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For th

Each subscriber to this memorandum and agrees to become a member of

under the Companies Act 2006

Name and Address

Signed

Enter Name and Address

Enter Name and Address

TOTAL Shares taken

Date: Enter Date

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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 Northern Ireland which have an effect similar to that of bankruptcy in England and Wales or Scotland;

“chairman” has the meaning given in section 216 of the Companies Act 2006;

“chairman of the meeting” has the meaning given in section 29 of the Companies Act 2006;

“Companies Acts” means the Companies Act 2006, in so far as they apply to the company;

“director” means a director of the company, whether by whatever name called;

“distribution recipient” has the meaning given in section 830 of the Companies Act 2006;

“document” includes, unless otherwise stated, a document in electronic form;

“electronic form” has the meaning given in section 125 of the Companies Act 2006;

“fully paid” in relation to a share means that all amounts in respect of that share have been paid;

“hard copy form” has the meaning given in section 125 of the Companies Act 2006;

“holder” in relation to shares means the person registered as the holder of the shares in the register of members as the holder of the shares;

“instrument” means a document;

“ordinary resolution” has the meaning given in section 29 of the Companies Act 2006;

“paid” means paid or credited as paid;

“participate”, in relation to a director, means to exercise the right to vote;

“proxy notice” has the meaning given in section 32 of the Companies Act 2006;

“shareholder” means a person who is registered as the holder of shares in the register of members;

“shares” means shares in the company;

“special resolution” has the meaning given in section 29 of the Companies Act 2006;

“subsidiary” has the meaning given in section 115 of the Companies Act 2006;

“transmittee” means a person entitled to exercise the rights of a shareholder or otherwise by operation of law;

“writing” means the representation of information in a visible form by any method or combination of methods, whether in electronic form or otherwise.

Unless the context otherwise requires, these articles bear the same meaning as in the Companies Act 2006.

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Liability of members

2. The liability of the members is limited to the amount unpaid on the shares held by them.

Directors’ general authority

3. Subject to the articles, the directors may exercise all the powers of the company which purpose they may exercise all the powers of the company’s business, for

company’s business, for

Shareholders’ reserve power

4.—(1) The shareholders may, by special resolution, require the directors to refrain from taking, specified

r refrain from taking, specified

(2) No such special resolution is to be passed unless it is done before the passing of the

done before the passing of the

Directors may delegate

5.—(1) Subject to the articles, the directors may confer on any person to whom they are conferred on them under the articles—

n are conferred on them under

- (a) to such person or committee;
- (b) by such means (including by electronic means);
- (c) to such an extent;
- (d) in relation to such matters or functions;
- (e) on such terms and conditions.

as they think fit.

(2) If the directors so specify, any such power may be conferred on any person to whom they are delega

n of the directors’ powers by

(3) The directors may revoke any decision made by them on any conditions.

Committees

6.—(1) Committees to which the directors may refer any business which is referred to them shall have powers which are based on the same principles as those which apply to the directors in making decisions, and any such committee shall have authority to take any action which the directors are empowered to take, and to exercise all the powers which the directors are empowered to exercise, as far as they are applicable on those matters, but subject to any provisions which may be made by the articles relating to the making of decisions by committees.

(2) The directors may make rules for regulating the proceedings of any committee which shall prevail over rules derived from the articles if they are not consistent with them.

Directors to take decisions collectively

7.—(1) The general rule about decisions of the directors must be either a majority decision at a meeting or a decision by a majority of the directors.

(2) If—

(a) the company only has one director,

(b) no provision of the articles relating to decisions of the directors is made,

the general rule does not apply, and the directors may take decisions in accordance with any provisions of the articles relating to directors' decisions.

Unanimous decisions

8.—(1) A decision of the directors is unanimous if all the eligible directors indicate to each other by any means that they support the decision.

(2) Such a decision may take the form of a resolution passed at a meeting, or it may be made by each eligible director or to which each eligible director has assented in writing.

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

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

Calling a directors' meeting

9.—(1) Any director may call a directors' meeting, and may authorise the company secretary (if there is one) to do so on his behalf.

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

(a) its proposed date and time,

(b) where it is to take place; and

(c) if it is anticipated that directors will not be able to attend the meeting, proposed that they should consider the business of the company by means of a written resolution.

(3) Notice of a directors' meeting must be given to each director in writing.

(4) Notice of a directors' meeting need not be given to a director if he is entitled to notice of that meeting, or if he has agreed in writing to waive his entitlement to notice of that meeting, or if he has agreed in writing to the date on which the meeting is to be held. Where such notice is given to a director, it shall not affect the validity of the meeting.

Participation in directors' meetings

10.—(1) Subject to the articles, directors may participate in a directors' meeting, whether or not they are present at the meeting, when—

(a) the meeting has been called in accordance with the articles, and

(b) they can each communicate with each other by means of a conference, whether or not they have on any particular item of business a common interest, and the communication is relevant where any director is present.

(2) In determining whether directors can communicate with each other, it shall be irrelevant whether or not they are in the same place, how it is done, or whether or not they are all participating in the communication.

(3) If all the directors participating in the communication agree to decide that the meeting is to be treated as taking place wherever the communication is taking place, it shall be treated as taking place wherever the communication is taking place.

Quorum for directors' meetings

11.—(1) At a directors' meeting, unless otherwise provided in the articles, a proposal to call another meeting shall not be voted on, except a resolution to call another meeting.

(2) The quorum for directors' meetings shall be determined by the articles, but it must never be less than two, and unless otherwise provided in the articles, it must be a majority of the directors, but it must not be less than two.

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

(a) to appoint further directors, or

(b) to call a general meeting so that further directors may be appointed.

Chairing of directors' meetings

12.—(1) The directors may appoint a person to chair any meeting of the directors.

- (2) The person so appointed for the time at which it was to
- (3) The directors may terminate the
- (4) If the chairman is not participating at the time at which it was to start, the participating directors must

Casting vote

- 13.—(1) If the numbers of votes for a meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, a director is not to be counted as participating in the decision-making process.

Conflicts of interest

- 14.—(1) If a proposed decision of the company involves a proposed transaction or arrangement with the company in which a director has a material interest, that director is not to be counted as participating in the decision-making process for quorum and voting purposes.
- (2) But if paragraph (3) applies, a director with the company is to be counted as participating for quorum and voting purposes.
- (3) This paragraph applies when—
 - (a) the company by ordinary resolution would otherwise prevent a director from being counted as participating in the decision-making process;
 - (b) the director's interest cannot be regarded as likely to give rise to a conflict of interest; or
 - (c) the director's conflict of interest is authorised by the articles.
- (4) For the purposes of this article, the following are regarded as interests of a director—
 - (a) a guarantee given, or to be given, by or on behalf of the company or any of its subsidiaries, or to underwrite, or to be underwritten by, any shares of the company or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for any such shares or securities; and
 - (c) arrangements pursuant to which a director or former director of the company or any of its subsidiaries or employees and directors of the company or any of its subsidiaries are or may be entitled to receive or to provide special benefits.
- (5) For the purposes of this article, references to a directors' meeting or part of a directors' meeting include any decision-making processes of the company or any of its subsidiaries which include a committee of directors as to the question, for quorum purposes, the right of a director to participate in the decision-making process, whose ruling in relation to any question may, before the conclusion of the meeting, be subject to any appeal or review.
- (6) Subject to paragraph (7), if a question as to the right of a director to participate in the decision-making process arises in relation to a director other than the chairman, the question is to be determined by the chairman.
- (7) If any question as to the right to participate in the decision-making process arises in relation to the chairman, the question is to be determined by the chairman. The chairman is not to be counted as participating in the decision-making process for quorum purposes.

Records of decisions to be kept

15. The directors must ensure that they keep, for at least 10 years from the date of the decision recorded, of every unanimous decision of the directors.

Directors' discretion to make further arrangements

16. Subject to the articles, the directors may make such arrangements as they think fit about how they take decisions, and about how such rules are to be enforced.

Methods of appointing directors

- 17.—(1) Any person who is willing to accept office 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 the death of a shareholder, there are no directors, the personal representatives of the last shareholder may appoint a person to be a director.
- (3) For the purposes of paragraph (2), if a shareholder dies in circumstances rendering it uncertain whether or not he was the last to die, a younger shareholder who was the last to die, a younger shareholder.

Termination of director's appointment

18. A person ceases to be a director if—



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- (a) that person ceases to be a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person;
- (d) a registered medical practitioner has given an opinion to the company stating that that person has become incapable of acting as a director and may remain so for more than three months;
- (e) by reason of that person's mental incapacity, that person is wholly or partly prevented from personally exercising his or her functions as a director;
- (f) notification is received by the company that such resignation has taken effect.

Companies Act 2006 or is prohibited from acting as a director; or
in the opinion of the directors, that person is wholly or partly prevented from personally exercising his or her functions as a director and may remain so for more than three months; or
by reason of that person's mental incapacity, that person is wholly or partly prevented from personally exercising his or her functions as a director; or
notification is received by the company that such resignation has taken effect.

Directors' remuneration

- 19.**—(1) Directors may undertake any business which the company is authorised to carry out.
(2) Directors are entitled to such remuneration as the company may determine:
(a) for their services to the company;
(b) for any other service which they have rendered to the company.
(3) Subject to the articles, a director's remuneration:
(a) take any form, and
(b) include any arrangements in connection with death, sickness or disability benefits.
(4) Unless the directors decide otherwise, any remuneration payable to a director shall be payable day to day.
(5) Unless the directors decide otherwise, a director shall not be entitled to any remuneration from the company for any remuneration received from any subsidiary or of any other body corporate in which the company has a substantial interest.

decide.

allowance or gratuity, or any other benefit payable day to day.

company for any remuneration received from any subsidiary or of any other

Directors' expenses

- 20.** The company may pay any reasonable expenses incurred by a director 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 any class of shares in connection with the exercise of their rights as members of the company.

incur in connection with their

of the company, or otherwise in connection with their responsibilities in relation to the

All shares to be fully paid up

- 21.**—(1) No share is to be issued for which the company in consideration for its issue has not received the full amount of its nominal value and any premium to be paid to the company.
(2) This does not apply to shares taken up by subscribers to the company's memorandum.

and any premium to be paid to

subscribers to the company's

Powers to issue different classes

- 22.**—(1) Subject to the articles, but without prejudice to any power already conferred, the company may issue shares with such rights or restrictions as may be determined by special resolution.
(2) The company may issue shares which are to be redeemed at the option of the company or the holder, and the directors may determine the manner of redemption of any such shares.

existing share, the company may issue shares with such rights or restrictions as may be determined by special resolution.

redeemed at the option of the company or the holder, and the directors may determine the manner of redemption of any

Company not bound by less than a share

- 23.** Except as required by law, no person is to be recognised as holding any share upon any trust, and except as otherwise required by law, the company is not to recognise any interest in a share other than an interest in a share as so held.

holding any share upon any trust, and except as otherwise required by law, the company is not to recognise any interest in a share other than an interest in a share as so held.

Share certificates

- 24.**—(1) The company must issue each shareholder with a certificate in respect of the shares which that shareholder holds.
(2) Every certificate must specify—
(a) in respect of how many shares of what nominal value;
(b) the nominal value of those shares;
(c) that the shares are fully paid up;
(d) any distinguishing numbers or other particulars.
(3) No certificate may be issued in respect of shares which are not fully paid up.

more certificates in respect of

(4) If more than one person holds a share in respect of it.

(5) Certificates must—

- (a) have affixed to them the company seal,
- (b) be otherwise executed in accordance with the articles.

Replacement share certificates

25.—(1) If a certificate issued in respect of a share—

- (a) damaged or defaced, or
 - (b) said to be lost, stolen or destroyed,
- the company may, at the request of the holder, issue a replacement certificate in respect of the same share.

(2) A shareholder exercising the right to have a replacement certificate—

- (a) may at the same time exercise the right to have one or more new certificates issued in respect of the same share,
- (b) must return the certificate which he is claiming to be damaged or defaced, or
- (c) must comply with such conditions as to payment of a reasonable fee as the directors may determine.

Share transfers

26.—(1) Shares may be transferred to any person in the usual form or any other form approved by the directors, which is effectual for all purposes.

(2) No fee may be charged for registration of a transfer of the title to any share.

(3) The company may retain any instrument of transfer until it has been registered.

(4) The transferor remains the holder of the share until he is registered in the register of members as holder of it.

(5) The directors may refuse to register a transfer of a share if the instrument of transfer must be returned to the transferee with the share certificate if the proposed transfer may be fraudulent.

Transmission of shares

27.—(1) If title to a share passes to a person other than the holder, any title to that share.

(2) A transferee who produces such evidence as to the death or bankruptcy of the holder as may be required by the directors may properly require—

- (a) that the shares or to have them transferred to another person, and
- (b) subject to the articles, and provided that the transferee is a person, has the same rights as the holder had.

(3) But transferees do not have the right to require the company to make a resolution, in respect of shares to which this section applies, otherwise, unless they become the holders of the shares.

Exercise of transferees' rights

28.—(1) Transferees who wish to be registered as holders of a share must notify the company in writing of that wish.

(2) If the transferee wishes to have an instrument of transfer in respect of it, the transferee must execute an instrument of transfer.

(3) Any transfer made or executed under this section is valid as if the event which gave rise to the transmission had not occurred.

Transferees bound by prior notice

29. If a notice is given to a shareholder of a company that a share to which he is entitled is to be transferred to a transferee, the transferee is bound by the notice if it is entered in the register of members.

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Procedure for declaring dividends

30.—(1) The company may by ordinary resolution declare interim dividends.

(2) A dividend must not be declared unless the directors are satisfied that the dividend must not exceed the amount available for distribution.

(3) No dividend may be declared or paid unless the directors are satisfied that the dividend must not exceed the amount available for distribution.

(4) Unless the shareholders' resolution or decision in respect of shares are issued, specify otherwise in the resolution or decision.

(5) If the company's share capital is divided into shares of different classes, a dividend may be paid on shares of any class if the dividend is in arrear.

in respect of it.

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dividend may be paid on shares

if the dividend is in arrear.

(6) The directors may pay at intervals available for distribution justify the payment.
(7) If the directors act in good faith, they are not liable for any loss they may suffer by exercising their powers in relation to preferred rights.

Payment of dividends and other distributions

31.—(1) Where a dividend or other sum is payable in respect of a share, it must be paid by one or more of the following means:

- (a) transfer to a bank or building society account, or to the order of the distribution recipient either in writing or as a cheque made payable to the distribution recipient at the order of the share, or (in any other case) to an address specified in writing or as the directors may otherwise decide;
- (b) sending a cheque made payable to the distribution recipient at the order of the share, or (in any other case) to an address specified in writing or as the directors may otherwise decide;
- (c) sending a cheque made payable to the distribution recipient at the order of the share, or (in any other case) to an address specified in writing or as the directors may otherwise decide; or
- (d) any other means of payment specified in writing or as the directors may otherwise decide.

(2) In the articles, “the distribution recipient” means the person in whose name the sum is payable—

- (a) the holder of the share; or
- (b) if the share has two or more holders, any one of them; or
- (c) if the holder is no longer entitled to the share, the person to whom it is transferred otherwise by operation of law, the trustee of a trust, or the liquidator of a company.

No interest on distributions

32. The company may not pay interest on a dividend or other sum payable in respect of a share unless otherwise provided by—

- (a) the terms on which the share was issued; or
- (b) the provisions of another agreement to which the company is a party.

Unclaimed distributions

33.—(1) All dividends or other sums payable in respect of shares which are not claimed after having been payable for a period of twelve years may be invested or otherwise managed as the directors think fit.

(2) The payment of any such dividend or other sum does not make the company a trustee in respect of it.

(3) If—

- (a) twelve years have passed from the date when the dividend or other sum became due for payment, and
- (b) the distribution recipient has died or become bankrupt, or the distribution recipient is no longer entitled to the share, the company.

Non-cash distributions

34.—(1) Subject to the terms of issue of the shares, the directors may, on the recommendation of the directors, distribute a share by transferring non-cash assets or securities in any company).

(2) For the purposes of paying a non-cash dividend or other sum, the directors may make such arrangements they think fit, including—

- (a) fixing the value of any assets to be distributed; or
- (b) paying cash to any distribution recipient; and
- (c) vesting any assets in trustees for the benefit of the distribution recipient.

Waiver of distributions

35. Distribution recipients may waive their right to a dividend or other sum payable in respect of a share by giving the company notice in writing—

- (a) the share has more than one holder; or
- (b) more than one person is entitled to the share, whether as joint holders, or otherwise.

The notice is not effective unless it is given by all the persons otherwise entitled to the share.

appears to them that the profits

of the company are sufficient to pay dividends on shares conferring preferred rights, and on shares with deferred or non-preferred rights.

of a share, it must be paid

to the distribution recipient either in writing or as

a cheque made payable to the distribution recipient at the order of the share, or (in any other case) to an address specified in writing or as the directors may otherwise decide;

or by sending a cheque made payable to the distribution recipient at the order of the share, or (in any other case) to an address specified in writing or as the directors may otherwise decide; or

or by any other means of payment specified in writing or as the directors may otherwise decide.

the person in whose name the sum is payable—

(a) the holder of the share; or

(b) if the share has two or more holders, any one of them; or

(c) if the holder is no longer entitled to the share, the person to whom it is transferred otherwise by operation of law, the trustee of a trust, or the liquidator of a company.

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(b) more than one person is entitled to the share, whether as joint holders, or otherwise.

Authority to capitalise and appropriate

- 36.**—(1) Subject to the articles, the directors may—
- (a) decide to capitalise any profits (including any share premium account or capital reserve) which are not required for paying a premium on any new shares or debentures of the company or for paying a dividend;
 - (b) appropriate any sum which the directors have been entitled to if it were a dividend in the same proportions.
- (2) Capitalised sums must be applied—
- (a) on behalf of the persons entitled to the dividend;
 - (b) in the same proportions as they would be if it were a dividend.
- (3) Any capitalised sum may be applied in paying up new debentures of the company which are then allotted credited as paid up.
- (4) A capitalised sum which was appropriated for the purpose of paying up new debentures of the company which are then allotted credited as paid up may direct.
- (5) Subject to the articles the directors may—
- (a) apply capitalised sums in accordance with paragraph (3) in one way and partly in accordance with paragraph (4) in another;
 - (b) make such arrangements as they think fit for the payment of fractions under this article (including the issue of scrip) and
 - (c) authorise any person to enter into any arrangements which is binding on them in respect of the application of the sums.

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Attendance and speaking at general meetings

- 37.**—(1) A person is able to exercise the right to speak at a general meeting if that person is in a position to communicate to all those attending the meeting the substance of any business which that person has on the business of the company.
- (2) A person is able to exercise the right to vote at a general meeting if—
- (a) that person is able to vote, and
 - (b) that person's vote can be taken into account in the resolutions are passed at the meeting.
- (3) The directors may make whatever arrangements they think fit to enable those attending a general meeting to exercise their right to speak at the meeting.
- (4) In determining attendance at a general meeting two or more members attending the meeting together if they are in the same place as each other shall be treated as one member.
- (5) Two or more persons who are not members of the company may, in any circumstances are such that if they had been members they would be) able to exercise them.

Quorum for general meetings

38. No business other than the appointment of a director or shareholder may be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

- 39.**—(1) If the directors have appointed a person to chair a general meeting and that person is willing to do so.
- (2) If the directors have not appointed a person to chair a general meeting and no person is present within ten minutes of the time appointed for the meeting—
- (a) the directors present, or
 - (b) (if no directors are present), the shareholders present,
- must appoint a director or shareholder to chair the meeting and it must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with paragraph (2) shall be deemed to be "the chairman of the meeting".

Attendance and speaking by directors

- 40.**—(1) Directors may attend and speak at general meetings.
- (2) The chairman of the meeting may, if he thinks fit, require any shareholder to—
- (a) shareolders of the company

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enable those attending a
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general meeting if their
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be transacted at a general

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o chair the meeting or is not

of the chairman of the meeting
"the chairman of the meeting".

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(b) otherwise entitled to exercise the right to attend and speak at a general meeting.

general meetings,

Adjournment

41.—(1) If the persons attending a general meeting to start do not constitute a quorum, the meeting must adjourn it.

at which the meeting was due to start, and if a quorum is present, the chairman of the meeting may adjourn it.

(2) The chairman of the meeting may adjourn it if—

a quorum is present if—

(a) the meeting consents to an adjournment;

(b) it appears to the chairman or to any other person attending the meeting or to the directors that it is necessary to do so in an orderly manner.

it is necessary to do so in order to protect the safety of any person attending the meeting or to ensure that the meeting is conducted in an orderly manner.

(3) The chairman of the meeting must adjourn it if—

it is necessary to do so by the meeting.

(4) When adjourning a general meeting, the chairman must—

(a) either specify the time and place to be fixed by the directors or refer to the time and place to which the meeting is to be adjourned;

the meeting must adjourn to continue at a time and place to be fixed by the directors or refer to the time and place to which the meeting is to be adjourned;

(b) have regard to any directions given by the directors in relation to the meeting.

the meeting must have regard to any directions which have been given by the directors in relation to the meeting.

(5) If the continuation of an adjourned general meeting of a company must give at least 7 clear days' notice (the day on which the notice is given)—

the company must give at least 7 clear days' notice of the adjourned meeting and the notice must specify the time and place to which the meeting is to be adjourned.

(a) to the same persons to whom notice was given of the meeting to which the adjourned meeting is to be held;

the notice must specify the time and place to which the meeting is to be adjourned, and the notice must specify the time and place to which the meeting is to be adjourned.

(b) containing the same information as the notice of the meeting to which the adjourned meeting is to be held.

(6) No business may be transacted at an adjourned general meeting if the business was not properly transacted at the meeting if the adjournment was required.

business was not properly transacted at the meeting if the adjournment was required.

Voting: general

42. A resolution put to the vote of a general meeting is carried if a majority of hands is demanded in accordance with the articles.

is carried if a majority of hands unless a poll is duly demanded.

Errors and disputes

43.—(1) No objection may be raised to the validity of a resolution passed at a general meeting or adjourned meeting at which the meeting is valid.

to the validity of a resolution passed at a general meeting except at the meeting at which the resolution was passed, and any vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the court.

the court's decision is final.

Poll votes

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

(a) in advance of the general meeting;

(b) at a general meeting, either before or after a show of hands on that resolution.

immediately after the result of a show of hands on that resolution.

(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;

(d) a person or persons representing the company, having the right to vote on the resolution.

the rights of all the shareholders to demand a poll.

(3) A demand for a poll may be withdrawn.

(a) the poll has not yet been taken;

(b) the chairman of the meeting has not yet announced the result of the poll.

(4) Polls must be taken immediately.

the chairman of the meeting directs.

Content of proxy notices

45.—(1) Proxies may only validly be used if the notice—

states the name and address of the person appointed to attend and vote on behalf of the shareholder ("the proxy") which—

(a) states the name and address of the person appointed to attend and vote on behalf of the shareholder ("the proxy");

(b) identifies the person appointed to attend and vote on behalf of the shareholder ("the proxy") and the person to whom that person is appointed;

the proxy must be authenticated in such manner as to be satisfied by the company.

(c) is signed by or on behalf of the shareholder in such manner as to be satisfied by the directors or the company; and

(d) is delivered to the company in accordance with the provisions of the articles of association of the general meeting to which the proxy relates.

the provisions contained in the notice of the general meeting to which the proxy relates.

(2) The company may require proxy notices to be in different forms for different purposes.

the company may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy is to vote (including voting) on one or more resolutions.

the proxy is to abstain from voting on one or more resolutions.

- (4) Unless a proxy notice indicates otherwise—
- (a) allowing the person appointed to vote on any ancillary or procedural resolutions put to the general meeting to which it relates as well as the meeting it
 - (b) appointing that person as a proxy for the meeting.

Delivery of proxy notices

- 46.**—(1) A person who is entitled to attend or vote at a general meeting remains so entitled in respect of that meeting if a valid proxy notice has been delivered to the company by or on behalf of the person by whom the proxy is given.
- (2) An appointment under a proxy notice is not valid if—
- (a) the notice is given after the start of the meeting or adjourned meeting to which it relates;
 - (b) the notice is not accompanied by written evidence of the authority of the person appointing the proxy on the donor's behalf.

Amendments to resolutions

- 47.**—(1) An ordinary resolution to be proposed at a general meeting is not valid if—
- (a) notice of the proposed amendment is not given to the person entitled to vote at the meeting is to take place (or such later time as the chairman of the meeting may direct) before the meeting, materially altering the scope of the resolution;
 - (b) the proposed amendment does not go to the substance of the resolution.
- (2) A special resolution to be proposed at a general meeting is not valid if—
- (a) the chairman of the meeting is not satisfied that the resolution is not a substantive error in the resolution;
 - (b) the amendment does not go to the substance of the resolution.
- (3) If the chairman of the meeting, acting in good faith, is of the opinion that an amendment to a resolution is out of order, the chairman's error does not invalidate the resolution.

Means of communication to be used

- 48.**—(1) Subject to the articles, any notices or other information which are authorised or required by any provision of the articles may be sent or supplied in any way in which the Company is accustomed to do so.
- (2) Subject to the articles, any notices or other information which are authorised or required by any provision of the articles may be sent or supplied with such notices or other information as the director in connection with the taking of decisions by directors may require.
- (3) A director may agree with the company that any notices or other information which are authorised or required by any provision of the articles to be deemed to have been received by the director in a particular way are to be deemed to have been received by the director for the specified time to be less than 48 hours.

Company seals

- 49.**—(1) Any common seal may only be used if it is affixed to a document in the presence of a witness who attests the signature.
- (2) The directors may decide by what means the common seal is to be used.
- (3) Unless otherwise decided by the directors, the document must also be signed by a director or by a person who attests the signature.
- (4) For the purposes of this article, a document is deemed to be signed by—
- (a) any director of the company;
 - (b) the company secretary (if any);
 - (c) any person authorised by the directors for the purposes of this article.

No right to inspect accounts and documents

- 50.** Except as provided by law or authorised by the directors, no person is entitled to inspect any of the accounts or documents of the company merely by virtue of being a shareholder.

Provision for employees on cessation of employment

- 51.** The directors may decide to make provision for the payment of a sum of money to any person who has been or formerly employed by the company or any of its subsidiaries (including a shadow director) in connection

with the cessation or transfer to any subsidiary of the company or that subsidiary.

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Indemnity

- 52.—**(1) Subject to paragraph (2), a director of the company may be indemnified out of the company's assets in respect of—
- (a) any liability incurred by that director in connection with the company or an associated company in its capacity as a trustee or agent of trust in relation to the company or an associated company, or
 - (b) any liability incurred by that director in connection with the company or an associated company in its capacity as a trustee or agent of trust in relation to the company or an associated company, or
 - (c) any other liability incurred by that director in connection with the company or an associated company.
- (2) This article does not authorise an indemnity which is rendered void by any provision of the Companies Act 2006.
- (3) In this article—
- (a) companies are associated if they are associated for the purposes of the Companies Act 2006, and
 - (b) a “relevant director” means a director of the company or an associated company.

Insurance

- 53.—**(1) The directors may decide to insure, at the expense of the company, for the benefit of any relevant director in respect of any loss incurred by that director in connection with the company or an associated company.
- (2) In this article—
- (a) a “relevant director” means a director of the company or an associated company, and
 - (b) a “relevant loss” means any loss incurred by a relevant director in connection with that director's duties in connection with the company or any associated company or any subsidiary of the same body corporate, and
 - (c) companies are associated if they are associated for the purposes of the Companies Act 2006, and
- (3) In this article—
- (a) companies are associated if they are associated for the purposes of the Companies Act 2006, and
 - (b) a “relevant director” means a director of the company or an associated company, and
 - (c) a “relevant loss” means any loss incurred by a relevant director in connection with that director's duties in connection with the company or any associated company or any subsidiary of the same body corporate.