

RECLAIM FUND LIMITED

Company No 07344884

We, the undersigned, being the sole Member for the time being of the above-named Company hereby pass the following Resolution as a Special Resolution pursuant to Section 288 of the Companies Act 2006

Special Resolution

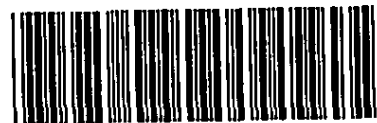
That the regulations in the attached document be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all existing articles thereof, with immediate effect

Passed on 10 March 2014



For and on behalf of Co-operative Banking Group Limited

FRIDAY



A40 *A34LS2DL* #258
28/03/2014
COMPANIES HOUSE

Company No. 07344884

The Companies Act 2006
A Private Company Limited by Shares

NEW ARTICLES OF ASSOCIATION

of

RECLAIM FUND LTD

**(Adopted by Special Resolution passed on 10 March 2014
with immediate effect)**

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The Companies Act 2006
A Private Company Limited by Shares

NEW ARTICLES OF ASSOCIATION

of

RECLAIM FUND LTD

(Adopted by Special Resolution passed on 10 March 2014 with immediate effect)

PRELIMINARY

1 Model articles do not apply

None of the articles in the model articles for a private company limited by shares set out in Schedule 1 to The Companies (Model Articles) Regulations 2008 shall apply to the company

INTERPRETATION

2 Defined terms

2 1 In the articles, unless the context requires otherwise

articles means the company's articles of association, as from time to time amended,

bank has the meaning given in section 7 of the Dormant Accounts Act,

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,

building society means a building society incorporated (or deemed to be incorporated) under the Building Societies Act 1986 (as amended),

Chairman means the chairman of the board of directors of the company from time to time as appointed in accordance with article 25 3,

Companies Act means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force,

company means Reclaim Fund Ltd (registered number 07344884),

Corporate Governance Code means the UK Corporate Governance Code published by the Financial Reporting Council as at the date of these articles of association, as may be amended, supplemented or superseded from time to time,

customer has the meaning given in clause 1(1) of the Dormant Accounts Act,

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,

Dormant Accounts Act means the Dormant Bank And Building Society Accounts Act 2008,

dormant account funds has the meaning given in section 5(6) of the Dormant Accounts Act,

electronic form has the meaning given in section 1168 of the Companies Act,

eligible director means a director who is entitled to vote on the relevant matter at a directors' meeting but excluding any director whose vote is not to be counted in respect of the relevant matter,

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,

holder in relation to shares means the person whose name is entered in the register of members as the holder of the shares,

independent means, in relation to a person, that such person is considered by the board of directors of the company to meet the independence criteria for non-executive directors set out in the Corporate Governance Code,

instrument means a document in hard copy form,

objects means the objects of the company as described in article 3,

ordinary resolution has the meaning given in section 282 of the Companies Act,

paid means paid or credited as paid,

participate, in relation to a directors' meeting, has the meaning given in article 15,

proxy notice has the meaning given in article 45,

reclaim fund has the meaning given in section 5(1) of the Dormant Accounts Act,

relevant situation has the meaning given in article 20,

Remuneration and Appointments Committee means the remuneration and appointments committee established by the board of directors of the company,

repayment claims has the meaning given in section 5(6) of the Dormant Accounts Act

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,

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

transmittee means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law, and

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

- 2 2 Unless the context otherwise requires, any other words or expressions contained in these articles bear the same meaning as in the Companies Act or, if not defined in the Companies Act, in the Dormant Accounts Act as in force on the date when these articles become binding on the company
- 2 3 Whenever, and for so long as, the company has a single Member these articles apply (in the absence of express provision to the contrary) with such modification as is necessary in relation to a single member company
- 2 4 Unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations
- 2 5 Headings to the articles are inserted for convenience only and shall not affect construction

OBJECTS

3 Restriction of objects

The objects for which the company is established are restricted to the following

- (a) the meeting of repayment claims,
- (b) the management of dormant account funds in such a way as to enable the company to meet whatever repayment claims it is prudent to anticipate,
- (c) the transfer of money to the body or bodies for the time being specified in section 16(1) of the Dormant Accounts Act, subject to the need for the company to
 - (i) have access at any given time to enough money to meet whatever repayment claims it is prudent to anticipate,
 - (ii) comply with any requirements with regard to its financial resources that is imposed on it by or under any enactment, and
 - (iii) defray its expenses, and
- (d) objects that are incidental or conducive to, or otherwise connected with, any of the above (including in particular the prudent investment of dormant account funds)

LIMITED LIABILITY

4 Liability of members

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

INCOME AND ASSETS OF THE COMPANY

5 Promotion of objects

The income and assets of the company shall be applied solely towards the promotion of the objects

6 Dividends and distributions

None of the income or assets of the company may be paid or transferred directly or indirectly by way of dividend or bonus or other distribution, including a distribution on winding up, to any member of the company, except as permitted in accordance with article 7

7 Expenses

7 1 The company may defray expenses out of its income but it may only defray its expenses if, or to the extent that, such expenses are reasonable

7 2 For the purposes of (a) above, "expenses" includes, in particular, the costs of

- (a) paying fees or remuneration to any member, officer, employee or other person for services provided to the company in connection with the carrying out of its functions, including, without limitation
 - (i) the costs of reimbursing reasonable expenses which the directors or the company secretary (if any) properly incur in connection with their attendance at meetings of directors or committees of directors, general meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company,
 - (ii) paying remuneration, pensions or other benefits in respect of any director or indemnifying a director to the extent permitted under these articles,
 - (iii) paying fees incurred by the company in relation to professional advice and/or services provided to the company for the purposes of, or in connection with, enabling the company to satisfy its objects,
 - (iv) the payment in good faith of interest on money lent to the company by any member or other person at a reasonable commercial rate of interest and upon reasonable commercial terms,
 - (v) the payment of reasonable and proper rent for premises leased or let to the company by any person, and
 - (vi) the costs of paying or reimbursing reasonable and proper premiums in respect of insurances, including, for the avoidance of doubt, to the extent permitted under article 29 or article 54

- (b) reimbursing any person incurring costs in relation to services provided in connection with the formation of the company and all steps required to enable the company to perform the functions of a reclaim fund

DIRECTORS

DIRECTORS' GENERAL POWERS, DUTIES AND RESPONSIBILITIES

8 Directors' general powers

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

9 Shareholders' reserve power

9 1 The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action

9 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

9 3 In the exercise of his duties, a director shall not be restricted by any duty of confidentiality to the company from providing information regarding the company to a holding company of the company but a director who is also a director of any holding company of the company shall owe a strict duty of confidentiality to that holding company in relation to confidential information of the holding company

10 Directors may delegate

10 1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles

- (a) to such person or committee,
- (b) by such means (including by power of attorney),
- (c) to such an extent,
- (d) in relation to such matters or territories, and
- (e) on such terms and conditions,

as they think fit

10 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

10 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

11 Committees

11 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

- 11 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

12 Directors to take decisions collectively

The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 13

13 Unanimous decisions

- 13 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
- 13 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
- 13 3 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

14 Calling a directors' meeting

- 14 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
- 14 2 Notice of any directors' meeting must indicate
- (a) its proposed date and time,
 - (b) where it is to take place, and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

- 14 3 Notice of a directors' meeting must be given to each director, but need not be in writing

- 14 4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

15 Participation in directors' meetings

- 15 1 Subject to the articles, directors **participate** in a directors' meeting, or part of a directors' meeting, when
- (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

- 15 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
- 15 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. In the absence of such a decision, the meeting is deemed to take place at the location from where the chairman of the meeting participates
- 16 Quorum for directors' meetings**
- 16 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- 16 2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it shall never be less than three eligible directors (of whom at least one shall be an independent non-executive director)
- 16 3 If the directors attending a 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, in which case the chairman of the meeting must
- (a) specify the time and place to which it is adjourned, and
 - (b) give notice to the directors of the adjourned meeting in accordance with article 14
- 16 4 If at the continuation of an adjourned meeting not less than two eligible directors (of whom at least one is an independent non-executive director) are present within half an hour of the time at which the meeting was due to start, the quorum of such adjourned meeting shall be any two eligible directors (of whom at least one is an independent non-executive director)
- 16 5 If the total number of directors for the time being in office is less than the minimum number of directors required under articles 24 1 or 24 2, the director or directors in office must not take any decision other than a decision
- (a) to appoint further directors in accordance with article 25, or
 - (b) to request the holders of the majority of the shares to appoint further directors in accordance with article 27
- 17 Chairing of directors' meetings**
- 17 1 Subject to article 17 2, the Chairman shall chair meetings of the directors
- 17 2 If the Chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start (or is not to be counted in the quorum by virtue of article 21 6), the participating directors may appoint one of the non-executive directors present to chair it
- 18 Chairman's casting vote**
- 18 1 If the numbers of votes for and against a proposal are equal, the Chairman or other non-executive director chairing the meeting has a casting vote
- 18 2 But this does not apply if, in accordance with the articles, the Chairman or other non-executive director chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes

DIRECTORS' INTERESTS AND CONFLICTS OF INTEREST

19 Directors' interests in relation to transactions or arrangements with the company

19 1 Except as authorised or permitted in accordance with these articles of association and the Companies Act, each director of the Company must avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company

19 2 The relevant provisions of the Companies Act (including without limitation sections 177 and 182 of the Companies Act) shall apply in relation to declarations of interests in proposed and existing transactions or arrangements with the company

20 Directors' interests other than in relation to transactions or arrangements with the company

20 1 If a situation (**relevant situation**) arises in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the company could take advantage of it but excluding any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest) the following provisions shall apply if the conflict of interest does not arise in relation to a transaction or arrangement with the company

(a) if the relevant situation arises from the appointment or proposed appointment of a person as a director of the company

(i) the directors (other than the director, and any other director with a similar interest, who shall not be counted in the quorum at the meeting and shall not vote on the resolution), or

(ii) the shareholders (by ordinary resolution or by notice in writing given to the company by the holders of a majority of the shares),

may resolve to authorise the appointment of the director and the relevant situation on such terms as they may determine,

(b) if the relevant situation arises in circumstances other than in paragraph 20 1(a)

(i) the directors (other than the director and any other director with a similar interest who shall not be counted in the quorum at the meeting and shall not vote on the resolution), or

(ii) the shareholders (by ordinary resolution or by notice in writing given to the company by the holders of a majority of the shares),

may resolve to authorise the relevant situation and the continuing performance by the director of his duties on such terms as they may determine

20 2 Any reference in paragraph 20 1 to a conflict of interest includes a conflict of interest and duty and a conflict of duties

20 3 any terms determined by the directors or the shareholders under paragraphs 20 1(a) or 20 1(b) (as the case may be) may be imposed at the time of the authorisation or may be imposed or varied subsequently by either the directors or the shareholders (as the case may be) and may include (without limitation)

- (a) whether the interested directors may vote (and be counted in the quorum at any meeting) in relation to any decision relating to the relevant situation,
- (b) the exclusion of the interested directors from all information and discussion by the company of the relevant situation, and
- (c) (without prejudice to the general obligations of confidentiality) the application to the interested directors of a strict duty of confidentiality to the company for any confidential information of the company in relation to the relevant situation

20 4 Any authorisation given under paragraphs 20 1(a) or 20 1(b) may be withdrawn by either the directors or the shareholders (as the case may be) by giving notice to the director concerned

20 5 An interested director must act in accordance with any terms determined by the directors or the shareholders under paragraphs 20 1(a) or 20 1(b)

20 6 Except as specified in paragraph 20 1, any proposal made to the directors and any authorisation by the directors in relation to a relevant situation shall be dealt with in the same way as any other matter may be proposed to and decided by the directors in accordance with the articles

20 7 Any authorisation of a relevant situation given by the directors or the shareholders under paragraph 20 1 may provide that, where the interested director obtains (other than through his position as a director of the company) information that is confidential to a third party, he will not be obliged to disclose it to the company or to use it in relation to the company's affairs in circumstances where to do so would amount to a breach of that confidence

20 8

- (a) If the directors make an authorisation under paragraph 20 1, impose or vary the terms of an authorisation under paragraph 20 3, or withdraw an authorisation under paragraph 20 4, they shall, as soon as reasonably practicable, notify the shareholders of this fact and provide, where applicable, any relevant particulars regarding the authorisation or its terms
- (b) If the shareholders make an authorisation under paragraph 20 1, impose or vary the terms of an authorisation under paragraph 20 3, or withdraw an authorisation under paragraph 20 4,, they shall, as soon as reasonably practicable, notify the directors of this fact and provide, where applicable, any relevant particulars regarding the authorisation or its terms

20 9

- (a) A director shall, as soon as reasonably practicable, declare the nature and extent of his interest in a relevant situation within paragraph 20 1(a) or 20 1(b) to the other directors and the shareholders

Failure to comply with this requirement does not affect the underlying duty to make the declaration of interest

- (b) If a declaration of interest in relation to a relevant situation proves to be, or becomes, inaccurate or incomplete, a further declaration must be made

21 Directors' interests generally and voting

21 1 Subject to the Companies Act, the Dormant Accounts Act and to articles 20 and 20, a director notwithstanding his office

- (a) may be a party to, or otherwise interested or participate in, any transaction or arrangement with the company or in which the company is otherwise interested, including any such pensions, other benefits, transactions or arrangements as are referred to in article 29,
- (b) may act by himself or his firm in a professional capacity for the company (except as auditor) and he or his firm shall be entitled to remuneration as if he were not a director,
- (c) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested, and
- (d) shall not, by reason of his office (or of the fiduciary relationship established by holding that office), be accountable to the company for any remuneration, profit or other benefit resulting from any situation authorised under article 20 or 21 or any interest permitted under paragraphs 21 1(a), 21 1(b) or 21 1(c), and no contract, transaction or arrangement shall be liable to be avoided on the grounds of any director having an interest authorised under article 20 or 21 or permitted under paragraphs 21 1(a), 21 1(b) or 21 1(c)

21 2 Subject to articles 19 and 20 and to any contrary direction from the holders of a majority of the shares, a director shall be entitled to vote on any decision concerning any matter in which he has, directly or indirectly, an interest or a duty

21 3 Subject to the Companies Act and the Dormant Accounts Act, the company may, by ordinary resolution or by notice in writing given to the company by the holders of a majority of the shares, suspend or relax the provisions of this article to any extent or ratify any contract, transaction or arrangement not duly authorised by reason of a contravention of this article

21 4 Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested, the proposals may be divided and considered in relation to each director separately and (provided he is not otherwise precluded from voting) each of the directors concerned shall be entitled to vote (and to form part of the quorum) in respect of each proposal except that concerning his own appointment

21 5 Subject to paragraph 21 6, 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 and quorum purposes, 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

21 6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman of the meeting, 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 and quorum purposes

22 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

23 Directors' discretion to make further rules

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

24 Number of directors

24 1 The number of directors shall be not less than five

24 2 Without prejudice to article 24 1, a majority of the board from time to time shall be independent non-executive directors

25 Methods of appointing directors

25 1 Subject to paragraphs 25 2 and 25 3, 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 a decision of the directors, or
- (b) by notice in writing given in accordance with article 27

25 2 In deciding upon the proposed appointment of any director, the directors shall

- (a) have due regard to the recommendations of the Remuneration and Appointments Committee including with respect to the relevant individual's personal qualities, skills and experience and how these support the company's needs with respect to
 - (i) succession planning, and
 - (ii) ensuring an appropriate balance and range of skills, knowledge and experience on the board of directors of the company having regard to the objects, and
- (b) take all reasonable steps to consult with the holders of the majority of the shares prior to making such decision

25 3 Without prejudice to paragraphs 25 1 and 25 2, the role of Chairman shall be held by a non-executive director of the company who

- (a) upon appointment to the board of directors of the company is (or was) independent, and
- (b) is selected for the role of Chairman by the holders of the majority of the shares, subject to such holders

- (i) first having taken all reasonable steps to consult with the board of directors of the company with respect to the selection of the relevant individual, and
- (ii) having had due regard to any recommendations or representations made by or on behalf of the board of directors of the company

26 Termination of director's appointment

A person ceases to be a director as soon as

- (a) that person ceases to be a director by virtue of any provision of the Companies Act or is prohibited from being a director of the company by law or regulation,
- (b) a bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) a registered medical practitioner who has examined him gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- (f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms,
- (g) that person is removed by a resolution of a majority of the directors (excluding, for this purpose, the director concerned), or
- (h) notice in writing to the company signed by the holders of a majority of the shares removing such person as a director is lodged at the registered office or produced at any directors' meeting (subject to the holders of a majority of the shares having
 - (i) taken all reasonable steps to consult with the board of directors of the company (other than the director proposed to be removed) prior to such notice being lodged at the registered office or produced at a directors' meeting, and
 - (ii) had due regard to any recommendations made to such holders by the Remuneration and Appointments Committee with respect to such proposed removal),

27 Appointment of directors by majority shareholders

If the total number of directors for the time being in office is less than the minimum number of directors required under articles 24 1 or 24 2 and the directors or director in office so request(s) in accordance with article 16 5(b), or there are no directors in office who are able to make such a request, the holders of the majority of the shares may appoint any person as a director. Any appointment shall be made by notice in writing to the company signed by the holders or on their behalf and shall take effect when it is lodged at the registered office or produced at any directors' meeting.

28 Directors' services and remuneration

- 28 1 Directors may undertake any services for the company that the directors decide and, subject to article 24 2, the company may enter into a contract of service with any director on such terms as the directors think fit
- 28 2 Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of contract of service between the director and the company
- 28 3 Subject to article 7, directors are entitled to such remuneration as the directors determine for their services to the company as directors
- 28 4 Subject to the articles, a director's remuneration may take any form
- 28 5 Unless the directors decide otherwise, directors' remuneration accrues from day to day

29 Directors' pensions and other benefits

Subject to article 7, the directors may exercise all the powers of the company to pay, provide, arrange or procure the grant of pensions or other retirement benefits, death, disability or sickness benefits, health, accident and other insurances or other such benefits, allowances, gratuities or insurances, including in relation to the termination of employment, to or for the benefit of any person who is or has been at any time a director of the company or in the employment or service of the company or of any body corporate which is or was associated with the company or of the predecessors in business of the company or any such associated body corporate, or the relatives or dependants of any such person. For that purpose, the directors may procure the establishment and maintenance of, or participation in, or contribution to, any pension fund, scheme or arrangement and the payment of any insurance premiums

SHARES

30 All shares to be fully paid up

- 30 1 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue
- 30 2 This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum

31 Powers to allot shares

- 31 1 In accordance with section 550 of the Companies Act, the directors may exercise any power of the company to allot shares or to grant rights to subscribe for or convert any security into shares with such rights and restrictions as they may determine
- 31 2 Subject to the articles, but without prejudice to paragraph 31 1 or to the rights attached to any existing share, the company may issue further classes of shares with such rights or restrictions as may be determined by ordinary resolution
- 31 3 Sections 561 and 562 of the Companies Act are excluded

31 4 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

31 5 In the event that rights and restrictions attaching to shares are determined by ordinary resolution or by the directors pursuant to this article, those rights and restrictions shall apply, in particular in place of any rights or restrictions that would otherwise apply by virtue of the Companies Act in the absence of any provisions in the articles of a company, as if those rights and restrictions were set out in the articles

32 Company not bound by less than absolute interests

Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or the articles, the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it

33 Share certificates

33 1 The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds

33 2 Every certificate must specify

- (a) in respect of how many shares, of what class, it is issued,
- (b) the nominal value of those shares,
- (c) that the shares are fully paid, and
- (d) any distinguishing numbers assigned to them

33 3 No certificate may be issued in respect of shares of more than one class

33 4 If more than one person holds a share, only one certificate may be issued in respect of it

33 5 Certificates must

- (a) have affixed to them the company's common or official seal and in the case of an official seal, unless otherwise determined by the directors, the certificate does not need to be signed, or
- (b) be otherwise executed in accordance with the Companies Act

34 Replacement share certificates

34 1 If a certificate issued in respect of a shareholder's shares is

- (a) damaged or defaced, or
- (b) said to be lost, stolen or destroyed,

that shareholder is entitled to be issued with a replacement certificate in respect of the same shares

34 2 A shareholder exercising the right to be issued with such a replacement certificate

- (a) may at the same time exercise the right to be issued with a single certificate or separate certificates,
- (b) must return the certificate which is to be replaced to the company if it is damaged or defaced, and
- (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide

35 Share transfers

- 35 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
- 35 2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share
- 35 3 The company may retain any instrument of transfer which is registered
- 35 4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it
- 35 5 The directors may refuse to register the transfer of a share unless
 - (a) it is lodged at the registered office or at such place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer,
 - (b) it is in respect of one class of shares only, and
 - (c) it is in favour of not more than four transferees

DECISION-MAKING BY SHAREHOLDERS — ORGANISATION OF GENERAL MEETINGS

36 Notice of general meeting

A shareholder present either in person or by proxy, at any general meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which the meeting was convened

37 Attendance and speaking at general meetings

- 37 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
- 37 2 A person is able to exercise the right to vote at a general meeting when
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

37 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

37 4 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

37 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

38 Quorum for general meetings

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

39 Chairing general meetings

39 1 Subject to article 39 2, the Chairman shall chair general meetings if present and willing to do so

39 2 If the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start

(a) the directors present, or

(b) (if no directors are present), the meeting,

must appoint a director or shareholder (including a proxy or a corporate representative) to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting

39 3 The person chairing a meeting in accordance with this article is referred to as the chairman of the meeting

40 Attendance and speaking by directors and non-shareholders

40 1 Directors may attend and speak at general meetings, whether or not they are shareholders

40 2 The chairman of the meeting may permit other persons who are not

(a) shareholders of the company, or

(b) otherwise entitled to exercise the rights of shareholders in relation to general meetings,

to attend and speak at a general meeting

41 Adjournment

41 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

41 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
- 41 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- 41 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
- 41 5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)
 - (a) to the same persons to whom notice of the company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain
- 41 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

42 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

43 Errors and disputes

43 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

43 2 Any such objection must be referred to the chairman of the meeting, whose decision is final

44 Poll votes

44 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

44 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
- 44 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
- 44 4 Polls must be taken immediately and in such manner as the chairman of the meeting directs
- 45 Content of proxy notices**
- 45 1 Proxies may only validly be appointed by a notice in writing (**proxy notice**) which
- (a) states the name and address of the shareholder appointing the proxy,
 - (b) identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine, and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate
- 45 2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 45 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
- 45 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
- 46 Delivery of proxy notices etc.**
- 46 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
- 46 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
- 46 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

- 46 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

47 Amendments to resolutions

- 47 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if

- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
- (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution

- 47 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if

- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

- 47 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

ADMINISTRATIVE ARRANGEMENTS

48 Means of communication to be used

- 48 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 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

- 48 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

- 48 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

49 When a communication from the company is deemed received

- 49 1 Any document or information, if sent by first class post, shall be deemed to have been received on the day following that on which the envelope containing it is put into the post, or, if sent by second class post, shall be deemed to have been received on the second day following that on which the envelope containing it is put into the post and in proving that a document or information has been received it shall be sufficient to prove that the letter,

envelope or wrapper containing the document or information was properly addressed, prepaid and put into the post

49 2 Any document or information not sent by post but left at a registered address or address at which a document or information may be received shall be deemed to have been received on the day it was so left

49 3 Any document or information, if sent or supplied by electronic means, shall be deemed to have been received on the day on which the document or information was sent or supplied by or on behalf of the company

49 4 If the company receives a delivery failure notification following a communication by electronic means in accordance with paragraph 49 3, the company shall send or supply the document or information in hard copy or electronic form (but not by electronic means) to the shareholder either personally or by post addressed to the shareholder at his registered address or by leaving it at that address This shall not affect when the document or information was deemed to be received in accordance with paragraph 49 3

49 5 Every person who becomes entitled to a share shall be bound by every notice in respect of that share which before his name is entered in the register of members was given to the person from whom he derives his title to the share

50 Notices in writing given to the company by majority shareholders

Any notice in writing given to the company by the holders of a majority of the shares shall take effect when it is lodged at the registered office or produced to any directors' meeting

51 Company seals

51 1 Any common seal may only be used by the authority of the directors or of a committee of the directors

51 2 The directors may decide by what means and in what form any common seal is to be used

51 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

51 4 For the purposes of this article, an authorised person is

- (a) any director of the company,
- (b) the company secretary (if any), or
- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

51 5 The company may exercise the powers conferred by the Companies Act with regard to having official seals and those powers shall be vested in the directors Subject to the Companies Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, and affixed in such manner as the directors may from time to time determine

ACCOUNTS AND FINANCIAL INFORMATION

52 Publication of accounts and financial information

- 52 1 The company must publish as soon as soon as possible after the end of each of its financial years
- (a) its annual accounts and reports for that year (within the meaning given by section 471 of the Companies Act),
 - (b) the name of each bank and building society that transferred money to the company in that year and the amount transferred by each one,
 - (c) the name of each bank and building society in respect of whose accounts payments were made by the company in that year following repayment claims and, in relation to each of those banks and building societies, the total of the payments made, and
 - (d) the total amount transferred in that year to the body or bodies for the time being specified in section 16(1) of the Dormant Accounts Act
- 52 2 For the purposes of article 52 1(c), where an account was previously operated by a bank or building society as part of a business currently carried on by another bank or building society (**successor**), the account is treated as that of the successor

DIRECTORS' INDEMNITY AND INSURANCE

53 Indemnity

- 53 1 Subject to paragraph 53 5, a relevant director of the company may be indemnified out of the company's assets against
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company, and
 - (b) any other liability incurred by that director as an officer of the company
- 53 2 The company may fund the expenditure of a relevant director of the company for the purposes permitted under the Companies Act and the Dormant Accounts Act and may do anything to enable such relevant director to avoid incurring such expenditure as provided in the Companies Act
- 53 3 No relevant director of the company shall be accountable to the company or the shareholders for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company
- 53 4 The powers given by this article shall not limit any general powers of the company to grant indemnities, purchase and maintain insurance or provide funds (whether by way of loan or otherwise) to any person in connection with any legal or regulatory proceedings or applications for relief
- 53 5 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act, the Dormant Accounts Act or by any other provision of law

53 6 In this article and in article 54, a **relevant director** means any director or former director of the company

54 Insurance

54 1 Subject to article 7, 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

54 2 In this article, 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

WINDING UP

55 Surplus assets on winding up

Upon the winding up of the company, any surplus assets of the company remaining after the satisfaction of all debts and liabilities may be invested but will be made available to any reclaim fund to which some or all of the company's liabilities to customers under section 1(2) of the Dormant Accounts Act are assumed or transferred