3.2 may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision but does not participate); and

26.3.3 may sign a written resolution (but only if it is not signed or to be signed by that person's appointor).

26.4 A director who is also an alternate director is entitled, in the absence of any of his appointors, to a separate vote on behalf of that appointor, in addition to his own vote on any decision of the directors provided that his appointor is an eligible director in relation to that decision) but he shall count as only one for the purpose of determining whether a quorum is present.

26.5 An alternate director is not entitled to receive any remuneration from the Association for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the Association.

27 TERMINATION OF ALTERNATE DIRECTORSHIP

- 27.1 An alternate director's appointment as an alternate for any appointor terminates:
- 27.1.1 when that appointor revokes the appointment by notice to the Association in writing specifying when it is to terminate;
 - 27.1.2 when notification is received by the Association from the alternate that the alternate is resigning as alternate for that appointor and such resignation has taken effect in accordance with its terms;
 - 27.1.3 on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to that appointor, would result in the termination of that appointor's appointment as a director;
 - 27.1.4 on the death of that appointor; or
 - 27.1.5 when the alternate's appointor's appointment as a director terminates.

28 NOTICES

- 28.1 Any notice, document or other information to be given under these articles shall be deemed served on or delivered to the intended recipient:
- 28.1.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
 - 28.1.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - 28.1.3 if properly addressed and sent or supplied by electronic means, forty-eight hours after the document or information was sent or supplied; and
 - 28.1.4 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 deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article 28.1, no account shall be taken of any part of a day that is not a working day.

- 28.2 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by of the Act.

29 ADDITIONS, ALTERATIONS AND AMENDMENTS, ETC.

There shall be no addition, alteration or amendment made to or in the provisions of these Articles of Association for the time being in force which would have the effect of the Association ceasing to be a company to which the provisions of Section 60 of the Companies Act 2006 apply.

SCHEDULE 2 (Regulation 3)

MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY GUARANTEE

INDEX TO THE ARTICLES

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms
2. Liability of members

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

3. Directors' general authority
4. Members' reserve power
5. Directors may delegate
6. Committees

DECISION-MAKING BY DIRECTORS

7. Directors to take decisions collectively
8. Unanimous decisions
9. Calling a directors' meeting
10. Participation in directors' meetings
11. Quorum for directors' meetings
12. Chairing of directors' meetings
13. Casting vote
14. Conflicts of interest
15. Records of decisions to be kept
16. Directors' discretion to make further rules

APPOINTMENT OF DIRECTORS

17. Methods of appointing directors
18. Termination of director's appointment
19. Directors' remuneration
20. Directors' expenses

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

21. Applications for membership
22. Termination of membership

ORGANISATION OF GENERAL MEETINGS

23. Attendance and speaking at general meetings
24. Quorum for general meetings
25. Chairing general meetings
26. Attendance and speaking by directors and non-members
27. Adjournment

VOTING AT GENERAL MEETINGS

28. Voting: general
29. Errors and disputes
30. Poll votes
31. Content of proxy notices
32. Delivery of proxy notices
33. Amendments to resolutions

PART 4
ADMINISTRATIVE ARRANGEMENTS

- 34. Means of communication to be used
- 35. Company seals
- 36. No right to inspect accounts and other records
- 37. Provision for employees on cessation of business

DIRECTORS' INDEMNITY AND INSURANCE

- 38. Indemnity
- 39. Insurance

PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise—

“articles” means the company’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“chairman” has the meaning given in article 12;

“chairman of the meeting” has the meaning given in article 25;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“member” has the meaning given in section 112 of the Companies Act 2006;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a directors’ meeting, has the meaning given in article 10;

“proxy notice” has the meaning given in article 31;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Liability of members

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

- (a) payment of the company’s debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

PART 2
DIRECTORS
DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

3.—Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

Members' reserve power

4.—(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

5.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

6.—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

7.—(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

(2) If—

- (a) the company only has one director, and
- (b) no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

Unanimous decisions

8.—(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

9.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate—

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

10.—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

11.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

- (a) to appoint further directors, or
- (b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

12.—(1) The directors may appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the chairman.

(3) The directors may terminate the chairman's appointment at any time.

(4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

13.—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

14.—(1) If a proposed decision of the directors is concerned with an actual or proposed

transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
- (b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

15. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

16. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

17.—(1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

- (a) by ordinary resolution, or
- (b) by a decision of the directors.

(2) In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

(3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

Termination of director's appointment

18. A person ceases to be a director as soon as—

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;

- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) [paragraph omitted pursuant to *The Mental Health (Discrimination) Act 2013*]
- (f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

Directors' remuneration

- 19.**—(1) Directors may undertake any services for the company that the directors decide.
- (2) Directors are entitled to such remuneration as the directors determine—
- (a) for their services to the company as directors, and
 - (b) for any other service which they undertake for the company.
- (3) Subject to the articles, a director's remuneration may—
- (a) take any form, and
 - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- (5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

Directors' expenses

- 20.** The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—
- (a) meetings of directors or committees of directors,
 - (b) general meetings, or
 - (c) separate meetings of the holders of debentures of the company,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for membership

- 21.** No person shall become a member of the company unless—
- (a) that person has completed an application for membership in a form approved by the directors, and
 - (b) the directors have approved the application.

Termination of membership

- 22.**—(1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

- 23.**—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

- (2) A person is able to exercise the right to vote at a general meeting when—
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person’s vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

24. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

- 25.**—(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
- (a) the directors present, or
 - (b) (if no directors are present), the meeting,
- must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

Attendance and speaking by directors and non-members

- 26.**—(1) Directors may attend and speak at general meetings, whether or not they are members.
- (2) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

Adjournment

- 27.**—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—
- (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must—
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
- (a) to the same persons to whom notice of the company’s general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

28. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

Errors and disputes

29.—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

30.—(1) A poll on a resolution may be demanded—

(a) in advance of the general meeting where it is to be put to the vote, or

(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

(a) the chairman of the meeting;

(b) the directors;

(c) two or more persons having the right to vote on the resolution; or

(d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—

(a) the poll has not yet been taken, and

(b) the chairman of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

31.—(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—

(a) states the name and address of the member appointing the proxy;

(b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

(d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as—

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

32.—(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Amendments to resolutions

33.—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

34.—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals

35.—(1) Any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is—

(a) any director of the company;

(b) the company secretary (if any); or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

36. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

Provision for employees on cessation of business

37. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection

with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

38.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that director as an officer of the company or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) In this article—
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a “relevant director” means any director or former director of the company or an associated company.

Insurance

39.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

- (a) a “relevant director” means any director or former director of the company or an associated company,
- (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.