

Company number: _____

THE COMPANIES ACT 2006

ARTICLES OF ASSOCIATION

of

BRADFORD BUSINESS IMPROVEMENT DISTRICT LIMITED

Adopted on

2018

Registered Number _____

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION

of

BRADFORD BUSINESS IMPROVEMENT DISTRICT LIMITED
("the Company")

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. DEFINED TERMS

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;

"BID Area" means the area of Bradford where the Company operates;

"Board" means the board of directors of the Company;

"chairman" has the meaning given in article 14;

"chairman of the meeting" has the meaning given in article 32;

"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;

"fully paid" in relation to a share, means that the nominal value and any premium to be paid to the Company in respect of that share have been paid to the Company;

"hard copy form" has the meaning given in section 1168 of the Companies Act 2006;

"instrument" means a document in hard copy form;

"**Levy Payer**" means each levy paying member who is entitled to one vote per hereditament, where "hereditament" has the meaning given in section 1 of the Regulations;

"**Member**" has the meaning given in section 112 of the Companies Act 2006;

"**Model Articles**" means the model articles for private companies limited by guarantee prescribed pursuant to 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 12;

"**proxy notice**" has the meaning given in article 38.1;

"**Regulations**" means The Business Improvement Districts (England) 2004, as amended from time to time;

"**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;

"**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.

2. EXCLUSION OF MODEL ARTICLES

The Model Articles shall not apply to the Company.

3. GENERAL

3.1 The registered office of the Company shall be situated in England.

3.2 The objects for which the Company is established are:

- (a) to promote business development and investment for the benefit of its Members and other businesses within the BID Area in conjunction with other organisations, entities or public bodies with whom the Company may have relationships from time to time;
- (b) to develop strategies to support businesses and commercial properties in the BID Area;
- (c) to initiate, organise and deliver projects/initiatives to increase business levels in the BID Area;
- (d) to encourage a greater business participation in the optimisation and development of business in the BID Area; and
- (e) to do all such things as are or may be deemed incidental or conducive to the attainment of the above objects (or any of them).

4. LIABILITY OF MEMBERS

4.1 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 it 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; and
- (b) payment of the costs, charges and expenses of winding up, and adjustment of the rights of the contributories among themselves.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

5. DIRECTORS' GENERAL AUTHORITY

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.

6. MEMBERS' RESERVE POWER

6.1 The Members may, by special resolution, direct the directors to take an action which is in the best interest of the Company, or refrain from taking a specified action that may put the interest of the Company in jeopardy.

6.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

7. DIRECTORS MAY DELEGATE

7.1 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.

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

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

8. COMMITTEES

8.1 Committees to which the directors delegate any of their powers must follow such procedures and rules as the directors may determine and, in the absence of any

specific procedures or rules, shall follow the procedures as far as they are applicable which govern the taking of decisions by directors.

- 8.2 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

9. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

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 10.

10. UNANIMOUS DECISIONS

- 10.1 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.
- 10.2 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.
- 10.3 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.
- 10.4 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.

11. CALLING A DIRECTORS' MEETING

- 11.1 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.
- 11.2 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.
- 11.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 11.4 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.
- 11.5 The directors shall convene not less than four meetings per year and shall ensure that a period of no more than four months elapses between meetings.

12. PARTICIPATION IN DIRECTORS' MEETINGS

- 12.1 Subject to the articles, directors participating 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.
- 12.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 12.3 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.
- 12.4 The Board may decide to invite any observer they deem fit to attend any meeting. Any observer attending a meeting may be given the right to speak at the meeting at the sole discretion of the chairman.

13. NUMBER OF DIRECTORS AND QUORUM

- 13.1 The number of directors from time to time shall be no less than five and shall not be subject to a maximum unless the Board decides otherwise.
- 13.2 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on except a proposal to call another meeting or as set out in article 13.4.
- 13.3 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 five, and unless otherwise fixed it is five, provided that for the first board meeting of the Company at which the appointment of additional directors shall be considered, the quorum shall be two.
- 13.4 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.

14. CHAIRING OF DIRECTORS' MEETINGS

- 14.1 The directors may appoint a director to chair their meetings and a vice chairman.
- 14.2 The person so appointed as chair for the time being is known as the chairman.
- 14.3 The directors may terminate the chairman's or the vice chairman's appointment at any time.
- 14.4 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start then the vice chairman shall preside the meeting.
- 14.5 If the chairman and vice chairman are unable to attend the directors' meeting, the chairman shall appoint one of the directors to chair the meeting giving at least 24 hours' notice. In the event the chairman has not appointed a replacement chair pursuant to this article, and the chairman or vice chairman are 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.

14.6 Subject to article 19, the chairman of the Company from time to time shall be entitled to remain in office for a minimum period of two years effective from the date of appointment of such chairman but without imposing any obligation on such chairman to automatically resign at the expiration of such period.

15. CASTING VOTE

15.1 If the numbers of votes for and against a proposal are equal, the chairman, vice chairman or other director chairing the meeting shall have a casting vote.

15.2 Article 15.1 shall not apply if, in accordance with the articles, the chairman, vice chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16. DIRECTORS' INTERESTS

16.1 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.

16.2 Notwithstanding article 16.1, if article 16.3 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.

16.3 This article 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; or
- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.

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

16.5 Subject to article 16.6, 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.

16.6 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.

17. RECORDS OF DECISIONS TO BE KEPT

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.

18. FURTHER RULES

18.1 The Company may from time to time adopt such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the

Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such rules or bye-laws regulate:

- (a) admission and classification of members of the Company, 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;
- (b) the conduct of members of the Company in relation to one another, and to the Company's servants or agents;
- (c) the procedure at general meetings and meetings of the directors and committees of directors of the Company in so far as such procedure is not regulated in these articles; and
- (d) generally, all such matters as are commonly the subject matter of company rules or rules or regulations appropriate to the Company.

18.2 Any such rules or bye-laws shall be approved by the Company in a general meeting.

18.3 The Company in general meeting and/or any meetings of the Board shall have power to alter or repeal the rules or bye-laws and to make additions thereto and the directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such rules or bye-laws, which so long as they shall be in force, shall be binding in all members of the Company.

19. APPOINTMENT OF DIRECTORS

19.1 Any person who is employed or engaged by or connected to (as defined in section 252 of the Companies Act 2006) a Levy Payer and is willing to act as a director, and is permitted by law and these articles to do so, may be appointed to be a director provided that such appointment is approved:

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

19.2 Subject to article 20, each director's appointment shall last for two years. At the end of this period, the director may be re-elected by the Board on an annual basis and if so re-elected will be treated as continuing in office without a break.

20. TERMINATION OF DIRECTOR'S APPOINTMENT

20.1 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 and the directors resolve that pursuant to receipt of such written opinion that person's appointment as a director should be terminated;

- (e) 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; director was at the time of his appointment
- (f) where the director was at the time of his appointment connected to (as defined in section 252 of the Companies Act 2006) or employed or engaged by, a Levy Payer and:
 - (i) such Levy Payer ceases or fails to pay the relevant amount of levy due to the Company within 6 months of the due date for payment; or
 - (ii) the director ceases to be connected to or employed or engaged by the relevant Levy Payer.

20.2 If a director fails to attend three or more board meetings in any 12 month period the Board shall have the discretion to terminate his directorship. For the purposes of any decision of the Board under this article, the relevant director shall count towards quorum but shall not be entitled to vote.

21. APPLICATION OF INCOME OF THE COMPANY

21.1 The income of the Company shall be applied solely towards the promotion of the objects of the Company as set out in these articles.

21.2 No portion thereof shall be paid or transferred, directly or indirectly, by way of dividends or bonus, or otherwise by way of profit, to the persons who at any time are or have been Members of the Company or to any person claiming through any of them, provided that nothing contained in these articles shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any Member, officer or servant of the Company not being a director for any services rendered to the Company;
- (b) of interest on money lent by any Member to the Company at a reasonable rate, such reasonable rate to be decided by the Board at their discretion from time to time; and
- (c) payment of a reasonable and proper rent for any premises let by a Member or a director of the Company.

22. DIRECTORS' REMUNERATION

Directors may undertake any services for the Company that the directors decide from time to time but directors shall not be entitled to any remuneration for those services, unless the Board shall otherwise determine.

23. APPOINTMENT AND REMOVAL OF ALTERNATES

23.1 Subject to article 23.2, any director (the "**Appointor**") may appoint as an alternate director (an "**Alternate**") any other director, or any other person approved by resolution of the directors, to:

- (a) exercise the Appointor's powers; and
- (b) carry out the Appointor's responsibilities,

in the absence of the Appointor.

23.2 A director may only appoint an Alternate in accordance with article 23.1 on a maximum of two occasions within any 12 month period.

23.3 Any appointment or removal of an Alternate must be effected by notice in writing to the Company signed by the Appointor or in any other manner approved by the directors.

23.4 The notice must:

- (a) identify the proposed Alternate; and
- (b) in the case of a notice of appointment, contain a statement signed by the proposed Alternate that he is willing to act as the Alternate of the Appointor.

23.5 A person may act as the Alternate of more than one director.

24. RIGHTS AND RESPONSIBILITIES OF ALTERNATES

24.1 An Alternate has the same rights, in relation to any directors' meeting or unanimous decision, as his Appointor.

24.2 Except as otherwise provided by these articles, an Alternate:

- (a) is deemed for all purposes to be a director;
- (b) is liable for his own acts and omissions;
- (c) is subject to the same restrictions as his Appointor; and
- (d) is not deemed to be an agent of or for his Appointor.

24.3 Subject to the other provisions of these articles, a person who is an Alternate but is not otherwise a director:

- (a) shall be counted in the quorum at any directors' meeting in which he is participating (but only if his Appointor would be counted in the quorum and is not participating);
- (b) may vote at any directors' meeting in which he is participating (but only if his Appointor would be eligible to vote and is not participating); and
- (c) may participate in taking any unanimous decision (but only if his Appointor is an eligible for the purposes of that unanimous decision and does not himself participate in taking that unanimous decision).

24.4 No Alternate may be counted as more than one director for determining whether a quorum is participating at any directors' meeting.

24.5 A director who is also an Alternate has an additional vote on behalf of each of his Appointors who:

- (a) is not participating in the relevant directors' meeting; and
- (b) would have been entitled to vote if that Appointor was participating in it.

24.6 An Alternate is not entitled to receive any remuneration from the Company for serving as an Alternate.

25. TERMINATION OF APPOINTMENT OF ALTERNATES

- 25.1 An Alternate's appointment as an Alternate terminates:
- (a) when his Appointor revokes the appointment by notice in writing to the Company specifying when it is to terminate;
 - (b) on the occurrence (in relation to that Alternate) of any event which, if it occurred in relation to his Appointor, would result in the termination of his Appointer's appointment as a Director.

PART 3

MEMBERSHIP

26. APPLICATIONS FOR MEMBERSHIP

- 26.1 Only individuals shall be entitled to become a Member of the Company.
- 26.2 A Levy Payer shall be entitled to nominate one representative from its organisation who is employed by or connected to the Levy Payer to become a Member of the Company. Such person shall only become a Member of the Company if:
- (a) an application for membership has been received by the Company from the relevant Levy Payer in a form approved by the Board and/or any committee which may be delegated authority for the administration of memberships; and
 - (b) the levy amount(s) outstanding from the Levy Payer to the Company at the date of the application have been paid and settled.

27. TERMINATION OF MEMBERSHIP

- 27.1 A Member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.
- 27.2 Membership is not transferable except between representatives from the same Levy Payer and in those circumstances only where the Board, acting in its sole discretion, gives consent in writing to the proposed transfer where such consent may be subject to any conditions which the Board deems fit.
- 27.3 The Company may, by giving 7 days' notice to the Member in writing, terminate the membership of a Member in the event that the Levy Payer who employs or engages or is connected to such Member has not paid and settled in full the levy amount(s) due to the Company within 6 months of the due date for payment.
- 27.4 A Member's membership terminates when that person dies or at the point at which that person ceases to be employed or engaged by or connected to the relevant Levy Payer.

28. GENERAL MEETINGS

- 28.1 The Company must hold an annual general meeting ("**AGM**") in every year which all the Members are entitled to attend and shall specify it as such in the notice calling it. Not more than 15 months shall elapse between the date of one AGM and that of the next provided that if the Company holds its first AGM within 18 months of its incorporation it need not hold it in the year of its incorporation or the following year. The AGM shall be held at such time and place as the Board shall appoint.
- 28.2 Save as set out in article 28.1, the directors can decide to call a general meeting at any time. General meetings will also be called in response to a requisition by Members under the Companies Acts.

29. NOTICE OF GENERAL MEETINGS

29.1 At least 14 clear days' notice in writing must be given for every general meeting. Any notice must specify:

- (a) where the meeting is to be held;
- (b) the date and time of the meeting; and
- (c) the nature of any business for the meeting.

A general meeting may be called by shorter notice if it is so agreed by Members having a right to attend and vote and together holding not less than 90% of the total voting rights at a meeting of all the Members.

29.2 Notice of general meetings shall be given to all Members and the directors.

30. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

30.1 A Member is able to exercise the right to speak at a general meeting when that Member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that Member has on the business of the meeting.

30.2 A Member is able to exercise the right to vote at a general meeting when:

- (a) that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- (b) that Member'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 Members attending the meeting.

30.3 The directors may make whatever arrangements they consider appropriate to enable those Members attending a general meeting to exercise their rights to speak or vote at it.

30.4 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.

30.5 Two or more Members 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.

31. QUORUM FOR GENERAL MEETINGS

31.1 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.

31.2 The quorum for general meetings shall be five Members, provided that for the first general meeting or AGM of the Company, the quorum shall be two.

32. CHAIRING GENERAL MEETINGS

32.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so. In the absence of the chairman, the vice chairman shall chair general meetings if present and willing to do so.

32.2 If the chairman and vice chairman are unable to attend the general meeting, the chairman shall appoint one of the directors to chair the meeting giving at least 24 hours' notice. In the event the chairman has not appointed a replacement chair pursuant to this article, and the chairman or vice chairman are not participating in a directors' meeting within ten minutes of the time at which it was 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.

32.3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

33. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

33.1 Directors may attend and speak at general meetings, whether or not they are Members.

33.2 The chairman of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting.

34. ADJOURNMENTS

34.1 If the Members 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.

34.2 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 Member or any other person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

34.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

34.4 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.

34.5 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 Members and any other person 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.

34.6 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.

34.7 The quorum for an adjourned meeting shall be three Members.

VOTING AT GENERAL MEETINGS

35. VOTING – GENERAL

35.1 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.

36. ERRORS AND DISPUTES

36.1 No objection may be raised to the qualification of any Member 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.

36.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

37. POLL VOTES

37.1 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.

37.2 A poll may be demanded by:

- (a) the chairman of the meeting;
- (b) the directors; or
- (c) two or more Members having the right to vote on the resolution.

37.3 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.

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

38. CONTENT OF PROXY NOTICES

38.1 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.

- 38.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 38.3 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.
- 38.4 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.

39. DELIVERY OF PROXY NOTICES

- 39.1 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.
- 39.2 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.
- 39.3 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.
- 39.4 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.

40. AMENDMENTS TO RESOLUTIONS

- 40.1 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 Member 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.
- 40.2 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.
- 40.3 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 5

ADMINISTRATIVE ARRANGEMENTS

41. MEANS OF COMMUNICATION TO BE USED

- 41.1 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.
- 41.2 A document or information sent or supplied by the Company in electronic form shall be deemed to have been received by the intended recipient on the day following that on which the document or information was sent. Proof that a document or information in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators from time to time shall be conclusive evidence that the document or information was served.
- 41.3 Where a document or information is sent by post (whether in hard copy or electronic form) to an address outside the United Kingdom, it is deemed to have been received by the intended recipient at the expiration of seven days after it was posted.
- 41.4 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.
- 41.5 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 provided for in the articles.

42. COMPANY SEALS

- 42.1 Any common seal may only be used by the authority of the directors.
- 42.2 The directors may decide by what means and in what form any common seal is to be used.
- 42.3 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.
- 42.4 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.

43. NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person other than a Member is entitled to inspect any of the Company's accounting or other records or documents.

DIRECTORS' INDEMNITY AND INSURANCE

44. INDEMNITY

44.1 Subject to article 44.2, 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); and
- (c) any other liability incurred by that director as an officer of the Company or an associated company.

44.2 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.

44.3 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.

45. INSURANCE

45.1 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.

45.2 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.

46. DISSOLUTION

46.1 If the directors decide that it is necessary or advisable to dissolve the Company, it shall call a general meeting of all the Members of the Company, of which not less than 30 days' notice shall be given.

46.2 If the proposal to dissolve the Company is confirmed by a 3/4 majority of those present and voting, the directors shall have the power to realise any assets held by or on behalf of the Company in such way and manner as they deem fit.

46.3 At the instruction of the Board any assets remaining after the satisfaction of any proper debts and liabilities of the Company shall be refunded to Levy Payers in accordance

with the provisions of section 14 of the Regulations, or in the event of the repeal of the Regulations, in accordance with the principles set out in the latest enactment prior to their repeal.

47. ARTICLES OF ASSOCIATION

If there is any discrepancy or any conflict or dispute or inconsistency between the Articles and any bye-laws adopted pursuant to article 18, the articles and the interpretation of the clauses herein shall prevail.

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