

Companies Act 2006

Company Registration Number 194078

OLD OWEN'S SPORTS CLUBS LIMITED

At a general meeting of the Company duly convened and held at Old Owen's Sports Ground, Coopers Lane, Northaw, Potters Bar, Hertfordshire EN6 4NF on *24th September* 2013 at *10.45 a m / p m*

The following special resolution was passed

That the draft regulations produced to the meeting and initialled by the Chairperson for the purposes of identification being adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association

That the Company Secretary be directed to forward a copy of this resolution and a copy of the amended Articles of Association of the Company should be sent to the Registrar of Companies at Companies House, Crown Way, Cardiff, Wales, CF14 3UZ (DX 33050 CARDIFF)

Signed



Chairperson/Company Secretary

Dated *24th September* 2013

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THE COMPANIES ACT 2006

ARTICLES OF ASSOCIATION OF OLD OWEN'S SPORTS CLUBS LIMITED

A PRIVATE COMPANY LIMITED BY SHARES

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PART 1 INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

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

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

“association” means the Old Owen’s Association

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

“chairman” has the meaning given in article 12,

“chairman of the meeting” has the meaning given in article 39,

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

“Committee of Association” means the elected committee for the time being of the association

“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 31,

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

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

“fully paid” in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company,
“hard copy form” has the meaning given in section 1168 of the Companies Act 2006,

“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 2006,

“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 45;

“shareholder” means a person who is the holder of a share;

“shares” means the 2000 shares of 5 pence each in the company,

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

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

“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

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

Primary purpose

1(a) The company is incorporated for the purpose of holding and maintaining a sports ground and so provide sporting and recreational facilities for the benefit of pupils and former pupils, staff and former staff of Dame Alice Owen’s School originally established in Islington, London and now established in Potters Bar, Hertfordshire. The company may undertake all such activities as may be required in association with, and in the furtherance of, this objective.

Liability of members

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

3. Shares

The capital of the Company £100 divided into 2000 shares of 5 pence each

4. Number of Members

The number of members of the Company shall be limited to no more than 20

PART 2

DIRECTORS

DIRECTORS’ POWERS AND RESPONSIBILITIES

Directors' general authority and number of Directors

5. 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. The number of Directors shall not be less than 4 nor more than 10 and not less than 3 nor more than 4 of such Directors shall be serving members of the committee of the association or members or former members of the staff of the Dame Alice Owen's School

Shareholders' reserve power

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

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

(3) The directors shall only be appointed by the shareholders and the shareholders shall act in accordance with the directions of the committee of the association. the company will accept and act upon nominations for the 30-40% committee member directors received from the committee of the association

(4) Any director of the company must be either a former pupil or a current member of staff of Dame Alice Owen's School and must be a fully paid up member of the association

(5) Of the total number of directors of the company not less than 30% nor more than 40% (rounded up as necessary to avoid fractions) shall be members of the committee of the association

Directors may delegate

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

(a) to such person or committee,

(b) by such means (including by power of attorney);

(c) to such an extent;

(d) in relation to such matters or territories, and

(e) on such terms and conditions;

as they think fit

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

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

(4) The Directors may appoint a Company Secretary on such terms and conditions as they may from time to time determine and any Secretary so appointed may be removed by them.

Committees

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

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

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

9.—The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 10

Unanimous decisions

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

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

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

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

Calling a directors' meeting

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

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

(a) its proposed date and time,

(b) where it is to take place, and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

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

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

Participation in directors' meetings

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

- (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

Quorum for directors' meetings

- 13.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is three
- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—
- (a) to appoint further directors, or
 - (b) to call a general meeting so as to enable the shareholders to appoint further directors

Chairing of directors' meetings

- 14.—(1) The directors may appoint a director to chair their meetings
- (2) The person so appointed for the time being is known as the chairman
- (3) The directors may terminate the chairman's appointment at any time.
- (4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it
- (5) No person who is a member of the committee of the association shall be entitled to act as chairman

Casting vote

- 15.—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote
- (2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

Conflicts of interest

- 16.—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes

- (3) This paragraph applies when—
 - (a) the company by ordinary resolution disappplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process,
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or
 - (c) the director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this article, the following are permitted causes—
 - (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for 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
 - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors
- (5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- (6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive
- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

Records of decisions to be kept

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

Directors' discretion to make further rules

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

APPOINTMENT OF DIRECTORS

Methods of appointing directors

- 19.—(1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—
- (a) by ordinary resolution, or
 - (b) by a decision of the directors

- (2) In any case where, as a result of death, the company has no 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
- (3) For the purposes of paragraph (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.

Termination of director's appointment

20. A person ceases to be a director as soon as—
- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law In particular the company may by ordinary resolution at a meeting remove a director before the expiration of his period of office,
 - (b) a bankruptcy order is made against that person,
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
 - (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
 - (e) 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,
 - (f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms
 - (g) Any director who ceases to be a fully paid up member of the association shall immediately be deemed to have retired as a director of the company

Directors' remuneration

21.—

Directors shall be entitled to receive properly incurred expenses in accordance with Article 22 but shall not be entitled to any remuneration for providing services to the Company [save with the prior consent of the Directors in which event the Director with a personal interest in such matter shall not be entitled to vote]

Directors' expenses

22. The company may pay any reasonable expenses which a director may properly incur in connection with activities directly relating to the affairs of the company

PART 3
SHARES AND DISTRIBUTIONS
SHARES

All shares to be fully paid up

23.—(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.

(2) This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum

Powers to issue different classes of share and general allotment of shares

24.—(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

(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.

(3) For so long as the company has only one class of shares, the directors may exercise the power of the company to allot shares of that class. For other allotments the directors shall require authorization by resolution of the company

(4) The company may not allot further shares unless

(a) it has made an offer to each person who holds shares in the company to allot on the same terms a proportion of those additional shares that is as nearly as practicable equal to the proportion already held, and

(b) the period during which any such offer may be accepted has expired or the company has received notice of the acceptance or refusal of every offer so made

(5) For so long as the company has only one class of shares, the directors may be authorized by special resolution of the company to allot shares of that class as if existing shareholders' rights of pre-emption did not apply to the allotment, or applied to the allotment with such modifications as may be determined.

Shares held on Trust

25. Shares in the company shall be held upon trust by any shareholder for the benefit of the association or as it may direct

Share certificates

26.—(1) The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds

(2) Every certificate must specify—

(a) in respect of how many shares, of what class, it is issued,

(b) the nominal value of those shares,

(c) that the shares are fully paid, and

- (d) any distinguishing numbers assigned to them.
- (3) No certificate may be issued in respect of shares of more than one class
- (4) If more than one person holds a share, only one certificate may be issued in respect of it
- (5) Certificates must—
 - (a) have affixed to them the company's common seal, or
 - (b) be otherwise executed in accordance with the Companies Acts
- (6) No person shall be entitled to be a shareholder or remain a shareholder of the company save with the prior approval of the association who shall be entitled to require such shareholder to transfer his/her share(s) in accordance with the provisions of Article 28(6)

Replacement share certificates

- 27.—(1) If a certificate issued in respect of a shareholder's shares is—
- (a) damaged or defaced, or
 - (b) said to be lost, stolen or destroyed, that shareholder is entitled to be issued with a replacement certificate in respect of the same shares
- (2) A shareholder exercising the right to be issued with such 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.

Share transfers

- 28.—(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.
- (2) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share
 - (3) The company may retain any instrument of transfer which is registered.
 - (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
 - (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
 - (6) The following provisions shall apply
 - (a) Upon any person ceasing to be a member of the company in accordance with Article 26(6) or in the event of the death of a shareholder then such shareholder or the personal representatives of the deceased shareholder shall transfer the share(s) held by such shareholder either as the association may direct or in default of any such directions to the chairman for the time being of the association
 - (b) Shares may only be transferred to or issued to persons who are either former pupils or who are former or current members of staff of the School of Dame Alice Owen's School

(c) The directors may not register any person as a holder of shares in the company unless it is with the prior written authority of the committee of the association

Transmission of shares

29.—(a) Shares in the Company shall only be transmitted in accordance with the provisions of these Articles

(b)

But transmittes 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

Exercise of transmittes' rights

30.—(1) Transmittes who become holders of shares in the company in accordance with these Articles must notify the company in writing of that entitlement

(2) If the transmittes wishes to have a share transferred to another person, they shall produce the written authority of the committee of the association to such transmission and the transmittes must execute an instrument of transfer in respect of it

(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 transmittes has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred

Transmittes bound by prior notices

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

DIVIDENDS AND OTHER DISTRIBUTIONS

Procedure for declaring dividends

32.—(1) The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends

(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

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

(4) No shareholder shall be entitled to nor claim any beneficial ownership in any share in the company or participation in dividends and all shares and dividends as may be held or paid to any shareholder shall be held by such shareholder on trust for the association and with any such dividends being payable or distributed as the association may in its absolute discretion direct.

(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.

- (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
- (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.
- (8) In the event of a voluntary winding up of the company as authorised by the members of the association and following the realisation of the assets of the company then all funds or assets remaining for distribution shall be payable or distributed to and for the benefit of the association (or as the association may in its absolute discretion decide) and no individual shareholder shall be entitled to any distribution of the company assets either by way of distribution or in specie.

Payment of dividends and other distributions

33.—(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—

- (a) transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide,
- (b) 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,
- (c) 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
- (d) 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.

(2) In the articles, "the distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable—

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

No interest on distributions

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

- (a) the terms on which the share was issued, or
- (b) the provisions of another agreement between the holder of that share and the company

Unclaimed distributions

35.—(1) All dividends or other sums which are—

- (a) payable in respect of shares, and
- (b) 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

(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

(3) If—

(a) twelve years have passed from the date on which a dividend or other sum became due for payment, and

(b) 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.

Non-cash distributions

36.—(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)

(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—

(a) fixing the value of any assets,

(b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and

(c) vesting any assets in trustees.

Waiver of distributions

37. 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—

(a) the share has more than one holder, or

(b) 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

PART 4

DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

Calling of, attendance and speaking at general meetings

38.—(1) A general meeting of the company must be called by notice of at least 14 days. However, a general meeting may be called by shorter notice than normally

required if such shorter notice is agreed to by members holding at least 90% in nominal value of the shares giving a right to attend and vote at the meeting

(2) Notice of a general meeting of the company must be given

(a) in hard copy form

(b) in electronic form,

or partly by one such means and partly by another.

(3) In every notice calling a meeting of the company there must appear, with reasonable prominence, a statement informing the member of the right to appoint another person as their proxy to attend, speak and vote at the meeting

(4) 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.

(5) A person is able to exercise the right to vote at a general meeting when—

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

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(6) 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

(7) 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.

(8) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

Quorum for general meetings

39. 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. In the case of a company having only one member, one qualifying person present at a meeting is a quorum. In any other case, three qualifying persons are a quorum. A "qualifying person" means

(a) an individual who is a member of the company

(b) a person authorized to act as the representative of a corporate member of the company

(c) a person appointed as a proxy for a member in relation to the meeting.

A member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend, speak and vote at a meeting of the company.

Chairing general meetings

40.—(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(a) the directors present, or

(b) (if no directors are present), the meeting, must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting
(3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”

Attendance and speaking by directors and non-shareholders

41.—(1) Directors may attend and speak at general meetings, whether or not they are shareholders
(2) The chairman of the meeting may permit other persons who are not—
 (a) shareholders of the company, or
 (b) otherwise entitled to exercise the rights of shareholders in relation to general meetings,
to attend and speak at a general meeting.

Adjournment

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

VOTING AT GENERAL MEETINGS

Voting: general

43. 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. An ordinary resolution of the members may be passed by a simple majority. A special resolution of the members requires a majority in favour of not less than 75%.

Errors and disputes

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

Poll votes

45.—(1) A poll on a resolution may be demanded—
(a) in advance of the general meeting where it is to be put to the vote, or
(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
(2) A poll may be demanded by—
(a) the chairman of the meeting,
(b) the directors,
(c) two or more persons having the right to vote on the resolution, or
(d) a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.
(3) A demand for a poll may be withdrawn if—
(a) the poll has not yet been taken, and
(b) the chairman of the meeting consents to the withdrawal.
(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

46.—(1) No shareholder may appoint a proxy save with the prior written consent of the committee of the association. If such prior consent shall be given then the following provisions of this Article and the following Article 47 shall apply.
(2) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—
(a) states the name and address of the shareholder appointing the proxy;
(b) identifies the person appointed to be that shareholder’s proxy and the general meeting in relation to which that person is appointed,
(c) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine, and
(d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
(3) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
(4) 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.

- (5) Unless a proxy notice indicates otherwise, it must be treated as—
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

Delivery of proxy notices

- 47.—(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

Amendments to resolutions

- 48.—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

WRITTEN RESOLUTIONS

General provisions

49. – (1) A written resolution of the company has the same effect as if passed by the company in general meeting
- (2) The following may not be passed as a written resolution
- (a) a resolution removing a director before the expiration of his period of office
 - (b) a resolution removing an auditor before the expiration of his term of office

- (3) An ordinary resolution proposed as a written resolution is passed if supported by members representing a simple majority of the total voting rights of eligible members.
- (4) A special resolution proposed as a written resolution is passed if supported by members representing not less than 75% of the total voting rights of eligible members

Written resolutions proposed by directors

- 50 –** (1) The company must send a copy of the resolution to every eligible member. This may be in hard copy form, electronic form, or via a website.
- (2) The resolution must be accompanied by a statement informing the member how to signify agreement to the resolution and the date by which the resolution must be passed if it is not to lapse, being 28 days beginning with the circulation date.

Written resolutions proposed by members

- 51 –** (1) The members of the company may require the company to circulate a resolution as a written resolution
- (2) Where the members require a company to circulate a resolution they may require the company to circulate with it a statement of not more than 1,000 words on the subject matter of the resolution
- (3) The company is required to circulate the resolution and any accompanying statement once it has received requests that it do so from members representing not less than 5% of the total voting rights of all members entitled to vote on the resolution.
- (4) Having received a request meeting the above terms, the company must circulate a copy of the resolution with any accompanying statement to all eligible members within 21 days. The papers may be sent in hard copy form, electronic form, or via a website
- (5) The resolution must be accompanied by guidance as to how to signify agreement to the resolution and the date by which the resolution must be passed if it is not to lapse, being 28 days beginning with the circulation date

PART 5

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 52—**(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- (3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

Company seals

- 53.**—(1) Any common seal may only be used by the authority of the directors
(2) The directors may decide by what means and in what form any common seal is to be used
(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
(4) For the purposes of this article, an authorised person is—
- (a) any director of the company,
 - (b) the company secretary (if any), or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

54. 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.

Provision for employees on cessation of business

55. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company (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

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

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

Insurance

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

(2) In this article—

(a) a “relevant director” means any director or former director of the company or an associated company,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate