

SPECIAL RESOLUTION

COMPANIES ACT 2006

SPECIAL RESOLUTION ON ADOPTION OF NEW ARTICLES OF ASSOCIATION

INSPIRA CUMBRIA LIMITED

Company Number: 04182567

At a General Meeting of the members of the above named company, duly convened and held at Head Office, Gillan Way, Penrith 40 Business Park, Penrith

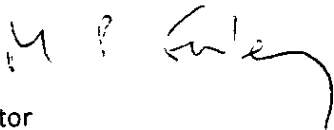
On the 7th day of November 2012

The following resolution was passed as a Special Resolution

That the draft regulations produced to the meeting and, for the purpose of identification initialled by the chairperson, be adopted as the articles of association of the Company, in substitution for, and to the exclusion of, the existing memorandum and articles of association

Signed

Director



MONDAY



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12/11/2012

#64

COMPANIES HOUSE

M. A. G. L. M.
7/11/2012

COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION OF
INSPIRA CUMBRIA LIMITED
(Co No 04182567)

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1 1 In these 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 or Northern Ireland which have an effect similar to that of Bankruptcy,

“Chairman” has the meaning given in Article 13,

“Chairman of the meeting” has the meaning given in Article 28,

“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,

“Company” means Inspira Cumbria Limited the company intended to be regulated by these Articles

“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,

“Member” has the meaning given in section 112 of the Companies Act 2006,

“Ordinary Resolution” has the meaning given in section 282 of the Companies Act 2006,

“Participate”, in relation to a Directors’ meeting, has the meaning given in Article 11,

“Proxy Notice” has the meaning given in Article 34,

“Special Resolution” has the meaning given in section 283 of the Companies Act 2006, 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

- 1 2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company

Liability of Members

- 2 1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for
- 2 1 1 payment of the Company's debts and liabilities contracted before he ceases to be a Member,
- 2 1 2 payment of the costs, charges and expenses of winding up, and
- 2 1 3 adjustment of the rights of the contributories among themselves

Application of income and Property

- 3 1 The income and property of the Company shall be applied solely towards the promotion of its objects
- 3 2 A Director is entitled to be reimbursed from the property of the Company reasonable expenses properly incurred when acting on behalf of the Company as set out in Article 22
- 3 3 A Director may receive an indemnity from the Company in the circumstances specified in Article 41
- 3 4 A Director may benefit from insurance purchased at the Company's expense as set out in Article 42
- 3 5 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Company This does not prevent any Member receiving reasonable and proper remuneration for any goods or services supplied to the Company
- 3 6 If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other institution or institutions which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Article 3 5 above, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

- 4 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

Members' reserve power

- 5 1 The Members may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action
- 5 2 No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution

Directors may delegate

- 6 1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles
- 6 1 1 to such person or committee,
- 6 1 2 by such means (including by power of attorney),
- 6 1 3 to such an extent,
- 6 1 4 in relation to such matters or territories, and
- 6 1 5 on such terms and conditions,
- as they think fit
- 6 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
- 6 3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions

Committees

- 7 1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as possible on those provisions of the Articles which govern the taking of decisions by Directors

- 7 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

- 8 1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 9
- 8 2 If the Company only has one Director, and no provision of the Articles requires it to have more than one Director, the general rule does not apply, and the sole Director may take decisions without regard to any of the provisions of the Articles relating to Directors' decision-making

Unanimous decisions

- 9 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
- 9 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
- 9 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
- 9 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

- 10 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
- 10 2 Notice of any Directors' meeting must indicate—
- 10 1 1 its proposed date and time,
- 10 1 2 where it is to take place, and
- 10 1 3 if it is anticipated that Directors Participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

- 10 3 Notice of a Directors' meeting must be given to each Director, but need not be in Writing
- 10 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

- 11 1 Subject to the Articles, Directors Participate in a Directors' meeting, or part of a Directors' meeting, when
 - 11 1 1 the meeting has been called and takes place in accordance with the Articles, and
 - 11 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- 11 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
- 11 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

- 12 1 At a Directors' meeting, unless a quorum is Participating, no proposal is to be voted on, except a proposal to call another meeting
- 12 2 The quorum for Directors' meetings shall be four
- 12 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
 - 12 3 1 to appoint further Directors, or
 - 12 3 2 to call a general meeting so as to enable the Members to appoint further Directors

Chairing of Directors' meetings

- 13 1 The Directors may appoint a Director to chair their meetings
- 13 2 The person so appointed for the time being is known as the Chairman
- 13 3 The Directors may terminate the Chairman's appointment at any time

- 13 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

Voting at Directors Meetings

- 14 1 Each Director shall have one vote
- 14 2 If the numbers of votes for and against a proposal are equal, the Chairman or other Director chairing the meeting shall have a casting vote, except where, in accordance with the Articles, the Chairman or other Director chairing the meeting is not to be counted as participating in the decision making process for quorum or voting purposes

Conflicts of interest

- 15 1 Any Director (or any firm, company or organization of which the Director is a director, member or employee) may enter into a contract with the Company to supply goods and services in return for a payment or other material benefit but only if
- 15 1 1 the goods or services are actually required by the Company, and
 - 15 1 2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and the arrangements are approved in accordance with the procedure in Article 15 2
- 15 2 Whenever a Director has a personal interest whether pecuniary or non-pecuniary in a matter to be discussed at a meeting of the Directors or a committee, the Director concerned must declare an interest at or before discussion begins on the matter. Having declared his interest, then, unless the Directors resolve otherwise, the Director concerned shall
- 15 2 1 be counted in the quorum for the meeting, and
 - 15 2 2 be entitled to participate in the discussions relating to the matter, and
 - 15 2 3 be entitled to vote on the matter

Records of decisions to be kept

- 16 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

- 17 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 AND REMOVAL OF DIRECTORS

Methods of appointing Directors

- 18 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
- 18 1 1 by Ordinary Resolution, or
- 18 1 2 by a decision of the Directors
- 18 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

Termination of Director's appointment

- 19 A person ceases to be a Director as soon as—
- 19 1 that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law,
- 19 2 a Bankruptcy order is made against that person,
- 19 3 a composition is made with that person's creditors generally in satisfaction of that person's debts,
- 19 4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months,
- 19 5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- 19 6 notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms
- 19 7 that person is absent without the permission of the Directors from all their meetings held within a period of twelve months and the Directors resolve that his office be vacated

- 19 8 that person ceases to be an employee of the Member who appointed him, and the Directors resolve that his office be vacated

Retirement by Rotation

- 20 1 At every annual general meeting of the Company one third of the Directors (or the number nearest to one third) shall retire from office
- 20 2 The Directors to retire by rotation shall be those who have been in office the longest since their last appointment or reappointment. If there are any Directors who become Directors on the same day, or were last reappointed on the same day, those to retire shall (unless they agree otherwise amongst themselves) be determined by lot
- 20 3 If a Director retires by rotation at an annual general meeting and the vacancy created by his retirement is not filled, then, if the retiring Director is willing to act, and the remaining Directors resolve that he should, a resolution for the reappointment of the Director shall be put to the meeting. The Director shall be reappointed unless the resolution is lost
- 20 4 If a Director retires at an annual general meeting and is not reappointed he shall retain office until the end of the meeting
- 20 5 Notwithstanding Articles 20 1 to 20 4 above, if there is only one Director he shall remain in office

Directors' remuneration

- 21 1 Directors may undertake any services for the Company that the Directors decide
- 21 2 Directors are entitled to such remuneration as the Directors determine—
- 21 2 1 for their services to the Company as Directors, and
- 21 2 2 for any other service which they undertake for the Company
- 21 3 Subject to the Articles, a Director's remuneration may
- 21 3 1 take any form, and
- 21 3 2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director
- 21 4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day
- 21 5 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other

officers or employees of any other body corporate in which the Company is interested

Directors' expenses

- 22 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at
- 22 1 meetings of Directors or committees of Directors, or
- 22 2 general meetings
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

Alternate Directors

- 23 1 Any Director (other than an alternate director) (in this article, **the Appointor**) may appoint any other Director or any other person approved by a resolution of the Directors and willing to act to be an alternate director to exercise the Appointor's powers, and carry out the Appointor's responsibilities, in relation to the taking of decisions by the Directors, in the absence of the Appointor
- 23 2 In these Articles, where the context so permits, the term Director shall include an alternate director
- 23 3 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
- 23 4 An alternate director has the same rights, in relation to any decision of the Directors, as the Appointor
- 23 5 Except as the Articles specify otherwise, alternate directors
- 23 5 1 are deemed for all purposes to be Directors,
- 23 5 2 are liable for their own acts and omissions,
- 23 5 3 are subject to the same restrictions as their Appointors, and
- 23 5 4 are not deemed to be agents of or for their Appointors
- 23 6 A person who is an alternate director but not a Director
- 23 6 1 may be counted as participating for the purposes of determining whether a quorum is present (but only if his Appointor is not participating), and

- 23 6 2 may participate in a decision of the Directors (but only if his Appointor does not himself participate)
- 23 7 A Director who is also an alternate Director is entitled, in the absence of his Appointor, to a separate vote on behalf of his Appointor, in addition to his own vote as a Director on any decision of the Directors
- 23 8 An alternate director may be paid expenses and may be indemnified by the Company to the same extent as if he were a Director
- 23 9 An alternate director's appointment as an alternate terminates
- 23 9 1 when the alternate's Appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate,
- 23 9 2 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, or
- 23 9 3 when the alternate director's Appointor ceases to be a Director for whatever reason

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for Membership

- 24 1 No person shall be admitted as a Member of the Company unless he is approved by the Directors
- 24 2 The Directors may appoint such number of Members as they think fit

Termination of Membership

- 25 1 A Member may withdraw from Membership of the Company by giving not less than one month's notice to the Company in Writing
- 25 2 Membership is not transferable
- 25 3 A person's Membership terminates when that person dies or ceases to exist
- 25 4 A Member shall cease to be a Member of the Company with immediate effect if the Directors unanimously resolve to remove that Member from membership of the Company
- 25 5 A Member who is also a Director shall cease to be a Member of the Company with immediate effect if he ceases to be a Director for any reason whatsoever

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

- 26 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
- 26 2 A person is able to exercise the right to vote at a general meeting when—
- 26 2 1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 26 2 2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

- 26 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
- 26 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
- 26 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

Quorum for general meetings

- 27 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
- 27 2 Two persons being entitled to vote upon the business being transacted, each being a Member, or a proxy for a Member, or a duly authorized representative of a Member shall be a quorum

Chairing general meetings

- 28 1 If the Directors have appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so
- 28 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—
- 28 2 1 the Directors present, or
- 28 2 2 (if no Directors are present), the meeting,
- must appoint a Director or Member to chair the meeting, and the appointment of the Chairman of the meeting must be the first business of the meeting
- 28 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-Members

- 29 1 Directors may attend and speak at general meetings, whether or not they are Members
- 29 2 The Chairman of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting

Adjournment

- 30 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
- 30 2 The Chairman of the meeting may adjourn a general meeting at which a quorum is present if
- 30 2 1 the meeting consents to an adjournment, or
- 30 2 2 it appears to the Chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- 30 3 The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- 30 4 When adjourning a general meeting, the Chairman of the meeting must
- 30 4 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
- 30 4 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 30 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)
- 30 5 1 to the same persons to whom notice of the Company's general meetings is required to be given, and
- 30 5 2 containing the same information which such notice is required to contain
- 30 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

- 31 1 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

31 2 Every Member shall have one vote on a show of hands or on a poll as the case may be Votes may be cast personally, or by proxy or by a duly authorized representative of a Member

31 3 Any organization which is a Member may authorize such person as it thinks fit to act as its representative at any meeting of the Company, and that person shall be entitled to exercise the same powers on behalf of the Member as the Member itself

31 4 For the avoidance of doubt, if the number of votes for and against a proposal are equal, the Chairman of the meeting shall have a second or casting vote

Errors and disputes

32 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

32 2 Any such objection must be referred to the Chairman of the meeting whose decision is final

Poll votes

33 1 A poll on a resolution may be demanded

33 1 1 in advance of the general meeting where it is to be put to the vote,
or

33 1 2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

33 2 A poll may be demanded by

33 2 1 the Chairman of the meeting,

33 2 2 the Directors,

33 2 3 two or more persons having the right to vote on the resolution, or

33 2 4 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

33 3 A demand for a poll may be withdrawn if

33 3 1 the poll has not yet been taken, and

33 3 2 the Chairman of the meeting consents to the withdrawal

- 33 4 Polls must be taken immediately and in such manner as the Chairman of the meeting directs

Content of Proxy Notices

- 34 1 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which
- 34 1 1 states the name and address of the Member appointing the proxy,
 - 34 1 2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed,
 - 34 1 3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine, and
 - 34 1 4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- 34 2 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes
- 34 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
- 34 4 Unless a Proxy Notice indicates otherwise, it must be treated as—
- 34 4 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 34 4 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

Delivery of Proxy Notices

- 35 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
- 35 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
- 35 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

- 35 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

- 36 1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if

36 1 1 notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairman of the meeting may determine), and

36 1 2 the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution

- 36 2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if

36 2 1 the Chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

36 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

- 36 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 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 37 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
- 37 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
- 37 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

- 38 1 Any common seal may only be used by the authority of the Directors
- 38 2 The Directors may decide by what means and in what form any common seal is to be used
- 38 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
- 38 4 For the purposes of this Article, an authorised person is—
- 38 4 1 any Director of the Company,
- 38 4 2 the Company secretary (if any), or
- 38 4 3 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

- 39 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 Member

Provision for employees on cessation of business

- 40 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

- 41 1 Subject to Article 41 2, a relevant Director of the Company may be indemnified out of the Company's assets against
- 41 1 1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company,
 - 41 1 2 any liability incurred by that Director in connection with the activities of the Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - 41 1 3 any other liability incurred by that Director as an officer of the Company
- 41 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
- 41 3 In this Article a "relevant Director" means any Director or former Director of the Company

Insurance

- 42 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
- 42 2 In this Article—
- 42 2 1 a "relevant Director" means any Director or former Director of the Company,
 - 42 2 2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, or any pension fund or employees' share scheme of the Company