

Sport & Ski (MK) Limited

Company No 02739957

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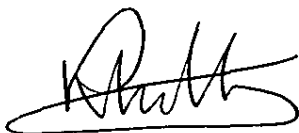
The Companies Acts 1985 to 2006

At a General Meeting of the above-named Company duly convened and held at Unit A, Brook Park East, Shirebrook, NG20 8RY, United Kingdom on 10 November 2008 the following Resolutions were duly passed as Special Resolutions

Special Resolutions

- 1 *"That the New Memorandum and Articles of Association of the Company be adopted "*

By Order Of The Board



Robert Mellors
Director

THURSDAY



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COMPANIES HOUSE



10 November 2008

COMPANY NUMBER

02739957

COMPANIES ACT 1985, 1989 AND 2006

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SPORT & SKI (MK) LIMITED

-
- 1 The Company's name is "Sport & Ski (MK) Limited"
 - 2 The Company's registered office is to be situated in England and Wales
 - 3 The object of the Company is to carry on business as a general commercial company
 - 4 Either with or without the Company receiving any consideration or advantage, direct or indirect, and so as to be an independent object of the Company, to guarantee and give indemnities in respect of the performance and discharge of the obligations and liabilities of any person whatsoever including the payment of capital or principal (together with any premium, dividend, interest, commission, fees, expenses or other payment) in respect of loans, credits, stocks, shares or securities or other obligations or liabilities of any nature whatsoever and to create mortgages, charges, liens or other security interests on or over all or any of the property assets and rights of the Company (both present and future including its uncalled capital) in support of such guarantees and indemnities or otherwise as security for any such obligations and liabilities Without limiting the generality of the foregoing, such obligations and liabilities shall include obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent of any person whatsoever due, owing or incurred to bankers or any other person whatsoever

- 5 The liability of the members is limited
- 6 The Company's share capital is £100, divided into 100 shares of £1 each.
-

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and I agree to take the number of shares shown opposite my name

NAME AND ADDRESS OF SUBSCRIBER	Number of shares
E J F Brightwell 11 Peach Street Wokingham Berks RG11 1XJ	1
M A Dix 98 Dropmore Road Burnham Bucks SL1 7EP	1

Dated this 7th day of August 1992

Original signatures witnessed by
A Kohli
33 Summers Road,
Burnham,
Bucks
SL1 7EP

Company Number **02739957**

COMPANIES ACT 1985, 1989 AND 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SPORT & SKI (MK) LIMITED

INDEX TO THE ARTICLES

PART 1 DEFINITIONS AND INTERPRETATION

- 1 Defined terms

PART 2

DIRECTORS DIRECTORS' POWERS AND RESPONSIBILITIES

- 2 Directors' general authority
- 3 Shareholders' reserve power
- 4 Directors may delegate
- 5 Committees

DECISION-MAKING BY DIRECTORS

- 6 Directors to take decisions collectively
- 7 Unanimous decisions
- 8 Majority decisions without directors' meeting
- 9 Calling a directors' meeting
- 10 Quorum for majority decisions
- 11 Chairing of majority decision making processes
- 12 Casting vote
- 13 Conflicts of interest
- 14 Records of decisions to be kept
- 15 Directors' discretion to make further rules

APPOINTMENT OF DIRECTORS

- 16 Methods of appointing directors
- 17 Termination of director's appointment
- 18 Directors' remuneration
- 19 Directors' expenses

PART 3

SHARES AND DISTRIBUTIONS SHARES

- 20 All shares to be fully paid up,
- 21 Powers to issue different classes of share
- 22 Company not bound by less than absolute interests
- 23 Share certificates
- 24 Share transfers
- 25 Transmission of shares
- 26 Exercise of transmitters' rights
- 27 Transmitters bound by prior notices

DIVIDENDS AND OTHER DISTRIBUTIONS

- 28 Procedure for declaring dividends
- 29 Payment of dividends and other distributions
- 30 No interest on distributions
- 31 Unclaimed distributions

- 32 Non-cash distributions
- 33 Waiver of distributions

CAPITALISATION OF PROFITS

- 34 Authority to capitalise and appropriation of capitalised sums

PART 4

DECISION-MAKING BY SHAREHOLDERS ORGANISATION OF GENERAL MEETINGS

- 35 Attendance and speaking at general meetings
- 36 Quorum for general meetings
- 37 Chairing of general meetings
- 38 Attendance and speaking by directors and non-shareholders
- 39 Adjournment

VOTING AT GENERAL MEETINGS

- 40 Voting general
- 41 Errors and disputes
- 42 Poll votes
- 43 Content of proxy notices
- 44 Delivery of proxy notices
- 45 Amendments to resolutions

PART 5

ADMINISTRATIVE ARRANGEMENTS

- 46 Means of communication to be used
- 47 Addresses and other contact details
- 48 Company seals
- 49 No right to inspect accounts and other records
- 50 Provision for employees on cessation of business

PART 1 DEFINITIONS AND INTERPRETATION

Defined terms

- 1 In the articles, unless the context requires otherwise –
- “articles” means the company’s articles of association,
 - “bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales and Northern Ireland which have an effect similar to that of bankruptcy,
 - “chairman” has the meaning given in article 11,
 - “chairman of the meeting” has the meaning given in article 37,
 - “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,
 - “distribution recipient” has the meaning given in article 29,
 - “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,
 - “majority decision” has the meaning given in article 8,
 - “ordinary resolution” has the meaning given in section 282 of the Companies Act,
 - “paid” means paid or credited as paid,
 - “proxy notice” has the meaning given in article 43,
 - “securities seal” has the meaning given in article 23,
 - “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 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 the share’s holder or otherwise by operation of law,
 - “unanimous decision” has the meaning given in article 7, 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 meanings as in the Companies Act 2006 as in force on the date when these articles became binding on the company

PART 2 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

- 2 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

Shareholders' reserve power

- 3 (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 already done

Directors may delegate

- 4 (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles –
- (a) to such persons,
 - (b) by such means (including by power of attorney),
 - (c) to such an extent,
 - (d) relation to such matters or territories, and
 - (e) on such conditions or subject to such restrictions,
- 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

Committees

- 5 (1) Committees to which the directors delegate any of their powers must follow procedures which are based as closely as possible on those provisions of the articles which govern the taking of decisions by directors
- (2) The directors may make rules of procedure for 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

- 6 (1) The general rule about decision-making by directors is that any decision of the directors must be either a unanimous decision or a majority decision
- (2) If –
- (a) the company only has one director, and
 - (b) no provision of the articles or rule made by the directors requires it to have more than one director (either generally or for the purposes of taking decisions other than majority decisions),
- the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making
- (3) Subject to the articles, the directors –

- (a) may take either a unanimous decision or a majority decision on any matter, and
- (b) may, but need not, take any decision at a directors' meeting

Unanimous decisions

- 7 (1) The directors take a unanimous decision when they all indicate to each other that they share a common view on a matter
- (2) A unanimous decision –
 - (a) may be taken without any discussions between directors, and
 - (b) may, but need not, take the form of a resolution in writing, copies of which have been signed by each director

Majority decisions without directors' meeting

- 8 (1) This article applies where a majority decision is not taken in a directors' meeting
- (2) The directors take a majority decision if –
 - (a) a director has become aware of a matter on which the directors need to take a decision,
 - (b) that director has made the other directors aware of the matter and the decision,
 - (c) the directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other, and
 - (d) a majority of those directors vote in favour of a particular decision on that matter
- (3) But if a director is aware that consultation with another director will make it impossible to take a particular decision as soon as the company's business requires, that director –
 - (a) may decide not to communicate with that other director in relation to that decision before it is taken, but
 - (b) must communicate any such decision not to communicate to all the other directors as soon as is practicable, explaining the reasons for it
- (4) And if a director states that he does not wish to discuss or vote on a particular matter, the directors may choose not to communicate with that director in relation to decisions to be taken on that matter
- (5) Directors participating in the taking of a majority decision otherwise than at a directors' meeting –
 - (a) may be in different places, and may participate at different times, and
 - (b) may communicate with each other by any means

Calling a directors' meeting

- 9 (1) Any director may call a directors' meeting by giving notice of the meeting to the directors
- (2) Notice of any directors' meeting must indicate –
 - (a) its proposed date, time and subject matter,
 - (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 –
 - (a) need not be given in writing, but
 - (b) must be communicated to each director
- (4) In fixing the date and time of any directors' meeting, the director calling it must try to ensure, subject to the urgency of any matter to be decided by the directors, that as many directors as practicable are likely to be available to participate in it
- (5) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice prospectively or retrospectively
- (6) Directors are to be treated as having waived their entitlement to notice of a meeting if they have not supplied the company with the information necessary to ensure that they receive the notice before the meeting takes place

Quorum for majority decisions

- 10 (1) No majority decision (other than a decision to call a directors' meeting or a general meeting) shall be taken by the directors unless a quorum participates in the decision-making process
- (2) The quorum for directors' decision-making 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 for directors' majority decision-making, the directors must not take any majority 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 majority decision making processes

- 11 (1) The directors may appoint a director to chair –
 - (a) all of the processes by which a majority decision may be taken, or
 - (b) a particular process or processes of a particular type (such as directors' meetings), by which a majority decision may be taken
- (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

Casting vote

- 12 (1) In case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote

Conflicts of interest

- 13 (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 voting or quorum purposes
- (2) But if paragraph (3) below applies, a director who is interested in an actual or proposed transaction or arrangement with the company –
 - (a) is to be counted as participating in the decision-making process, and
 - (b) is entitled to vote on a proposal relating to it

(3) This paragraph applies when –

- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in, or voting at, a directors' meeting,
- (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) a contract about benefits for employees and directors or former employees and directors of the company or any of its subsidiaries which does 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) If a question arises at a meeting of directors or of a committee as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any director other than the chairman is to be final and conclusive

Records of decisions to be kept

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

Directors' discretion to make further rules

15 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

16 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
- (c) by notice or letter signed by or on behalf of all the shareholders

Termination of director's appointment

17 A person ceases to be a director as soon as –

- (a) that person ceases to be 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 (whether by means of an individual voluntary arrangement or otherwise),
- (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) a notification to the company that that person is resigning or retiring from office as director takes effect in accordance with its terms,
- (g) that person receives notice signed by all the other directors stating that that person should cease to be a director
- (h) by ordinary resolution of the members in writing

Directors' remuneration

- 18 (1) Directors may undertake any services for the company that the directors decide
- (2) Directors are entitled to such remuneration as the directors determine –
 - (a) for their services to the company as directors, and
 - (b) for any other services which they undertake for the company
 - (3) Subject to the articles, a director's remuneration may –
 - (a) take any form, and
 - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director
 - (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day
 - (5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors of the company's subsidiaries

Directors' expenses

- 19 The company must pay any reasonable expenses which the directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company

PART 3

SHARES AND DISTRIBUTIONS

SHARES

All shares to be fully paid up

- 20 No share shall 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

Powers to issue different classes of share

- 21 (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

Company not bound by less than absolute interests

- 22 Except as otherwise required by law or the articles, the company shall not in any way 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

Share certificates

- 23 (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) the amount paid up on them, 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 an official seal which is a facsimile of the company's common seal with the addition on its face of the word "Securities" (a "securities seal"), or
 - (b) be otherwise executed in accordance with the Companies Acts

Share transfers

- 24 (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 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

Transmission of shares

- 25 (1) If title to a share passes to a transferee, the company may only recognise the transferee as having any title to that share
- (2) A transferee who produces such evidence of entitlement to shares as the directors may properly require –

- (a) may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person
 - (b) subject to the articles and pending any transfer of the shares to another person has the same rights as the holder had
- (3) But transmittes do not have the right to attend or vote at a general meeting in respect of shares to which they are entitled by reason of the holder's death or bankruptcy or otherwise unless the shares are transferred to them

Exercise of transmittes' rights

- 26 (1) transmittes 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 transmittes wishes to have a share transferred to another person, 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 transferee has derived rights in respect of the share, and as if the event which gave rise to the transfer had not occurred

Transmittes bound by prior notices

- 27 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

- 28 (1) the directors may decide to declare and pay such dividends to shareholders as –
- (a) appear to the directors to be justified by the company's profits, and
 - (b) are in accordance with shareholders, respective rights
- (2) The shareholders may by ordinary resolution decide to pay such dividends in accordance with a recommendation of the directors

Payment of dividends and other distributions

- 29 (1) Where a dividend or other sum is payable in respect of a share, it must be paid by one or more of the following means –
- (a) transfer to a bank account specified by the distribution recipient in writing or by such other means as the directors 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 in writing or by such other means as the directors decide
 - (c) sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified in writing or by such other means as the directors decide, or
 - (d) any other means of payment (including by the allotment or transfer of further shares in accordance with the articles) as the directors agree with the distribution recipient 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 (the "senior holder"), 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

30 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

31 (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

32 (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 sum payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company) (c)

(2) For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit including –

- (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

33 Distribution recipients may waive their entitlement to a dividend or other sum 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

CAPITALISATION OF PROFITS

Authority to capitalise and appropriation of capitalised sums

- 34 (1) Subject to the articles, the directors may, if they are so authorised by an ordinary resolution –
- (a) 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
 - (b) 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
- (2) Capitalised sums must be applied –
- (a) on behalf of the persons entitled, and
 - (b) in the same proportions as a dividend would have been distributed to them
- (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
- (4) A capitalised sum which was appropriate 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
- (5) Subject to the articles the directors may –
- (a) apply capitalised sums in accordance with paragraphs (3) and (4) partly in one way and partly in another,
 - (b) 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
 - (c) 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

PART 4

DECISION-MAKING BY SHAREHOLDERS ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

- 35 (1) 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
- (2) 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
- (3) 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
- (4) 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
- (5) 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
- (6) In making such arrangements, directors shall have regard to the legitimate interests of the company, individual shareholders and others attending the meeting in the efficient despatch of the business of the meeting

Quorum for general meetings

- 36 (1) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum
- (2) The quorum for general meetings is as provided under the Companies Acts

Chairing of general meetings

- 37 (1) If the directors have appointed a chairman, the chairman must chair general meetings at which he is present
- (2) If the directors have not appointed a chairman, or if the chairman is not present within ten minutes of the time 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

- 38 (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 meeting, to attend and speak at a general meeting,

to attend and speak at a general meeting

Adjournment

- 39 (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, 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 –
 - (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

- 40 (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is taken on it in accordance with the articles
- (2) If equal numbers of votes are cast for and against a resolution, whether on a show of hands or on a poll, the chairman of the meeting has a casting vote in addition to any other votes he is otherwise entitled to cast on that resolution

Errors and disputes

- 41 (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 and binding

Poll votes

- 42 (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

- 43 (1) 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 executed by or on behalf of the shareholder appointing the proxy, 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
- (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 the meeting itself

Delivery of proxy notices

- 44 (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 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

- 45 (1) An ordinary resolution may be amended 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 48 hours before the meeting is to take place (or at such time as the chairman of the meeting may direct), 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 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 an obvious 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

PART 5

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

46 (1) Subject to the articles –

- (a) 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 to be sent or supplied by or to the company for the purpose of the Companies Acts, and
 - (b) 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
- (2) 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

Addresses and other contact details

47 (1) Anything sent to a shareholder under the articles may be sent to that shareholder's address as registered in the register of members unless –

- (a) the shareholder and the company have agreed that another means of communication is to be used, and
 - (b) the shareholder has supplied the company with the information it needs in order to be able to use that other means of communication
- (2) Any notice or document sent to a director may be sent to that director's address as registered in the register of directors, unless –
- (a) the director and the company have agreed that another means of communication is to be used, and
 - (b) the director has supplied the company with the information it needs in order to be able to use that other means of communication

Corporate representatives

48 (1) The company may appoint any individual to act as a corporate representative at any meeting, to speak, demand a poll and, on a poll, to give directions, to vote or withhold a vote on behalf of the company

(2) The company can authorise more than one person to act as a corporate representative, any one of them is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the company

(3) Where the corporation authorises more than one person and more than one of them purports to exercise a power under subsection (2) –

- (a) if they purport to exercise the power in the same way, the power is treated as exercised in that way
- (b) if they do not purport to exercise the power in the same way, the power is treated as not exercised

- (4) Any corporation which is a member of the company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the company or of any class of members of the company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company

Company seals

- 49 (1) If the company has a common seal it shall be used only by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose
- (3) If the company has an official seal for use abroad, it may only be affixed to a document if its use on that document, or documents of a class to which it belongs, has been authorised by a decision of the directors
- (4) If the company has a securities seal, it may only be affixed to securities by an authorised person
- (5) For the purposes of the articles, references to the securities seal being affixed to any document include the reproduction of the image of that seal on or in a document by any mechanical or electronic means which has been approved by the directors in relation to that document or documents of a class to which it belongs

No right to inspect accounts and other records

- 50 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

- 51 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