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**FARRER & CO. LLP**  
66 LINCOLN'S INN FIELDS  
LONDON WC2A 3LH

Company No: 02723164

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

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**FARRINGTONS SCHOOL ENTERPRISES LIMITED**

(the Company)

**WRITTEN RESOLUTION**

**Circulation Date: 15 August 2017**

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The undersigned, being the sole member of the Company entitled to vote on the Circulation Date, passes the following special resolution as a written resolution to have effect as if passed by the Company in general meeting pursuant to Section 288 of the Companies Act 2006:

**IT IS RESOLVED THAT:**

The revised Articles of Association contained in the document attached to this Resolution be approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the provisions contained in the existing Memorandum and Articles of Association of the Company.

Signed:

*Babara Heaton*

For and on behalf of the Methodist Independent Schools Trust

Date:

*21-08-2017*

THURSDAY



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28/09/2017

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COMPANIES HOUSE

**Statement**

Set out above is the form of written resolution which it is proposed should be passed by the members of the Company in accordance with Part 13 of the Companies Act 2006. The resolution proposed is a Special Resolution.

If you wish to signify your agreement to the resolution please sign and date this document. Your agreement, once signified, may not be revoked.

In order for the resolution to be passed, eligible members holding the required majority must have indicated their agreement to the resolution **within 28 days of the Circulation Date set out above.**

Company No. 02723164

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

FARRINGTONS SCHOOL ENTERPRISES LIMITED

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Incorporated on 16 June 1992

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THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

FARRINGTONS SCHOOL ENTERPRISES LIMITED

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INTERPRETATION AND LIMITATION OF LIABILITY

1. **Defined Terms**

1.1 In these articles, unless the context requires otherwise:

**Appropriate Majority** means:

- (a) in the case of an ordinary resolution, a simple majority, and
- (b) in the case of a special resolution, 75% or more.

**Articles** mean the company's articles of association.

**Authenticated document** means a document sent:

- (a) by hard copy that is signed by the person sending it, or
- (b) electronically in which the identity of the sender is confirmed in a manner specified by the company (or where no such manner has been specified, which contains or is accompanied by a statement of the identity of the sender the truth of which the company has no reason to doubt).

**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 35.

**Charity** means the Methodist Independent Schools Trust a company limited by guarantee with Company number 07649422 and registered charity number 1142794 with its registered office at Methodist Church House, 25 Marylebone Road, London NW1 5JR.

**Charity trustee** means a trustee of the charity.

**Clear days** means the period excluding the day on which notice is given (or deemed to be given) and the day for which it is given or deemed to take effect.

**Companies Acts** means:

- (a) the company law provisions of the Companies Act 2006;
  - (b) part 2 of the Companies (Audit, Investigations and Community Enterprise) Act 2004; and
  - (c) the provisions of the Companies Act 1985 and the Companies Consolidation (Consequential Provisions) Act 1985 that remain in force;
- in so far as they may 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** means by electronic means (for example, by email), or by any other means while in an electronic form (for example, sending a disk by post).

**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** means in a paper copy or similar form capable of being read.

**Holder** in relation to shares means the person whose name is entered in the register of members as the holder of the shares.

**Instrument** means a document in hard copy form.

**Ordinary resolution** means a resolution that is passed by a simple majority.

**Paid** means paid or credited as paid.

**Participate** in relation to a directors' meeting has the meaning given in article 10.

**Proxy notice** has the meaning given in article 41.

**Shareholder** means a person who is a holder of a share.

**Shares** means shares in the company.

**Special resolution** means a resolution passed by a majority of not less than 75%.

**Subsidiary** means a company:

- (a) in which another company holds a majority of its voting rights; or
- (b) of which another company is a member which has the right to appoint or remove a majority of its board of directors; or
- (c) of which another company is a member which controls alone, pursuant to an agreement with other members, a majority of its voting rights.

**Transmittee** means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law.

**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.

- 1.2 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. Liability of Members**

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

## **DIRECTORS' POWERS AND RESPONSIBILITIES**

### **3. Directors' General Authority**

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

### **4. Shareholders' Reserve Power**

- 4.1 The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 4.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

### **5. 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:
- 5.1.1 to such person or committee;
  - 5.1.2 by such means (including by power of attorney);
  - 5.1.3 to such an extent;
  - 5.1.4 *in relation to such matters or territories; and*
  - 5.1.5 on such terms and conditions;
- as they think fit.
- 5.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 5.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

## **6. Committees**

- 6.1 Committees to which 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.
- 6.2 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**

## **7. 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.
- 7.2 If:
  - 7.2.1 the company only has one director; and
  - 7.2.2 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.

## **8. 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.
- 8.2 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.
- 8.3 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.
- 8.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a directors' meeting.

## **9. Calling a Directors' Meeting**

- 9.1 Any director may call a directors' meeting by giving reasonable notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- 9.2 Notice of any directors' meeting must indicate:
  - 9.2.1 its proposed date and time;
  - 9.2.2 where it is to take place; and

- 9.2.3 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.
- 9.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 9.4 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 seven 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.
- 10. Participation in Directors' Meetings**
- 10.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
- 10.1.1 the meeting has been called and takes place in accordance with the articles; and
- 10.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 10.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 10.3 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.
- 11. Quorum for Directors' Meetings**
- 11.1 At a directors' meeting, unless a quorum is present, no proposal is to be voted on, except a proposal to call another meeting.
- 11.2 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.
- 11.3 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:
- 11.3.1 to appoint further directors; or
- 11.3.2 to call a general meeting so as to enable the shareholders to appoint further directors.
- 12. Chairing of Directors' Meetings**
- 12.1 The directors may appoint a director to chair their meetings.
- 12.2 The person so appointed for the time being is known as the chairman.
- 12.3 The directors may terminate the chairman's appointment at any time.



- 12.4 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.

### **13. 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.
- 13.2 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 for quorum or voting purposes.

### **14. 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 the director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 14.2 But if sub-article 14.3 applies, a director who is in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum purposes.
- 14.3 This sub-article applies when:
- 14.3.1 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;
  - 14.3.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - 14.3.3 the director's conflict of interest arises from a permitted cause.
- 14.4 For the purpose of this article, the following are permitted causes:
- 14.4.1 a conflict of interest that arises as a result of a director also being a charity trustee;
  - 14.4.2 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;
  - 14.4.3 subscription, or an arrangement to subscribe, for shares or other securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and
  - 14.4.4 arrangements pursuant to which benefits are made available to employees and directors or former directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

- 14.5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 14.6 Subject to sub-article 14.7, 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 anyone other than the chairman shall be final and conclusive.
- 14.7 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 and quorum purposes.*

**15. 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.

**16. Directors' Discretion to make Further Rules**

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**

**17. 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:
- 17.1.1 by ordinary resolution;
  - 17.1.2 by a decision of the directors; or
  - 17.1.3 by notice in writing from the charity.

**18. Termination of Director's Appointment**

- 18.1 A person ceases to be a director as soon as:
- 18.1.1 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;
  - 18.1.2 a bankruptcy order is made against that person;
  - 18.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - 18.1.4 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 longer than three months;

- 18.1.5 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;
- 18.1.6 notification in writing is received by the company from the charity that it wishes to remove the director from office.
- 18.2 If a director is removed from office by the charity removal shall be deemed to be an act of the company.

## **19. Directors' Remuneration**

- 19.1 Directors may undertake any services for the company that the company decides.
- 19.2 Directors who are not also charity trustees are entitled to such remuneration as the directors determine:
  - 19.2.1 for their services to the company as directors; and
  - 19.2.2 for any other service which they undertake for the company.
- 19.3 Directors who are also charity trustees may be remunerated by the company subject to any such remuneration being permitted by and authorised in accordance with the charity's governing documents.
- 19.4 Subject to the articles, a director's remuneration may:
  - 19.4.1 take any form; and
  - 19.4.2 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.
- 19.5 Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- 19.6 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.

## **20. Directors' Expenses**

The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- 20.1 meetings of directors or committees of directors;
- 20.2 general meetings; or
- 20.3 separate meetings of the holders of any class of shares or 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.

## SHARES

### **21. All Shares to be Fully Paid Up**

- 21.1 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.
- 21.2 This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum.

### **22. Powers to Issue Different Classes of Share**

- 22.1 Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution.
- 22.2 Subject to the articles, the company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.
- 22.3 The directors may not issue or allot shares without the consent of the charity.

### **23. Company Not Bound by Less than Absolute Interests**

Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or the articles, the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

### **24. Share Certificates**

- 24.1 The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.
- 24.2 Every certificate must specify:
  - 24.2.1 in respect of how many shares, of what class, it is issued;
  - 24.2.2 the nominal value of those shares;
  - 24.2.3 that the shares are fully paid; and
  - 24.2.4 any distinguishing numbers assigned to them.
- 24.3 No certificate may be issued in respect of shares of more than one class.
- 24.4 If more than one person holds a share, only one certificate may be issued in respect of it.
- 24.5 Certificates must:
  - 24.5.1 have affixed to them the company's common seal; or
  - 24.5.2 be otherwise executed in accordance with the Companies Acts.

## **25. Replacement Share Certificates**

25.1 If a certificate issued in respect of a shareholder's shares is:

25.1.1 damaged or defaced; or

25.1.2 said to be lost, stolen or destroyed,

that shareholder is entitled to be issued with a replacement certificate in respect of the same shares.

25.2 A shareholder exercising his right to be issued with a replacement certificate:

- (a) may at the same time exercise the right to be issued with a single certificate or separate certificates;
- (b) must return the certificate which is to be replaced to the company if it is damaged or defaced; and
- (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

## **26. Share Transfers**

26.1 Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.

26.2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.

26.3 The company may retain any instrument of transfer which is registered.

26.4 The transferor remains the holder of a share until the transferee's name is entered into the register of members as holder of it.

26.5 The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

## **27. Transmission of Shares**

27.1 If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share.

27.2 A transmittee who produces such evidence of entitlement to shares as the directors may properly require:

27.2.1 may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person; and

27.2.2 subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder had.

27.3 But transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are

entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

**28. Exercise of Transmittees' Rights**

- 28.1 Transmittees who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish.
- 28.2 If the transmittee wishes to have a share transferred to another person, the transmittee must execute an instrument of transfer in respect of it.
- 28.3 Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

**29. Transmittees Bound by Prior Notice**

If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name has been entered in the register of members.

**NON-PROFIT MAKING**

**30. Restriction on distributions**

No portion of the income and property of the company shall be paid or transferred directly or indirectly by way of dividend, bonus, distribution or otherwise howsoever by way of profit except that distributions may be made by way of dividend, bonus or otherwise to the charity.

**31. Distribution on a winding up of the company**

If upon the winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to the charity.

**ORGANISATION OF GENERAL MEETINGS**

**32. Notice of General Meetings**

- 32.1 General meetings must be called on at least 14 clear days' notice.
- 32.2 Notice must be given to members in accordance with article 45.

**33. Attendance and Speaking at General Meetings**

- 33.1 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 the person has on the business of the meeting.
- 33.2 A person is able to exercise the right to vote at a general meeting when:

- 33.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - 33.2.2 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.
- 33.3 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.
- 33.4 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.
- 33.5 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.

#### **34. Quorum for General Meetings**

- 34.1 Unless the company decides otherwise, the quorum for general meetings is one member present in person or otherwise.
- 34.2 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.

#### **35. Chairing General Meetings**

- 35.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 35.2 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:

- 35.2.1 the directors present; or

- 35.2.2 (if no directors are present) the meeting;

must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

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

#### **36. Attendance and Speaking by Directors and Non-shareholders**

- 36.1 Directors may attend and speak at general meetings, whether or not they are shareholders.
- 36.2 The chairman of the meeting may permit other persons who are not:
  - 36.2.1 shareholders of the company; or

- 36.2.2 otherwise entitled to exercise the rights of shareholders in relation to general meetings

to attend and speak at a general meeting.

### **37. Adjournment**

- 37.1 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 the meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 37.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
  - 37.2.1 the meeting consents to an adjournment; or
  - 37.2.2 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.
- 37.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 37.4 When adjourning a general meeting, the chairman of the meeting must:
  - 37.4.1 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
  - 37.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 37.5 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 seven clear days' notice of it:
  - 37.5.1 to the same persons to whom notice of the company's general meetings is required to be given; and
  - 37.5.2 containing the same information which such notice is required to contain.
- 37.6 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**

### **38. Voting: General**

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.

### **39. Errors and Disputes**

- 39.1 No objection may be raised as to the qualification of any person voting at a general meeting except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.



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

#### **40. Poll Votes**

- 40.1 A poll on a resolution may be demanded:

40.1.1 in advance of the general meeting where it is to be put to the vote; or

40.1.2 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.

- 40.2 A poll may be demanded by:

40.2.1 the chairman of the meeting;

40.2.2 the directors;

40.2.3 two or more persons having the right to vote on the resolution; or

40.2.4 a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.

- 40.3 A demand for a poll may be withdrawn if:

40.3.1 the poll has not yet been taken; and

40.3.2 the chairman of the meeting consents to the withdrawal.

- 40.4 Polls must be taken immediately and in such manner as the chairman of the meeting decides.

#### **41. Content of proxy notices**

- 41.1 Proxies may only be validly appointed by a notice in writing (a "proxy notice") which:

41.1.1 states the name and address of the shareholder appointing the proxy;

41.1.2 identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;

41.1.3 is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and

41.1.4 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.

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

- 41.3 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.

- 41.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 41.4.1 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
  - 41.4.2 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.

## **42. Delivery of Proxy Notices**

- 42.1 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.
- 42.2 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.
- 42.3 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.
- 42.4 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.

## **43. Amendments to Resolutions**

- 43.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 43.1.1 *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*
  - 43.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 43.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 43.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - 43.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 43.3 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.

## **44. Written Resolutions**

- 44.1 Subject to Article 44.2 a resolution in writing is as effective as a resolution passed at a general meeting provided that:

- 44.1.1 a copy of the proposed resolution is sent to every member who would have been entitled to vote upon it had it been proposed at a general meeting; and
  - 44.1.2 the appropriate majority of those members signifies agreement to the resolution in an authenticated document which is received at the registered office within 28 days beginning with the date on which the resolution was first circulated to members.
- 44.2 The following may not be passed as a written resolution:
- 44.2.1 a resolution to remove a director before his period of office expires; and
  - 44.2.2 a resolution to remove an auditor before his period of office expires.

### **ADMINISTRATIVE ARRANGEMENTS**

#### **45. Means of Communication to be Used**

- 45.1 The company may validly send or supply any document (including any notice) or information to a member:
- 45.1.1 by delivering it by hand to the address recorded for the member in the register of members;
  - 45.1.2 by sending it by post or courier in an envelope (with postage or delivery paid) to the address recorded for the member in the register of members;
  - 45.1.3 by electronic mail to an email address notified by the member in writing; or
  - 45.1.4 by means of a website the address of which has been notified to the member in writing;
- in accordance with this Article 45.
- 45.2 The company may only send a document or information to a member by electronic mail:
- 45.2.1 where the member concerned has agreed (either generally or in relation to the specific document or information) that it may be sent in that form; and
  - 45.2.2 to the address specified for that purpose by the member.
- 45.3 The company may send a document or information to a member via a website if the member concerned has not responded within 28 days of the company sending him a request asking him to agree to the company communicating with him in that manner, provided that:
- 45.3.1 the request stated clearly what the effect of failure to respond would be;
  - 45.3.2 when the request is sent to the member, at least 12 months have passed since the last time the company asked the member to agree to receive the same or a similar type of document or information via a website;

- 45.3.3 the document or information concerned is made available in a form which enables the recipient to read it and retain a copy of it; and
  - 45.3.4 the company complies with the requirements of Articles 45.4 and 45.5.
- 45.4 When sending information or a document via a website, the company must notify each intended recipient of:
  - 45.4.1 the presence of the document or information on the website;
  - 45.4.2 the address of the website;
  - 45.4.3 the place on the website where it may be accessed; and
  - 45.4.4 how to access the document or information.
- 45.5 Where information or a document is sent to members via a website in accordance with this article, the document or information must remain on the website:
  - 45.5.1 in the case of notice of a general meeting, until after the general meeting has ended; and
  - 45.5.2 in all other cases, for 28 days beginning with the date on which the company sent notification pursuant to article 45.4.
- 45.6 Any notice given in accordance with these articles is to be treated for all purposes as having been received:
  - 45.6.1 24 hours after being sent by email or delivered by hand to the relevant address;
  - 45.6.2 two clear days after being sent by first class post to the relevant address;
  - 45.6.3 three clear days after being sent by second class or overseas post to the relevant address;
  - 45.6.4 on the date on which the notice was posted on a website (or, if later, the date on which the member was notified of the posting on the website in accordance with article 45.4);
  - 45.6.5 on being handed to the member personally; or if earlier
  - 45.6.6 as soon as the member acknowledges actual receipt.
- 45.7 A technical defect in the giving of notice of which the directors are unaware at the time does not invalidate decisions taken at a meeting.
- 45.8 Members may validly send any notice or document to the company:
  - 45.8.1 by post to:
    - (a) the company's registered office; or
    - (b) any other address specified by the company for such purposes;
  - 45.8.2 to any email address provided by the company for such purposes.

45.9 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.

45.10 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.

#### **46. Company Seals**

46.1 Any common seal may only be used by the authority of the directors.

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

46.3 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.

46.4 For the purposes of this article, an authorised person is:

46.4.1 any director of the company;

46.4.2 the secretary of the company (if any); or

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

#### **47. 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 is entitled to inspect any of the company's accounting or other records merely by virtue of being a shareholder.

#### **48. Provisions for Employees on Cessation of Business**

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**

#### **49. Indemnity**

49.1 Subject to sub-article 49.2, a relevant director of the company or an associated company will be indemnified out of the company's assets against

49.1.1 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;

- 49.1.2 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);
- 49.1.3 any other liability incurred by that director as an officer of the company or an associated company.
- 49.2 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.
- 49.3 In this article:
  - 49.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
  - 49.3.2 a "relevant director" means any director or former director of the company or an associated company.

## **50. Insurance**

- 50.1 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.
- 50.2 In this article:
  - 50.2.1 a "relevant director" means any director or former director of the company or an associated company;
  - 50.2.2 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
  - 50.2.3 companies are associated if one is a subsidiary of the other or if both are subsidiaries of the same body corporate.

## **51. Exclusion of Model Articles**

The model articles set out in Schedule 1 of the Companies (Model Articles) Regulations 2008 do not apply to the company.