


THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
PRINT OF WRITTEN RESOLUTION
OF
GDWSIGT LIMITED
(the Company)

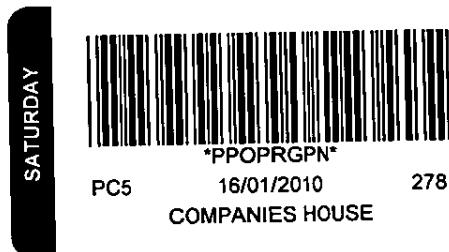
Pursuant to section 288 of the Companies Act 2006 (the **Act**)

The following resolution was passed as a Special Resolution by
Written Resolution of the Company passed on 21 December 2009.

SPECIAL RESOLUTION

That the regulations set forth in the printed document approved by the Directors at their meeting held on the 21 December 2009, for the purposes of identification marked with an 'A', be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles.


.....
Director



Articles of Association for GDWSIGT Limited

**as adopted by Special Resolution
dated 21 December 2009**

Ref: DJB/45084517

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**PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

ARTICLES OF ASSOCIATION OF GDWSIGT LIMITED

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

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 or Northern Ireland which have an effect similar to that of bankruptcy;

"chairman" has the meaning given in article 14;

"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;

"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;

"nominated director" means a director nominated under article 19.1.1;

"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 10;

"proxy notice" has the meaning given in article 35;

"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;
and

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

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

2. Objects

2.1 The company's objects are:

- 2.1.1 to engage businesses and lead, influence and co-ordinate the pursuit of economic development in West Sussex and East Surrey,
- 2.1.2 to promote co-operation between businesses and the exchange of knowledge across all sectors;
- 2.1.3 to provide expert support and guidance to businesses with growth capability and the ability to generate high value innovation;
- 2.1.4 to encourage economic growth in the South East through the targeted development of the business potential of companies with real international ambition;
- 2.1.5 to develop communities of innovation for the purpose of encouraging the realisation of the sustainable growth potential of the South East;
- 2.1.6 to participate in local, regional and national organisations and networks relevant to economic issues in order to better achieve the objects set out in articles 2.1.1, 2.1.2, 2.1.3, 2.1.4 and 2.1.5;
- 2.1.7 to carry out such other activities as are conducive or ancillary to or which can be carried on efficiently in conjunction with the objects described in this article 2.1;
- 2.1.8 to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by

or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others;

- 2.1.9 to do all such other things as may be deemed incidental or conducive to the attainment of the company's objects or any of them.

3. Not for profit nature of the company

- 3.1 The income and profits of the company, however derived, shall be applied solely towards the promotion of the objects of the Company as set forth in these articles, and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, gift, bonus or other distribution to the members provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the company, or to any member in return for any services rendered to the company, or for any material, labour, plant or power supplied for the purpose of the company's business, nor prevent the payment of interest at an appropriate rate on money lent, or payment of a reasonable and proper rent for premises demised or let to the company by any member.
- 3.2 If, upon the winding-up or dissolution of the company, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred to some other association, body or bodies (whether corporate or not) or trust having objects similar to the objects of the company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the company by article 3.1. If the directors are unable to identify any similar companies, organisations or institutions then they may pay or transfer the remaining property of the company to any body the objects of which are the promotion of charity and anything incidental or conducts thereto (whether or not the body is a member of the Company).

4. Liability of members

- 4.1 The liability of each member is limited to £1.00 (one pound sterling), 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 all liabilities of the company including but not limited to –

- (a) payment of the company's debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

PART 2: DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

5. Directors' general authority

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.

6. Members' reserve power

- 6.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 6.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

7. Directors may delegate

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

- 7.1.1 to such person or committee;
- 7.1.2 by such means (including by power of attorney);
- 7.1.3 to such an extent;
- 7.1.4 in relation to such matters or territories; and
- 7.1.5 on such terms and conditions;

as they think fit.

- 7.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

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

8. Committees

- 8.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 8.2 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

9. Directors to take decisions collectively

- 9.1 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 10.

9.2 If:

9.2.1 the company only has one director, and

9.2.2 no provision of the articles requires it to have more than one director,

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.

10. Unanimous decisions

- 10.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 10.2 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.
- 10.3 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.

- 10.4 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.

11. Calling a directors' meeting

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

- 11.2 Notice of any directors' meeting must indicate:

11.2.1 its proposed date and time;

11.2.2 where it is to take place; and

11.2.3 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.

- 11.3 Notice of a directors' meeting must be given to each director, but need not be in writing.

- 11.4 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.

12. Participation in directors' meetings

- 12.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

12.1.1 the meeting has been called and takes place in accordance with the articles, and

12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

- 12.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

- 12.3 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.

13. Quorum for directors' meetings

- 13.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 13.2 The quorum for directors' meetings is five.
- 13.3 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 to call a general meeting so as to encourage the members to nominate further directors.

14. Chairing of directors' meetings

- 14.1 The directors may appoint a director to chair their meetings.
- 14.2 The person so appointed for the time being is known as the chairman.
- 14.3 The directors may terminate the chairman's appointment at any time.
- 14.4 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.
- 14.5 The chairman does not have a casting vote.

15. Conflicts of interest with nominating members

- 15.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement in which the nominating member of a director has a direct or indirect interest then that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 15.2 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 15.3 Subject to article 15.4, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- 15.4 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by

a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

16. Directors' power to authorise conflicts of interest

16.1 The directors may, in accordance with the requirements set out in articles 16.2 to 16.7, authorise any matter proposed to them by any director which would, if not so authorised, involve a director breaching his duty under section 175 of the Act to avoid conflicts of interest ("Conflicts").

16.2 Any authorisation under article 16.1 will be effective only if:

16.2.1 the matter in question shall have been proposed by any director for consideration at a directors' meeting in the same way that any other matter may be proposed to the directors under the provisions of these articles or in such other manner as the directors may determine;

16.2.2 any requirement as to the quorum at the directors' meeting at which the matter is considered is met without counting the director in question; and

16.2.3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

16.3 Any authorisation of a Conflict under this article may (whether at the time of giving the authorisation or subsequently):

16.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;

16.3.2 be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine;

16.3.3 be terminated or varied by the directors at any time.

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.

16.4 In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director and in

respect of which he owes a duty of confidentiality to another person the director is under no obligation to:

16.4.1 disclose such information to the directors or to any director or other officer or employee of the company; or

16.4.2 use or apply any such information in performing his duties as a director;

where to do so would amount to a breach of that confidence.

16.5 Where the board authorises a Conflict it may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the director:

16.5.1 is excluded from the discussions (whether at directors' meetings or otherwise) relating to the Conflict;

16.5.2 is not given any documents or other information relating to the Conflict; and/or

16.5.3 may or may not vote (or may or may not be counted in the quorum) at any future board meeting in relation to any resolution relating to the Conflict.

16.6 Where the board authorises a Conflict:

16.6.1 the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict; and

16.6.2 the director will not infringe any duty he owes to the company by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation.

16.7 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the board or by the company in a general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

17. Rules

- 17.1 The directors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the company. The company in general meeting shall have the power to alter, add to or repeal any such rules or bye laws and the directors shall adopt such means as they think sufficient to bring to the notice of the members such rules or bye laws, which shall be binding on all members.
- 17.2 No rule or bye law shall be inconsistent with, or shall effect or repeal anything contained in the company's memorandum or articles.

18. 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.

APPOINTMENT OF DIRECTORS

19. Method of appointing directors

- 19.1 The directors shall be appointed as follows:
- 19.1.1 each of the members, while they are a member, shall have the right to nominate one person to be a director and if that person ceases to be a director to nominate another person as a director;
 - 19.1.2 the nominated directors may from time to time appoint the person fulfilling the role of the company's chief executive as a director; and
 - 19.1.3 the nominated directors may appoint a person who is willing to act to be a director as an additional director.

20. Termination of director's appointment

- 20.1 A person ceases to be a director as soon as:
- 20.1.1 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;
 - 20.1.2 a bankruptcy order is made against that person;

- 20.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 20.1.4 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;
- 20.1.5 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;
- 20.1.6 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;
- 20.1.7 being a nominated director that nomination is withdrawn by such nominating member or upon that member ceasing to be a member of the company; and
- 20.1.8 being a director appointed under either article 19.1.2 or 19.1.3 that appointment is withdrawn by the nominated directors.

21. Directors' remuneration

- 21.1 Directors may undertake any services for the company that the directors decide.
- 21.2 Nominated directors and directors appointed under article 19.1.3 are not entitled to remuneration.
- 21.3 A director appointed under article 19.1.2 is entitled to such remuneration as the nominated directors determine:
 - 21.3.1 for his services to the company as a director, and
 - 21.3.2 for any other service which he undertakes for the company.
- 21.4 Subject to the articles, a director's remuneration may:
 - 21.4.1 take any form, and

- 21.4.2 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.
- 21.5 Unless the nominated directors decide otherwise, a director's remuneration accrues from day to day.
- 21.6 Unless the nominated directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

22. Directors' expenses

- 22.1 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:
 - 22.1.1 meetings of directors or committees of directors;
 - 22.1.2 general meetings, or
 - 22.1.3 separate meetings of the holders 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.

PART 3: MEMBERS

BECOMING AND CEASING TO BE A MEMBER

23. Applications for membership

- 23.1 The subscribers to the company's memorandum of association shall be the initial members of the company.
- 23.2 No other person shall become a member of the company unless:
 - 23.2.1 that person is not a natural person;
 - 23.2.2 that person has completed an application for membership in a form approved by the directors, and
 - 23.2.3 the directors have approved the application.

24. Termination of membership

- 24.1 A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- 24.2 Membership is not transferable.
- 24.3 A person's membership terminates:
 - 24.3.1 if it is removed by notice in writing to the company signed by a majority of the members; or
 - 24.3.2 when it ceases to exist.

25. Duties of members

- 25.1 Every member shall be bound:
 - 25.1.1 to observe the provisions of these articles and all the bye-laws, rules and regulations of the company for the time being in force; and
 - 25.1.2 to treat and to require its associates and direct and indirect employees to treat all information obtained by virtue of membership (and which is not the subject of common knowledge nor openly published elsewhere) as strictly confidential and not to be communicated either directly or indirectly to any corporation or person that is not a member without the written consent of the directors and to continue to abide by this provision in the event of it ceasing to be a member.

ORGANISATION OF GENERAL MEETINGS

26. 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.

27. 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 Five members constitute a quorum.

28. 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".

29. 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.

30. 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.

31. Annual general meeting

The company shall hold a general meeting in every calendar year as its annual general meeting at such time and at such place as may be determined by the directors and shall specify the meeting as such in the notices calling it.

VOTING AT GENERAL MEETINGS

32. Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

33. Errors and disputes

33.1 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.

33.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

34. Poll votes

34.1 A poll on a resolution may be demanded:

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

34.1.2 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.

34.2 A poll may be demanded by:

34.2.1 the chairman of the meeting;

34.2.2 the directors;

- 34.2.3 two or more persons having the right to vote on the resolution; or
- 34.2.4 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.
- 34.3 A demand for a poll may be withdrawn if:
 - 34.3.1 the poll has not yet been taken, and
 - 34.3.2 the chairman of the meeting consents to the withdrawal.
- 34.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.
- 35. Content of proxy notices**
- 35.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - 35.1.1 states the name and address of the member appointing the proxy;
 - 35.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 35.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 35.1.4 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.
- 35.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 35.3 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.
- 35.4 Unless a proxy notice indicates otherwise, it must be treated as:
 - 35.4.1 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

- 35.4.2 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.

36. Delivery of proxy notices

- 36.1 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.
- 36.2 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.
- 36.3 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.
- 36.4 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.

37. Amendments to resolutions

- 37.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 37.1.1 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
- 37.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 37.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 37.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- 37.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

- 37.3 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

38. Means of communication to be used

- 38.1 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.
- 38.2 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.
- 38.3 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.

39. Company seals

- 39.1 Any common seal may only be used by the authority of the directors.
- 39.2 The directors may decide by what means and in what form any common seal is to be used.
- 39.3 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.
- 39.4 For the purposes of this article, an authorised person is:
- 39.4.1 any director of the company;
 - 39.4.2 the company secretary (if any); or
 - 39.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

40. No right to inspect accounts and other records

- 40.1 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.

41. Provision for employees on cessation of business

- 41.1 The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

42. Indemnity

- 42.1 Subject to paragraph 42.2, a relevant director of the company or an associated company shall be indemnified out of the company's assets against:
- 42.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;
 - 42.1.2 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);
 - 42.1.3 any other liability incurred by that director as an officer of the company or an associated company.
- 42.2 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.
- 42.3 In this article:
- 42.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

42.3.2 a "relevant director" means any director or former director of the company or an associated company.

43. Insurance

43.1 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.

43.2 In this article:

43.2.1 a "relevant director" means any director or former director of the company or an associated company;

43.2.2 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, any associated company or any pension fund or employees' share scheme of the company or associated company; and

43.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.