

Company number 00190137

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

MEGGER INSTRUMENTS LIMITED (Company)

Circulation Date: 14<sup>th</sup> April 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as an ordinary resolution and resolution 2 below is passed as a special resolution (together the **Resolutions**)

#### ORDINARY RESOLUTION

- 1 That in accordance with paragraph 43(1) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors of the Company be given the powers to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006

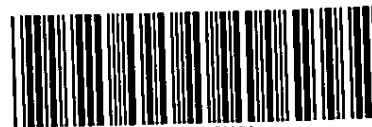
#### SPECIAL RESOLUTION

- 2 THAT
- (A) the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association, and
  - (B) the draft articles of association attached to this resolution be and are approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company

#### AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

THURSDAY



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12/06/2014

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COMPANIES HOUSE

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions

Signed by  
[Alan Hardie]  
for and on behalf of  
MEGGER GROUP LIMITED



Date

14/04/14

#### NOTES

1 You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of the Resolutions. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to [Leanne Dyer] at Megger Limited, Archcliffe Road, Dover, Kent CT17 9EN, UK or by email to [leanne.dyer@megger.com]

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

3 Unless within 28 days of the Circulation Date sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us within this period

**THE COMPANIES ACT 2006**  
**A PRIVATE COMPANY LIMITED BY SHARES**  
**NEW ARTICLES OF ASSOCIATION**  
**OF**

**MEGGER INSTRUMENTS LIMITED**

**Company Number 00190137**

**(adopted by special resolution passed on 14th April 2014)**

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Company number 00190137

THE COMPANIES ACT 2006  
A PRIVATE COMPANY LIMITED BY SHARES  
**NEW ARTICLES OF ASSOCIATION**  
**OF**  
**MEGGER INSTRUMENTS LIMITED**

*(adopted by special resolution  
passed on 14<sup>th</sup> April 2014)*

**PRELIMINARY**

**1. Model regulations and articles do not apply**

None of the regulations in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended, or the articles in the model articles for a private company limited by shares set out in Schedule 1 to The Companies (Model Articles) Regulations 2008 (SI 2008/3229) shall apply to the company

**INTERPRETATION**

**2. Defined terms**

**2.1** In the articles, unless the context requires otherwise

**articles** means the company's articles of association, as amended from time to time ,

**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,

**business day** means any day (other than a Saturday, Sunday or public holiday in England) on which clearing banks in London are generally open for business,

**capitalised sum** has the meaning given in article 47,

**chairman** has the meaning given in article 15,

**chairman of the meeting** has the meaning given in article 51,

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

**company** means Megger Group Limited (company number 02582519),

**controlling shareholder** means a holder for the time being of not less than 75% in nominal value of the equity share capital of the company from time to time,

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

**distribution recipient** has the meaning given in article 42,

**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,

**eligible director** means a director who is entitled to vote on the relevant matter at a directors' meeting but excluding any director whose vote is not to be counted in respect of the relevant matter,

**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,

**group** has the meaning given in article 7,

**hard copy form** has the meaning given in section 1168 of the Companies Act,

**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** has the meaning given in section 282 of the Companies Act,

**paid** means paid or credited as paid,

**persons entitled** has the meaning given in article 47,

**participate**, in relation to a directors' meeting, has the meaning given in article 13,

**proxy notice** has the meaning given in article 58,

**relevant situation** has the meaning given in article 18,

**shareholder** means a person who is the holder of a share,

**shares** means shares in the company,

**special resolution** has the meaning given in section 283 of the Companies Act,

**transmittee** means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law, and

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

- 2 2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act as in force on the date when these articles become binding on the company

- 2 3 Unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations
- 2 4 Headings to the articles are inserted for convenience only and shall not affect construction.
- 2 5 A reference to a **holding company** or **subsidiary** means a holding company or a subsidiary (as the case may be) as defined in section 1159 of the Companies Act and for the purposes only of the membership requirement contained in sections 1159(1)(b) and (c), a company shall be treated as a member of another company even if its shares in that other company are registered in the name of (a) another person (or its nominee), by way of security or in connection with the taking of security, or (b) its nominee

## **OBJECTS**

### **3. Unrestricted objects**

Nothing in the articles shall constitute a restriction on the objects of the company to do (or omit to do) any act and in accordance with section 31(1) of the Companies Act, the company's objects are unrestricted

## **LIMITED LIABILITY**

### **4. Liability of members**

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

## **DIRECTORS**

### **DIRECTORS' GENERAL POWERS, DUTIES AND RESPONSIBILITIES**

#### **5. Directors' general powers**

- 5 1 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
- 5 2 Any or all powers of the directors (or any part of them) shall be restricted in such respects, to such extent and for such duration as a controlling shareholder may from time to time by notice in writing to the company prescribe

#### **6. Shareholders' reserve power**

- 6 1 The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action
- 6 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

#### **7 Directors' duties**

- 7 1 The purpose of the company

- (i) may, if and to the extent that the directors consider it appropriate; and
- (ii) shall, if directed by a controlling shareholder by notice in writing to the company,



include promoting the success of the group as a whole or of any one or more members of the group (and in this context **group** means the company, any other body corporate which is its holding company or subsidiary and any other body corporate which is a subsidiary of that holding company)

- 7 2 In the exercise of his duties, a director shall not be restricted by any duty of confidentiality to the company from providing information regarding the company to a holding company of the company but a director who is also a director of any holding company of the company shall owe a strict duty of confidentiality to that holding company in relation to confidential information of the holding company

#### **8. Directors may delegate**

- 8 1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles

- (i) to such person or committee,
- (ii) by such means (including by power of attorney),
- (iii) to such an extent,
- (iv) in relation to such matters or territories, and
- (v) on such terms and conditions,

as they think fit.

- 8 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

- 8 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

#### **9. Committees**

- 9 1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors

- 9 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**

#### **10. 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 11

#### **11. Unanimous decisions**

- 11 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

- 11 2 Such a decision may take the form of a resolution in writing, of which each eligible director has signed one or more copies, or to which each eligible director has otherwise indicated agreement in writing

- 11 3 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.

## **12. Calling a directors' meeting**

- 12 1 Any director may call a directors' meeting by giving not less than 3 business days notice of the meeting (or such lesser notice as all the directors may agree) in writing to the directors or by authorising the company secretary (if any) to give such notice

- 12 2 Notice of any directors' meeting must indicate

- (i) its proposed date and time,
- (ii) where it is to take place, and
- (iii) 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

- 12 3 Notice of a directors' meeting must be given to each director

- 12 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.

## **13. Participation in directors' meetings**

- 13 1 Subject to the articles, directors **participate** in a directors' meeting, or part of a directors' meeting, when

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

- 13 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

- 13 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. In the absence of such a decision, the meeting is deemed to take place at the location from where the chairman participates

## **14. Quorum for directors' meetings**

- 14 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

- 14 2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but subject to paragraph 14 3, it must never be less than two eligible directors, and unless otherwise fixed it is two eligible directors

- 14 3 For the purpose of any directors' meeting (or part of a meeting) held in accordance with article 18 to authorise a director's conflict of interest, if only one eligible director is in office, the quorum is one eligible director

14 4 If the total number of directors for the time being in office is less than the quorum required, the director or directors in office must not take any decision other than a decision

(i) to appoint further directors, or

(ii) to call a general meeting so as to enable the shareholders to appoint further directors

#### **15. Chairing of directors' meetings**

15 1 The directors may appoint a director to chair their meetings

15 2 The person so appointed for the time being is known as the **chairman**

15 3 The directors may terminate the chairman's appointment at any time

15 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 may appoint one of themselves to chair it

#### **16. Casting Vote**

16 1 If the numbers of votes for and against a proposal at a meeting of the directors are equal, the chairman or other director chairing the meeting has a casting vote

16 2 Paragraph 16 1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the articles, the chairman or other director is not an eligible director for the purposes of that meeting (or part of a meeting).

### **DIRECTORS' INTERESTS**

#### **17. Directors' interests in relation to transactions or arrangements with the company**

The relevant provisions of the Companies Act (including without limitation sections 177 and 182 of the Companies Act) shall apply in relation to declarations of interests in proposed and existing transactions or arrangements with the company

#### **18. Directors' interests other than in relation to transactions or arrangements with the company**

18 1 If a situation (a **relevant situation**) arises in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the company could take advantage of it but excluding any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest) the following provisions shall apply if the conflict of interest does not arise in relation to a transaction or arrangement with the company

(i) if the relevant situation arises from the appointment or proposed appointment of a person as a director of the company

(A) the directors (other than the director, and any other director with a similar interest, who shall not be counted in the quorum at the meeting and shall not vote on the resolution), or

(B) the shareholders (by ordinary resolution or by notice in writing given to the company by a controlling shareholder),

may resolve to authorise the appointment of the director and the relevant situation on such terms as they may determine,

- (ii) if the relevant situation arises in circumstances other than in paragraph (i)
  - (A) the directors (other than the director and any other director with a similar interest who shall not be counted in the quorum at the meeting and shall not vote on the resolution), or
  - (B) the shareholders (by ordinary resolution or by notice in writing given to the company by a controlling shareholder),

may resolve to authorise the relevant situation and the continuing performance by the director of his duties on such terms as they may determine

18 2 Any reference in paragraph 18 1 to a conflict of interest includes a conflict of interest and duty and a conflict of duties

18 3 Any terms determined by the directors or the shareholders under paragraphs 18 1(i) or 18 1(ii) may be imposed at the time of the authorisation or may be imposed or varied subsequently by either the directors or the shareholders and may include (without limitation)

- (i) whether the interested directors may vote (and be counted in the quorum at any meeting) in relation to any decision relating to the relevant situation,
- (ii) the exclusion of the interested directors from all information and discussion by the company of the relevant situation, and
- (iii) (without prejudice to the general obligations of confidentiality) the application to the interested directors of a strict duty of confidentiality to the company for any confidential information of the company in relation to the relevant situation.

18 4 Any authorisation given under paragraphs 18 1(i) or 18 1(ii) may be withdrawn by either the directors or the shareholders by giving notice to the director concerned

18 5 An interested director must act in accordance with any terms determined by the directors or the shareholders under paragraphs 18 1(i) or 18 1(ii)

18 6 Except as specified in paragraph 18 1, any proposal made to the directors and any authorisation by the directors in relation to a relevant situation shall be dealt with in the same way as any other matter may be proposed to and decided by the directors in accordance with the articles

18 7 Any authorisation of a relevant situation given by the directors or the shareholders under paragraph 18 1 may provide that, where the interested director obtains (other than through his position as a director of the company) information that is confidential to a third party, he will not be obliged to disclose it to the company or to use it in relation to the company's affairs in circumstances where to do so would amount to a breach of that confidence

18 8 (i) If the directors make an authorisation under paragraph 18 1, impose or vary the terms of an authorisation under paragraph 18 3, or withdraw an authorisation under paragraph 18 4, they shall, as soon as reasonably practicable, notify the shareholders of this fact and provide, where applicable, any relevant particulars regarding the authorisation or its terms

- (ii) If the shareholders make an authorisation under paragraph 18 1, impose or vary the terms of an authorisation under paragraph 18 3, or withdraw an authorisation under paragraph 18 4, they shall, as soon as reasonably practicable, notify the directors of this fact and provide, where applicable, any relevant particulars regarding the authorisation or its terms
- 18.9 (i) A director shall, as soon as reasonably practicable, declare the nature and extent of his interest in a relevant situation within paragraph 18 1(i) or 18.1(ii) to the other directors and the shareholders
- Failure to comply with this requirement does not affect the underlying duty to make the declaration of interest
- (ii) If a declaration of interest in relation to a relevant situation proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.
- 18 10 A director, notwithstanding his office, may be a director or other officer of, employed by, or otherwise interested (including by the holding of shares) in, any member of the group (as defined in paragraph 7 1) and no further authorisation under paragraph 18 1 shall be necessary in respect of any such interest
- 19. Directors' interests generally and voting**
- 19 1 Subject to the Companies Act and to articles 17 and 18, a director notwithstanding his office
- (i) may be a party to, or otherwise interested or participate in, any transaction or arrangement with the company or in which the company is otherwise interested, including any such pensions, other benefits, transactions or arrangements as are referred to in article 28,
  - (ii) may act by himself or his firm in a professional capacity for the company (except as auditor) and he or his firm shall be entitled to remuneration as if he were not a director,
  - (iii) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested, and
  - (iv) shall not, by reason of his office (or of the fiduciary relationship established by holding that office), be accountable to the company for any remuneration, profit or other benefit resulting from any relevant situation authorised under article 18 or any interest permitted under paragraphs 19 1(i), 19 1(ii), or 19 1(iii), and no contract, transaction or arrangement shall be liable to be avoided on the grounds of any director having an interest authorised under article 18 or permitted under paragraphs 19 1(i), 19 1(ii), or 19 1(iii)
- 19 2 Subject to articles 17 and 18 and to any contrary direction from a controlling shareholder, a director shall be entitled to vote on any decision concerning any matter in which he has, directly or indirectly, an interest or a duty
- 19.3 Subject to the Companies Act, the company may, by ordinary resolution or by notice in writing given to the company by a controlling shareholder, suspend or relax the provisions of this article to any extent or ratify any contract, transaction or arrangement not duly authorised by reason of a contravention of this article
- 19 4 Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested, the proposals may be divided and considered in relation to each director separately and (provided he

is not otherwise precluded from voting) each of the directors concerned shall be entitled to vote (and to form part of the quorum) in respect of each proposal except that concerning his own appointment

19 5 Subject to paragraph 19 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 and 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

19 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 and quorum purposes

**20. 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

**21. 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**

**22. Number of directors**

The number of directors shall not be subject to any maximum but shall not be less than two

**23. Methods of appointing directors**

23 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

(i) by ordinary resolution,

(ii) by a decision of the directors, or

(iii) in accordance with article 25

23 2 In any case where, as a result of death, the company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director

23 3 For the purposes of paragraph 23 2, where 2 or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder

**24. Termination of director's appointment**

A person ceases to be a director as soon as

24 1 that person ceases to be a director by virtue of any provision of the Companies Act or is prohibited from being a director by law,

- 24 2 a bankruptcy order is made against that person,
- 24 3 a composition is made with that person's creditors generally in satisfaction of that person's debts,
- 24 4 a registered medical practitioner who has examined him 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,
- 24 5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- 24 6 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, or
- 24 7 save as otherwise specified in the notice, notification from a controlling shareholder of the director's removal pursuant to article 25 is lodged at the registered office or produced at a directors' meeting

**25. Appointment and termination of appointments of directors by a controlling shareholder**

- 25 1 A controlling shareholder may at any time and from time to time appoint one or more persons to be a director or directors of the company and remove any director or directors from office (whether or not appointed pursuant to this article 25) Any such appointment or removal shall be made by notice in writing to the company signed by the controlling shareholder or on its behalf and shall take effect when it is lodged at the registered office or produced at any directors' meeting or as is otherwise specified in the notice.
- 25 2 Any removal of a director pursuant to paragraph 25 1 shall be without prejudice to any claim for breach of contract under any employment agreement between the company and the director so removed

**26. Directors' services and remuneration**

- 26 1 Directors may undertake any services for the company that the directors decide and the company may enter into a contract of service with any director on such terms as the directors think fit
- 26 2 Directors are entitled to such remuneration as the directors determine
  - (i) for their services to the company as directors, and
  - (ii) for any other service which they undertake for the company
- 26 3 Subject to the articles, a director's remuneration may take any form.
- 26 4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.

**27. Directors' expenses**

The company may pay any reasonable expenses which the directors and the company secretary (if any) properly incur in connection with their attendance at

- 27 1 meetings of directors or committees of directors,
- 27 2 general meetings, or
- 27 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

**28. Directors' pensions and other benefits**

The directors may exercise all the powers of the company to

- 28 1 pay, provide, arrange or procure the grant of pensions or other retirement benefits, death, disability or sickness benefits, health, accident and other insurances or other such benefits, allowances, gratuities or insurances, including in relation to the termination of employment, to or for the benefit of any person who is or has been at any time a director of the company or in the employment or service of the company or of any body corporate which is or was associated with the company or of the predecessors in business of the company or any such associated body corporate, or the relatives or dependants of any such person. For that purpose, the directors may procure the establishment and maintenance of, or participation in, or contribution to, any pension fund, scheme or arrangement and the payment of any insurance premiums,
- 28 2 establish, maintain, adopt and enable participation in any profit sharing or incentive scheme including shares, share options or cash or any similar schemes for the benefit of any director or employee of the company or of any associated body corporate, and to lend money to any such director or employee or to trustees on their behalf to enable any such schemes to be established, maintained or adopted, and
- 28 3 support and subscribe to any institution or association which may be for the benefit of the company or associated body corporate or any directors or employees of the company or associated body corporate or their relatives or dependants or connected with any town or place where the company or an associated body corporate carries on business, and to support and subscribe to any charitable or public object whatsoever

**COMPANY SECRETARY**

**29. Secretary**

The directors may appoint any person who is willing to act as the company secretary for such term, at such remuneration and on such conditions as they may think fit and may from time to time remove any such person

**COMPANY NAME**

**30. Directors' power to change company name**

The directors may change the name of the company

**SHARES AND DISTRIBUTIONS**

**SHARES**

**31. All shares to be fully paid up**

- 31.1 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
- 31 2 This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum



**32. Powers to allot shares**

- 32 1 In accordance with section 550 of the Companies Act but subject to paragraph 32 2, the directors may exercise any power of the company to allot shares or to grant rights to subscribe for or convert any security into shares
- 32 2 The directors shall not exercise any power of the company to allot shares or other securities in, or to grant rights to subscribe for, or convert into, shares or other securities of, the company without the prior written consent of the controlling shareholder (if any) The powers of the directors under section 550 of the Companies Act are restricted accordingly

**33. Powers to issue shares of different classes**

- 33 1 Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue further classes of shares with such rights or restrictions as may be determined by ordinary resolution
- 33 2 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

**34. 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

**35. Share certificates**

- 35.1 The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds
- 35 2 Every certificate must specify
- (i) in respect of how many shares, of what class, it is issued,
  - (ii) the nominal value of those shares;
  - (iii) that the shares are fully paid, and
  - (iv) any distinguishing numbers assigned to them
- 35 3 No certificate may be issued in respect of shares of more than one class
- 35 4 If more than one person holds a share, only one certificate may be issued in respect of it.
- 35 5 Certificates must
- (i) have affixed to them the company's common or official seal and in the case of an official seal, unless otherwise determined by the directors, the certificate does not need to be signed, or
  - (ii) be otherwise executed in accordance with the Companies Act

**36. Replacement share certificates**

36 1 If a certificate issued in respect of a shareholder's shares is.

- (i) damaged or defaced, or
- (ii) said to be lost, stolen or destroyed,

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

36 2 A shareholder exercising the right to be issued with such a replacement certificate

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

**37. Share transfers**

37 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

37 2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share

37 3 The company may retain any instrument of transfer which is registered.

37 4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it

37 5 Subject to paragraph 37 7, the directors may, in their absolute discretion, refuse to register the transfer of any share, whether or not it is fully paid, and if they do so, they shall within two months of the date on which the transfer was lodged send the transferee notice of refusal together with the instrument of transfer (unless they suspect the proposed transfer may be fraudulent)

37 6 No share shall be transferred without the prior written consent of the controlling shareholder (if any)

37 7 The directors shall register any duly stamped and presented transfer to which a controlling shareholder has consented, but any transfer or purported transfer made otherwise than in accordance with these articles shall be void and of no effect and the directors shall decline to register it.

37 8 Reference to the transfer of a share includes the sale, transfer, assignment or other disposal of a beneficial or other interest in that share, or the creation of a trust or encumbrance over that share

**38. Transmission of shares**

38 1 If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share

38 2 A transmittee who produces such evidence of entitlement to shares as the directors may properly require

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

(ii) subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder had

38 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

#### **39. Exercise of transmittees' rights**

39 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

39 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

39 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

#### **40. Transmittees bound by prior notices**

If a notice is given to a shareholder in respect of shares and a transmittee (or a transferee nominated by such transmittee pursuant to article 39) is entitled to those shares, the transmittee (or transferee) is bound by the notice if it was given to the shareholder before the transmittee's (or transferee's) name has been entered in the register of members

### **DIVIDENDS AND OTHER DISTRIBUTIONS**

#### **41. Procedure for declaring dividends**

41 1 The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.

41 2 A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors

41 3 No dividend may be declared or paid unless it is in accordance with shareholders' respective rights

41 4 Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the rights attached to the share, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it

41 5 If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear.

41 6 The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment

- 41 7 If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights

#### **42. Payment of dividends and other distributions**

- 42 1 Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means

- (i) transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide,
- (ii) sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide,
- (iii) sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide, or
- (iv) any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide

- 42 2 In the articles, the **distribution recipient** means, in respect of a share in respect of which a dividend or other sum is payable:

- (i) the holder of the share, or
- (ii) if the share has two or more joint holders, whichever of them is named first in the register of members, or
- (iii) if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee

#### **43. No interest on distributions**

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

- 43 1 the rights attached to the share; or
- 43 2 the provisions of another agreement between the holder of that share and the company

#### **44. Unclaimed distributions**

- 44 1 All dividends or other sums which are

- (i) payable in respect of shares, and
- (ii) unclaimed after having been declared or become payable,

may be invested or otherwise made use of by the directors for the benefit of the company until claimed

44 2 The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it

44 3 If

- (i) twelve years have passed from the date on which a dividend or other sum became due for payment, and
- (ii) the distribution recipient has not claimed it,

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company.

#### **45. Non-cash distributions**

45 1 Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company)

45 2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution

- (i) fixing the value of any assets,
- (ii) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and
- (iii) vesting any assets in trustees

#### **46. Waiver of distributions**

Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if

46 1 the share has more than one holder; or

46 2 more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share

### **CAPITALISATION OF PROFITS**

#### **47. Authority to capitalise and appropriation of capitalised sums**

47 1 Subject to the articles, the directors may, if they are so authorised by an ordinary resolution

- (i) decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve, and

- (ii) appropriate any sum which they so decide to capitalise (a **capitalised sum**) to the persons who would have been entitled to it if it were distributed by way of dividend (the **persons entitled**) and in the same proportions.
- 47.2 Capitalised sums must be applied
  - (i) on behalf of the persons entitled, and
  - (ii) in the same proportions as a dividend would have been distributed to them
- 47.3 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct
- 47.4 A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct
- 47.5 Subject to the articles the directors may
  - (i) apply capitalised sums in accordance with paragraphs 47.3 and 47.4 partly in one way and partly in another,
  - (ii) make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and
  - (iii) authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article

#### **DECISION-MAKING BY SHAREHOLDERS**

#### **ORGANISATION OF GENERAL MEETINGS**

##### **48. Notice of general meeting**

A shareholder present either in person or by proxy, at any general meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which the meeting was convened

##### **49. Attendance and speaking at general meetings**

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

49.2 A person is able to exercise the right to vote at a general meeting when

- (i) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (ii) 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

49 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

49 4 In determining attendance at a general meeting, it is immaterial whether any two or more shareholders attending it are in the same place as each other

49 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

## **50 Quorum for general meetings**

50 1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting unless a quorum is present at the commencement of the meeting and also when that business is voted on

50 2 Where the company has only one shareholder for the time being, one qualifying person (as defined in section 318 of the Companies Act) present at the meeting shall be a quorum. In any other case, the quorum shall be

(i) a controlling shareholder present in person, by proxy or by authorised representative, or

(ii) if the company does not have a controlling shareholder for the time being, any two shareholders present in person, by proxy or by authorised representative

## **51. Chairing general meetings**

51 1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so

51 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

(i) the directors present, or

(ii) (if no directors are present), the meeting.

must appoint a director or shareholder (including a proxy or a corporate representative) to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting

51 3 The person chairing a meeting in accordance with this article is referred to as the **chairman of the meeting**

## **52. Attendance and speaking by directors and non-shareholders**

52 1 Directors may attend and speak at general meetings, whether or not they are shareholders

52 2 The chairman of the meeting may permit other persons who are not.

(i) shareholders of the company, or

(ii) otherwise entitled to exercise the rights of shareholders in relation to general meetings,

to attend and speak at a general meeting

### **53. Adjournment**

- 53 1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it
- 53 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if
- (i) the meeting consents to an adjournment, or
  - (ii) 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
- 53 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- 53 4 When adjourning a general meeting, the chairman of the meeting must:
- (i) 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
  - (ii) have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 53 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)
- (i) to the same persons to whom notice of the company's general meetings is required to be given, and
  - (ii) containing the same information which such notice is required to contain
- 53 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**

#### **54. 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

#### **55. Casting Vote**

In the case of an equality of votes at a general meeting, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have

#### **56. Errors and disputes**

- 56 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- 56 2 Any such objection must be referred to the chairman of the meeting, whose decision is final



## **57. Poll votes**

### **57.1 A poll on a resolution may be demanded**

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

### **57.2 A poll may be demanded by:**

- (i) the chairman of the meeting,
- (ii) the directors,
- (iii) two or more persons having the right to vote on the resolution; or
- (iv) 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

### **57.3 A demand for a poll may be withdrawn if**

- (i) the poll has not yet been taken, and
- (ii) the chairman of the meeting consents to the withdrawal

A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made,

### **57.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs**

## **58. Content of proxy notices**

### **58.1 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which**

- (i) states the name and address of the shareholder appointing the proxy,
- (ii) identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed,
- (iii) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine, and
- (iv) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate

### **58.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes**

### **58.3 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**

### **58.4 Unless a proxy notice indicates otherwise, it must be treated as:**

- (i) 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
- (ii) 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.

**59. Delivery of proxy notices etc.**

- 59 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
- 59 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
- 59 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
- 59 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

**60. Amendments to resolutions**

- 60 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
  - (i) 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
  - (ii) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- 60 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if
  - (i) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - (ii) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 60 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

**ADMINISTRATIVE ARRANGEMENTS**

**61. Means of communication to be used**

- 61 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 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

- 61 2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 61 3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours
- 62. When a communication from the company is deemed received**
- 62.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient
- (i) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, two business days after it was posted, or
  - (ii) seven business days after posting by registered airmail either from the United Kingdom to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, or
  - (iii) if sent by commercial courier addressed to the intended recipient, on the date recorded by the courier service
- 62 2 Any document or information not sent by post but left at a registered address or address at which a document or information may be received shall be deemed to have been received on the day it was so left
- 62 3 Any document or information, if sent or supplied by electronic means, shall be deemed to have been received on the day on which the document or information was sent or supplied by or on behalf of the company
- 62 4 If the company receives a delivery failure notification following a communication by electronic means in accordance with paragraph 62 3, the company shall send or supply the document or information in hard copy or electronic form (but not by electronic means) to the shareholder either personally or by post addressed to the shareholder at his registered address or by leaving it at that address. This shall not affect when the document or information was deemed to be received in accordance with paragraph 62 3
- 62 5 Where a document or information is sent or supplied by means of a website, it shall be deemed to have been received
- (i) when the material was first made available on the website, or
  - (ii) if later, when the recipient was deemed to have received notice of the fact that the material was available on the website
- 62 6 Every person who becomes entitled to a share shall be bound by every notice in respect of that share which before his name is entered in the register of members was given to the person from whom he derives his title to the share

**63. Notices in writing given to the company by a controlling shareholder**

Save as otherwise specified in the notice, any notice in writing given to the company by a controlling shareholder shall take effect when it is lodged at the registered office or produced to any directors' meeting

**64 Company seals**

64 1 Any common seal may only be used by the authority of the directors or of a committee of the directors

64 2 The directors may decide by what means and in what form any common seal is to be used.

64 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

64 4 For the purposes of this article, an authorised person is

- (i) any director of the company;
- (ii) the company secretary (if any), or
- (iii) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

64 5 The company may exercise the powers conferred by the Companies Act with regard to having official seals and those powers shall be vested in the directors. Subject to the Companies Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, and affixed in such manner as the directors may from time to time determine

**65. 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 or documents merely by virtue of being a shareholder

**66. Provision 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**

**67. Indemnity**

67 1 Subject to paragraph 67 5, a relevant officer of the company or of an associated company shall be indemnified out of the company's assets against

- (i) any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

- (ii) any liability incurred by that officer 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),
  - (iii) any other liability incurred by that officer as an officer of the company or an associated company
- 67.2 The company may fund the expenditure of a relevant officer of the company or of any associated company for the purposes permitted under the Companies Act and may do anything to enable such relevant officer to avoid incurring such expenditure as provided in the Companies Act
- 67.3 No relevant officer of the company or of any associated company shall be accountable to the company or the shareholders for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company
- 67.4 The powers given by this article shall not limit any general powers of the company to grant indemnities, purchase and maintain insurance or provide funds (whether by way of loan or otherwise) to any person in connection with any legal or regulatory proceedings or applications for relief
- 67.5 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law
- 67.6 In this article and in article 68
- (i) companies are **associated** if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
  - (ii) a **relevant officer** means any director or former director or other officer or former officer of the company or of an associated company
- 68. Insurance**
- 68.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss
- 68.2 In this article, a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that officer'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