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05/08/2019
COMPANIES HOUSE

Company number 01255182

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

THE NEW LIFE MANAGEMENT COMPANY LIMITED (Company)

Circulation date: 10th July 2019

Under 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 that resolutions 2 and 3 below are passed as *special resolutions* (together, the *Resolutions*).

ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006), the directors of the Company (Directors) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £6, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2019.

This authority revokes and replaces all unexercised authorities previously granted to the Directors.

SPECIAL RESOLUTIONS

2. THAT, subject to the passing of resolution 1 above and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:
 - 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £6; and
 - 2.2 expire on 31 December 2019 (unless renewed, varied or revoked by the Company prior to or on that date).
3. THAT the draft articles of association attached hereto be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolutions on the circulation date, hereby irrevocably agree to the Resolutions:

Signed by Richard John Cork, Director, for and on behalf of MEHER BABA ASSOCIATION LIMITED

.....

Date: 27/7/19

Signed by MATTHEW JAMES GULLIVER EVANS

.....

Date:

27/07/19
.....

Company number 01255182
THE COMPANIES ACTS 1948 - 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
THE NEW LIFE MANAGEMENT COMPANY LIMITED

(Adopted by special resolution passed on *27th July* 2019)

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PART 1

INTERPRETATION; LIABILITY OF MEMBERS; OBJECTS OF THE COMPANY; MEMBERSHIP

- 1 *Defined terms*

In these articles, unless the context requires otherwise:

'articles'	means the company's articles of association for the time being in force.
'Appointor'	has the meaning given in article 26A(1)
'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.
'chairperson'	has the meaning given in article 17
'chairperson of the meeting'	has the meaning given in article 41.
'Companies Acts'	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company.
'director'	means a director of the company, and includes any person occupying the position of director, by whatever name called.
'document'	includes, unless otherwise specified, any document sent or supplied in electronic form
'electronic form'	has the meaning given in section 1168 of the Companies Act 2006.
'eligible director'	has the meaning given in article 13(3).
'Flat'	a flat forming part of the Property.
'Flat Lease'	means a lease of a Flat granted by the company (or any previous owner of the Property).
'Flat Owner'	means the owner(s) for the time being of a Flat Lease and includes each person who is entitled to be registered at the Land Registry as owner of a Flat Lease.
'Former Lease'	has the meaning given in article 32(1)(b).
'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

'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 (which has the meaning given in section 1168 of the Companies Act 2006).
'member'	means any person who from time to time holds any shares
'model articles'	has the meaning given in section 19 of the Companies Act 2006.
'objects'	has the meaning given in article 4
'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 15.
'Property'	the freehold property known as 228 Hammersmith Grove, London, W6 7HG.
'proxy notice'	has the meaning given in article 48(1).
'qualifying person'	has the meaning given in section 318 of the Companies Act 2006.
'shares'	means shares 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 member or otherwise by operation of law
'writing'	means the representation or reproduction of words, symbols or other information in a visible form by any

method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

2 Exclusion of model articles

These articles exclude the model articles.

3 Liability of members

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

4 Objects of the company

The objects of the company are to hold the Property as an investment and grant Flat Leases, to provide services to the Flat Owners, and to collect the rents, service charges and other income of the Property and generally to manage the Property and do all such other things as are incidental or conducive to the attainment of such objects.

5 Authorised share capital

The share capital of the company is £100, divided into 100 shares of £1 each.

6 Membership

(1) No person other than a Flat Owner may be a member.

(2) Each relevant Flat Owner shall be entitled to hold the following numbers of shares:

- (a) in respect of the Flat located in the basement of the Property, three shares;
- (b) in respect of the Flat located on the ground floor of the Property, three shares; and
- (c) in respect of each of the three other Flats, one share per Flat

(2) Every director must be a natural person and be a member or, where a member is a body corporate, be an officer or other person approved by a resolution of that body corporate's directors or other governing body to act in such capacity.

(3) Where two or more persons are the tenants under a Flat Lease they together constitute one member, and the person first named in the register of members may exercise all voting and other rights and powers vested in that member to the exclusion of the other tenants under that Flat Lease. All such tenants shall be subject jointly and severally to any liability imposed on that member under or pursuant to these articles.

- (4) Where a person is a Flat Owner under more than one Flat Lease, they shall (except where any article provides otherwise) be treated under these articles as a separate member in respect of each of their several capacities.
- (5) Each member shall pay (or procure that there shall be paid) to the company all fees, costs, charges, expenses and other sums due and payable from time to time to the company pursuant to their Flat Lease(s)

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

7 Number of directors

Unless otherwise determined by ordinary resolution, the number of directors shall be not less than two and not more than five

8 Directors' general authority

Subject to these articles, the directors are responsible for the management of the company's business in accordance with its objects, for which purpose they may exercise all the powers of the company

9 Members' reserve power

- (1) Except with the authority of a special resolution, the directors may not sell, dispose of, or transfer the business, property and undertaking of the company, or any part thereof, for any consideration
- (2) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (3) No such special resolution invalidates anything which the directors have done before the passing of the resolution

10 Directors may delegate

- (1) Subject to these articles, the directors may delegate any of the powers which are conferred on them under these articles:
 - (a) to such director or committee including at least one director;
 - (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 in part, or alter its terms and conditions.
- 11 Committees**
- (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 these 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 these articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

- 12 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 13.
- 13 Unanimous decisions**
- (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 these articles 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.
- 14 Calling a directors' meeting**
- (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.

15 Participation in directors' meetings

(1) Subject to these 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 these 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.

16 Quorum for directors' meetings

(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 two, and unless otherwise fixed it is two

(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 members to appoint further directors.

17 Chairing of directors' meetings

(1) The directors may appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the chairperson

- (3) *If the chairperson is not participating in a directors' meeting within 10 minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.*

18 Casting vote

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

19 Conflicts of interest

- (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 disapplies the provision of these 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 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;
 - (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;
 - (d) the director being a Flat Owner, or where a member is a body corporate and the director is an officer or other person approved by a resolution of that body

corporate's directors or other governing body to act in such capacity, that body corporate being a member.

- (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 chairperson whose ruling in relation to any director other than the chairperson 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 chairperson, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or 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 these 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 AND SECRETARIES

22 **Method of appointing directors**

- (1) Subject to these articles, 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 members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director
- (3) For the purposes of paragraph (3), where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member

23 **Secretaries**

- (1) The directors may appoint any person who is willing to act as the secretary of the company for such term at such remuneration and on such conditions as the directors think fit. From time to time the directors may decide to remove such person and to appoint a replacement.
- (2) A person may only be the secretary of the company if they are also a director and may not be remunerated otherwise than as permitted by these articles.

24 **Termination of director's appointment**

A person ceases to be a director as soon as:

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) *a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;*
- (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; or
- (g) they cease to be a member, or where a member is a body corporate and the director is an officer or other person approved by a resolution of that body corporate's directors or other governing body to act in such capacity, as soon as that body corporate ceases to be a member.

25 **Directors' remuneration**

- (1) Directors may undertake any services for the company that the directors decide.
- (2) No director shall be entitled to any remuneration from the company.

26 **Directors' expenses**

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

- (a) meetings of directors or committees of directors;
- (b) general meetings; or
- (c) separate meetings of the holders of any class of shares 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

26A Alternate directors

- (1) Any director (other than an alternate director) ('Appointor') may appoint as an alternate any other director, or any other person approved by resolution of the directors, to:
 - (a) exercise that director's powers; and
 - (b) carry out that director's responsibilities,
 in relation to the taking of decisions by the directors, in the absence of the Appointor
- (2) Any appointment or removal of an alternate director must be effected by notice in writing to the company signed by the Appointor, or in any other manner approved by the directors.
- (3) The notice must:
 - (a) identify the proposed alternate; and
 - (b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that they are willing to act as the alternate of the director giving the notice
- (4) An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's Appointor.
- (5) Except as these articles specify otherwise, alternate directors are:
 - (a) deemed for all purposes to be directors;
 - (b) liable for their own acts and omissions;
 - (c) subject to the same restrictions as their Appointors; and
 - (d) not deemed to be agents of or for their Appointors,
 and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which their Appointor is a member
- (6) A person who is an alternate director but not a director.
 - (a) may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's Appointor is not participating);

- (b) may participate in a unanimous decision of the directors (but only if their Appointor is an eligible director in relation to that decision, but does not participate); and
 - (c) shall not be counted as more than one director for the purposes of article 26A(6)(a) and article 26A(6)(b)
- (7) A director who is also an alternate director is entitled, in the absence of their Appointor(s), to a separate vote on behalf of each Appointor, in addition to their own vote on any decision of the directors (provided that an Appointor for whom they exercise a separate vote is an eligible director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present
- (8) An alternate director may be paid expenses and may be indemnified by the company to the same extent as if they were a director but shall not be entitled to receive any remuneration from the company for serving as an alternate director except such part (if any) of the remuneration otherwise payable to the alternate's Appointor as the Appointor may by notice in writing to the company from time to time direct.
- (9) An alternate director's appointment as an alternate (in respect of a particular Appointor) terminates:
- (a) when the alternate's Appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
 - (b) on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's Appointor, would result in the termination of the Appointor's appointment as a director;
 - (c) on the death of the alternate's Appointor; or
 - (d) when the alternate director's Appointor ceases to be a director for whatever reason

PART 3

SHARES AND DISTRIBUTIONS

SHARES

- 27 All shares to be fully paid up
- (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.

28 Powers to issue different classes of share

- (1) Subject to these 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.

29 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 these 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

30 Share certificates

- (1) The company must issue each member, free of charge, with one or more certificates in respect of the shares which that member 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 (if any); or
 - (b) be otherwise executed in accordance with the Companies Acts

31 Replacement share certificates

- (1) If a certificate issued in respect of a member's shares is:
 - (a) damaged or defaced; or
 - (b) said to be lost, stolen or destroyed,that member is entitled to be issued with a replacement certificate in respect of the same shares.
- (2) A member 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.

32 Share transfers: to whom shares are to be transferred

- (1) A member shall transfer their shares for their aggregate nominal value at the time and to the person prescribed below as follows:
 - (a) on the transfer of a Flat Lease, a Flat Owner must immediately transfer the relevant shares (as described in article 6(2)) to the transferee of the Flat Lease; and
 - (b) if a Flat Lease ('the Former Lease') held by a member is forfeited or surrendered or otherwise comes to an end, that member shall, when a new lease is granted of the *same premises as were comprised in the Former Lease*, transfer the *revertant shares* (as described in article 6(2)) to the Flat Owner under that new lease.

33 Share transfers; method

- (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) The directors shall register the transfer of a share permitted or required by, and made in accordance with, these articles and shall not register any other transfer of a share
- (3) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share
- (4) The company may retain any instrument of transfer which is registered.
- (5) The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.
- (6) If the directors refuse to register the transfer of a share, 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. In addition, where a member fails to comply with the transfer requirements of these articles, the chairperson (or, failing that, any other director or some other person nominated by a resolution of the directors) may, as agent and attorney on behalf of the relevant member, complete, execute and deliver in their name all documents necessary to give effect to the transfer of the relevant shares, to receive any transfer price and give a good

discharge for it (and no transferee shall be obliged to see to the distribution of such transfer price) and (subject to the relevant instrument of transfer being duly stamped) enter the transferee in the register of members as the holder of the shares so transferred.

34 Transmission of shares

- (1) If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share
- (2) A transmittee who produces such evidence of entitlement to shares as the directors may properly require:
 - (a) may, subject to these articles, choose either to become the holder of those shares or to have them transferred to another person; and
 - (b) subject to these articles, and pending any transfer of the shares to another person, has the same rights as the holder had
- (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

35 Exercise of transmittees' rights

- (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
- (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.
- (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.

36 Transmittees bound by prior notices

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

DISTRIBUTIONS

37 Dividends and other distributions

The company shall not have power to pay or declare any dividend or bonus or make any distribution of any assets to the members except on a winding up provided that nothing in this

article shall prevent the payment of proper remuneration or fees to any person employed by or providing services to the company nor the payment of interest at a rate not exceeding 10% a year on money lent by a member to the company.

PART 4

DECISION-MAKING BY MEMBERS

ORGANISATION OF GENERAL MEETINGS

38 Calling general meetings

If:

- (a) the company has no directors or fewer than two directors; and
- (b) the director (if any) is unable or unwilling to appoint sufficient directors to make up a quorum or to call a general meeting to do so,

then any member may call a general meeting or may instruct the company secretary (if any) to do so for the purpose of appointing one or more directors.

39 Attendance and speaking at general meetings

- (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.
- (2) 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.
- (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.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (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.

40 Quorum for general meetings

(1) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

(2) Two qualifying persons shall be a quorum

41 Chairing general meetings

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

(2) If the directors have not appointed a chairperson, or if the chairperson is unwilling to chair the meeting or is not present within 10 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 member to chair the meeting.

(3) The appointment of the chairperson of the meeting must be the first business of the meeting.

(4) The person chairing a meeting in accordance with this article is referred to as 'the chairperson of the meeting'.

42 Attendance and speaking by directors and non-members

(1) Directors may attend and speak at general meetings, whether or not they are members

(2) The chairperson of the meeting may permit other persons who are not:

(a) members; or

(b) otherwise entitled to exercise the rights of members in relation to general meetings, to attend and speak at a general meeting

43 Adjournment

(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 chairperson of the meeting must adjourn it

(2) The chairperson 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 chairperson 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 chairperson of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairperson 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 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 meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

VOTING AT GENERAL MEETINGS

44 Votes of members

Subject to any rights or restrictions attached to any shares:

- (a) *on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being themselves a member entitled to vote, shall have one vote, and article 6(4) shall not apply; and*
- (b) *on a poll every member shall have one vote for each share held and article 6(4) shall apply.*

45 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 these articles.

46 Errors and disputes

- (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 chairperson of the meeting, whose decision is final.*

47 Poll votes

- (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 chairperson 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 members 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 chairperson of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chairperson of the meeting directs.

48 Content of proxy notices

- (1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with these articles and any instructions contained in the notice of the general meeting to which they relate
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (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.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as to the meeting itself

49 Delivery of proxy notices

- (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 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

50 Amendments to resolutions

- (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 chairperson of the meeting may determine); and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson 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 chairperson 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 chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson's error does not invalidate the vote on that resolution.

PART 5

ADMINISTRATIVE ARRANGEMENTS

- 51 Means of communication to be used**

- (1) Subject to these articles, anything sent or supplied by or to the company under these 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 these 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

52 Company seals

- (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;
 - (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.

53 No right to inspect accounts and other records

Any member is entitled to inspect any of the company's accounting or other records or documents as provided by law or as authorised by the directors or pursuant to an ordinary resolution of the company.

DIRECTORS' INDEMNITY AND INSURANCE

54 Indemnity

- (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); and
 - (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.
- 55 **Insurance**
- (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.