

Company Number: 07596400

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
UKTV MEDIA HOLDINGS LIMITED
(the "Company")

SATURDAY



Circulated on 11 June 2019 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose the passing of the following resolutions (the "Resolutions"), as special resolutions:

SPECIAL RESOLUTIONS

1. **THAT** each of the issued A ordinary shares of £1.00 each in the capital of the Company shall be converted into and re-designated as L ordinary shares of £1.00 each in the capital of the Company having the rights attaching to those shares as set out in the articles of association to be adopted pursuant to resolution 3.
2. **THAT** each of the issued B ordinary shares of £1.00 each in the capital of the Company shall be converted into and re-designated as E ordinary shares of £1.00 each in the capital of the Company having the rights attaching to those shares as set out in the articles of association to be adopted pursuant to resolution 3.
3. **THAT** the articles of association in the form attached hereto, be approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

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

We, the undersigned, being the eligible members entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

For and on behalf of Southbank Media Ltd by JULIAN PITCHER
its attorney pursuant to a power of attorney dated 6 March 2019

Signed 

Date 11 June 2019

For and on behalf of BBC Studios Distribution Limited

Signed

Date 11 June 2019

For and on behalf of BBC Studios Investments Limited

Signed

Date 11 June 2019

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For and on behalf of **Southbank Media Ltd**

Signed

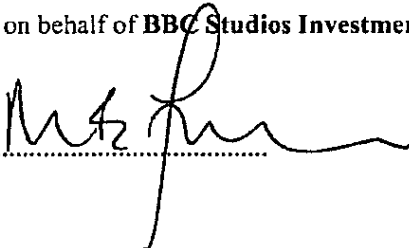
Date 2019

For and on behalf of **BBC Studios Distribution Limited**

Signed 

Date 11 June 2019

For and on behalf of **BBC Studios Investments Limited**

Signed 

Date 11 June 2019

EXPLANATORY NOTES FOR SHAREHOLDERS:

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by using one of the following methods:
 - **BY POST:** by returning the signed copy by post to CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF, United Kingdom marked for the attention of Kate Blumhof.
 - **BY E-MAIL:** by attaching a scanned copy of the signed document to an e-mail and sending it to kate.blumhof@cms-cmno.com.
2. If you do not agree to the above Resolutions, you do not need to do anything.
3. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, within the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that signification of your agreement reaches us before or on this date.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

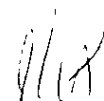
DATED 11 July 2019 **2019**

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
UKTV MEDIA HOLDINGS LIMITED

(as adopted by special resolution passed on

11 July 2019)



Company No: 07596400

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

UKTV MEDIA HOLDINGS LIMITED

(as adopted by special resolution passed on 11 Jun 2014)

DEFINITIONS

"Act" means the Companies Act 2006,

"Associate" means in relation to any Member or person a person or other entity which is a direct or indirect subsidiary of it or which directly or indirectly controls it,

"Board" means the board of directors of the Company from time to time,

"Business Day" means a weekday (not including Saturday) on which banks in London are open for business,

"control" shall have the meaning given to it in Part 1 of Schedule 2 to the Broadcasting Act 1990 as amended by Part 1 of Schedule 2 to the Broadcasting Act 1996 and by section 357(1) of the Communications Act 2003 and **"controlled"** shall be construed accordingly,¹

"director" means a director of the Company,

"E Ordinary Shares" means the "E" Ordinary Shares of £1 each in the capital of the Company,

"L Ordinary Shares" means the "L" Ordinary Shares of £1 each in the capital of the Company,

"Members" means the shareholders from time to time in the Company and **"Member"** means any one of them,

"Shareholders' Agreement" means any agreement from time to time between the Company and each of its Members regulating the basis on which the Company's business is to be conducted,

"Shareholder Directors" means the directors appointed by the Members from time to time in accordance with the provisions of Articles 23 to 26,

"Shares" means shares (including but not limited to L Ordinary Shares and E Ordinary Shares) in the capital of the Company from time to time and any interest in any such shares and **"Share"** shall be construed accordingly,

"Unanimous Shareholders' Decision" means a resolution

- (a) in writing of the Members entitled to vote which has been signed by or on behalf of each such Member, or
- (b) of the Members entitled to vote passed at a general meeting of the Company at which the votes cast in favour of such a resolution represent all of the votes entitled to be cast on that resolution

¹ CMS Note: Citations to be double checked.

“subsidiary”, “subsidiary undertaking”, “holding company”, “group undertaking”, “parent undertaking” and “wholly owned subsidiary” shall each have the meaning given to those expressions in the Act,

Except as specifically otherwise provided, references in these Articles to statutes, bye-laws, regulations and delegated legislation shall include any statute, bye-law, Regulation or delegated legislation (whether made before or after the date of adoption of these Articles) modifying, re-enacting, extending or made pursuant to the same or which is modified re-enacted or extended by the same or pursuant to which the same is made

PRELIMINARY

1.

1.1 In these Articles “Table A” means Table A as attached as the appendix to these Articles and being the form of Table A prescribed in the Companies (Tables A to F) Regulations 1985 (as amended by SI 2007/2541 and SI 2007/2826)

1.2 The regulations contained in Table A save as excluded or varied by or inconsistent with these Articles shall apply to the Company and together with these Articles shall constitute the regulations of the Company

LIABILITY OF MEMBERS

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

SHARE CAPITAL AND RIGHTS ATTACHING TO SHARES

3. The share capital of the Company at the date of adoption of these Articles shall be divided into L Ordinary Shares of £1.00 each and E Ordinary Shares of £1.00 each.

4. The L Ordinary Shares and the E Ordinary Shares shall be separate classes of shares but, save as provided in these Articles, the L Ordinary Shares and the E Ordinary Shares shall rank *pari passu* in all respects.

5. Notwithstanding any other provision of these Articles, if at any point the holders of the L Ordinary Shares have no further rights to income or on a return of capital pursuant to Articles 7 or 8.1 respectively then all other rights attaching to the L Ordinary Shares shall lapse and for the avoidance of doubt (i) the holders of the L Ordinary Shares will have no right to appoint any Shareholder Directors and (ii) the L Ordinary Shares will not confer any voting rights on the shareholders and (iii) no holder of L Ordinary Shares and no L Shareholder Directors shall be entitled to vote on any matter and shall not be required for a quorum or for the passing of any board or shareholder resolution.

INCOME

6. Subject to Article 7 below, the E Ordinary Shares shall confer on the holders of E Ordinary Shares (as a class), to the exclusion of the holders of shares of any other class, the right to participate in any and all dividends and distributions of the Company.

7. The L Ordinary Shares shall confer on the holders of L Ordinary Shares (as a class), to the exclusion of the holders of shares of any other class, the right to participate in any and all dividends and distributions of the Company as shall be derived from any shares or other interest

for the time being (and from time to time) owned by it in the Company's subsidiary company [] Limited.

RETURN OF CAPITAL

8. On a return of capital on winding-up or otherwise (but not in respect of any conversion, redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its debts and liabilities shall be applied as follows:
 - 8.1 first to the holders of the L Ordinary Shares (as a class) to the exclusion of the holders of shares of any other class, the right to participate in any and all distributions of the Company as shall be derived from any shares or other interest for the time being (and from time to time) owned by it in the Company's subsidiary company [] Limited.; and
 - 8.2 second the remainder (after the return set out in Article 8.1 above to the holders of the E Ordinary Shares (as a class).

ALLOTMENT OF SHARES

9. No Shares may be allotted or issued to any person save by a Unanimous Shareholders' Decision. Subject to the provisions of the Acts and otherwise on such terms as the Company may by Unanimous Shareholders' Decision determine:
 - 9.1 any Share may be issued on terms that it is or at the option of the Company or the members is to be liable to be redeemed,
 - 9.2 the Company may purchase any of its own Shares, and
 - 9.3 the Company may make a payment in respect of the purchase or redemption of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares.

TRANSFERS OF SHARES

10.
 - 10.1 No Share or any interest therein shall be sold, transferred, charged, made subject to any option lien (other than in favour of the Company) or encumbrance, or otherwise disposed of by any Member or other person entitled thereto otherwise than in accordance with the terms of any Shareholders' Agreement and these Articles.
 - 10.2 The Board shall decline to register any transfer of any Share whether or not it is a fully paid Share other than any transfer made in accordance with any Shareholders' Agreement which transfer shall be registered Regulations 24 and 26 of Table A shall not apply to the Company.
 - 10.3 The instrument of transfer of a Share shall be signed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the register of members of the Company in respect of it provided that in the case of a partly paid Share the instrument of transfer must also be signed by the transferee. Regulation 23 of Table A shall not apply to the Company.

GENERAL MEETINGS

11. No business shall be transacted at any general meeting unless a quorum is present at the time which the meeting proceeds in business and throughout the meeting. Two persons entitled to vote upon the business to be transacted, at least one being an L Shareholder and at least one

being a E Shareholder (or their relevant proxies if an individual or duly authorised representative if a company), shall be a quorum Regulation 40 of Table A shall not apply.

12. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved Regulation 41 of Table A shall not apply.
13. A poll may be demanded by the chairman or by any Member present in person or by proxy and entitled to vote, Regulation 46 of Table A shall be modified accordingly.
14. The chairman shall not have a casting vote in the case of an equality of votes whether on a show of hands or on a poll.
15. The L Ordinary Shares shall not confer the right to vote either on a show of hands or on a poll upon a resolution for the appointment or removal from office of a E Shareholder Director.
16. The E Ordinary Shares shall not confer the right to vote either on a show of hands or on a poll upon a resolution for the appointment or removal from office of an L Shareholder Director.

VOTES OF MEMBERS

17. Subject to any special rights or restrictions attached to any Shares, on a show of hands every Member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote for each Share of which he is the holder and on a poll every Member shall have one vote for each Share of which he is the holder Regulation 54 of Table A shall not apply.
18. An instrument appointing a proxy may be deposited at such place (if any) as may be specified for that purpose in the notice convening the meeting (or if no place is specified at the registered office of the Company) at or before the time appointed for the holding of the meeting or adjourned meeting or for the taking of the poll at which it is to be used provided that such instrument shall be deemed to have been duly left at the place and time at which an intimation by fax, telex or cable is received from any member and sent to the Company at the place (or the office) where the proxy is to be left. An instrument appointing a proxy may also be produced at the commencement of the meeting at which it is to be used.
19. Subject to the provisions of the Acts, anything which may be done:
 - 19.1 by resolution of the Company in general meeting, or
 - 19.2 by resolution of a meeting of any class of Members of the Company,may be done without a meeting and without any previous notice being requested by resolution in writing consisting of one or more documents in like form signed by or on behalf of all the Members who at the date of the resolution would be entitled to attend and vote at such meeting.

DIRECTORS

20. Immediately prior to a Member ceasing to be a shareholder of the Company it shall procure the resignation of any Shareholder Director it has appointed to the Board. As part of such

resignation such Member shall deliver or procure that such director shall deliver to the Company an executed letter acknowledging that he has no claim of any nature outstanding including any claim for director's fees or compensation for wrongful dismissal or unfair dismissal or entitlement to any payment for redundancy or in respect of any other moneys or benefits due to him from the Company arising out of his office as such director or such resignation. If such Shareholder Director has a separate service contract or written agreement with the Company which has been approved by the Board then any outstanding claim under such contract or agreement may be excluded from such letter.

21. A director may be paid such remuneration by way of salary, commission or percentage of profits or otherwise as the directors may determine and the directors may from time to time determine that instead of or in addition to the payment by the Company of remuneration to any director the Company shall pay to any other company which remunerates, employs or engages such director a charge for the services of such director of an amount and on such other terms as shall be agreed between the directors and such other company. Regulation 82 of Table A shall be modified accordingly.
22. A director shall not require a share qualification and shall be entitled to attend and speak at any general meeting of or at any separate meeting of the holders of any class of Shares.

APPOINTMENT, REMOVAL AND RETIREMENT OF DIRECTORS

23. The holders of a majority of L Ordinary Shares may from time to time appoint any person to be an L Shareholder Director but no more than three persons shall at any one time hold office by virtue of an appointment by holders of L Ordinary Shares under this Article. Each Director appointed under this Article is designated an L Shareholder Director. Each L Shareholder Director may at any time be removed from office by the holders of a majority of the L Ordinary Shares and Regulation 64 of Table A shall be modified accordingly.
24. The holders of a majority of E Ordinary Shares may from time to time appoint any person to be a E Shareholder Director but no more than three persons shall at any one time hold office by virtue of an appointment by the holders of E Ordinary Shares under this Article. Each director appointed under this Article is designated a E Shareholder Director. Each E Shareholder Director may at any time be removed from office by the holders of a majority of the E Ordinary Shares and Regulation 64 of Table A shall be modified accordingly.
25. An appointment or removal shall be made in writing under the hands of the holders for the time being of the Shares in whom the power of appointment or removal is vested or their duly authorised agents and shall take effect on and from the date on which notice in writing of it is lodged at the registered office of the Company or delivered to the secretary or to a meeting of the directors.
26. The Board shall have no authority to appoint, remove or replace any Shareholder Director.
27. In addition to the Shareholder Directors the Shareholder Directors may from time to time appoint such executive directors as it may consider appropriate (each an "**Executive Director**"). No Executive Director may be appointed unless the Members have by Unanimous Shareholder Decision agreed to the appointment of such Executive Director. Any Executive Director may at any time be removed from office either by the holders of a majority of the L Ordinary Shares or

by the holders of a majority of the E Ordinary Shares and Regulation 64 of Table A shall be modified accordingly.

28. The Company shall remove any Executive Director upon being so requested by any Member or Members constituting the requisite majority in accordance with Article 27.
29. The directors shall not be required to retire by rotation and accordingly Regulations 76 to 79 of Table A shall not apply to the Company.
30. There shall be no retiring age for directors and sub-sections (1) to (6) inclusive of Section 293 of the Act shall not if otherwise applicable apply to the Company.
31. The office of a director shall be vacated if:
 - 31.1 (not being a director who has agreed to serve as a director for a fixed and still current term) by notice in writing to the Company he resigns the office of director, or
 - 31.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - 31.3 he ceases to be a director by virtue of any provision of the Acts or he becomes prohibited by law from being a director, or
 - 31.4 he ceases to be a director by virtue of any provision of the Acts (other than Section 293 of the Act) or of these Articles or of any resolution duly passed pursuant to any such provision.

Regulation 81 of Table A shall not apply to the Company.

ALTERNATE DIRECTORS

32. Regulation 65 of Table A (appointment of alternate directors) shall apply as if the words “approved by resolution of the directors and” were deleted.
33. A director or any other person may act as alternate director to represent more than one director and an alternate director shall be entitled to one vote for every director whom he represents in addition to his own vote (if any) as a director.

PROCEEDINGS OF DIRECTORS

34. Meetings of the Board and any committee of the directors shall be convened in accordance with the provisions of the Articles and with all applicable laws and shall be held at such place in the United Kingdom as the Shareholder Directors may agree or in the absence of agreement at the Company’s principal place of business for the time being. The Board may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit but shall meet at a board meeting convened by the Chairman at least once in every two months and additionally within seven days of receipt by the Company of written notice from any Shareholder Director or Member convening a meeting Meetings (including those of any committee of the directors) shall be convened by not less than five Business Days’ written notice accompanied by a short written agenda specifying the business proposed to be transacted provided that (i) all the Shareholder Directors (or their alternates) may agree in relation to a particular meeting that the length of the notice period may be reduced and (ii) a meeting may be held on shorter notice (not being less than one Business Day’s written notice) in the case of emergency Notice of any meeting of the Board or of any committee of the directors shall be given to each director (and his alternate) and to the Secretary of the Company. If a meeting of the Board or of any committee of the directors is convened by or at the request of L Shareholder

Director or a Member the notice shall also include all matters requested by any such Shareholder Director (or his alternate) or any such Member. Any Shareholder Director (and their alternates) and the Secretary of the Company may request that further matters be added to the agenda for discussion provided that nothing in this Article shall prevent L Shareholder Director from raising any matter for discussion at any meeting of the Board on less than two Business Days' notice in writing.

35. No meeting of the Board or of any committee of the directors may proceed to business or transact any business unless at least one L Shareholder Director and at least one E Shareholder Director being together a quorum are present or represented at the start of and throughout such meeting. The first sentence of Regulation 89 of Table A shall not apply to the Company.
36. Except as otherwise provided in these Articles at any meeting of the Board or of any committee of the directors each director shall be entitled to cast one vote on each issue put to the vote. If at any meeting of the Board, fewer than three L Shareholder Directors are present, those L Shareholder Directors present at such meeting shall be entitled to cast in aggregate three votes on each issue put to the vote. If at any meeting of the Board, fewer than three E Shareholder Directors are present, those E Shareholder Directors present at the meeting shall be entitled to cast in aggregate three votes on each issue put to the vote.
37. In the case of any equality of votes at a meeting of directors or of any committee of the directors the Chairman shall not have a casting vote. The fifth sentence of Regulation 88 of Table A shall not apply to the Company.
38. The Members and each Shareholder Director shall and in its or his capacity as a Member and/or director of the Company be entitled to vote and to count as present for the purposes of calculating the quorum in connection with the approval by the Company of any agreement, transaction or arrangement in or to which (as applicable) that Shareholder Director or as appropriate Member appointing such director or any of its Associates is an interested party and in connection with any revisions or amendments to or waiver of any rights under any such agreement, transaction or arrangement provided that the interest therein has been disclosed beforehand to the Board and Regulations 94 and 95 of Table A shall be modified accordingly.
39. Any director for the time being absent from the United Kingdom may supply to the secretary an address whether or not within the United Kingdom to which notices of meetings of the directors may be sent and shall then be entitled to receive at such address notice of such meetings. Regulations 66 and 88 of Table A shall be modified accordingly.
40. Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
41. A resolution signed by all the directors entitled to notice of and to vote at a meeting of the directors or of a committee of directors (which resolution may consist of one or more documents in the like form each signed by one or more of the said directors or the said members of such committee) or a resolution to which every such director or every such member of the committee has signified his approval in writing (including by fax) or by cable, telegram or telex

shall be as valid and effectual as if it had been passed at a meeting of the directors or such committee (as the case may be) duly called and constituted For the purposes of this Article, the signature or approval of an alternate director entitled to notice of a meeting of directors shall suffice in lieu of the signature of the director appointing him but a resolution signed by an alternate director need not also be signed by his appointor and if it is signed by a director who has appointed an alternate director it need not be signed by the alternate director in that capacity Regulation 93 of Table A shall not apply to the Company.

THE SEAL

42. If the Company has a seal it shall only be used with the authority of the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

NOTICES

43. A notice sent by post shall be deemed to be given at the expiration of 24 hours after the envelope containing it was posted if sent to an address within the country of posting by first class mail and if otherwise after the expiration of 72 hours. Regulation 115 of Table A shall be amended accordingly.

WINDING UP

44. Regulation 117 of Table A shall be read and construed as if the words “with the like sanction” were inserted immediately before the words “determine how the division shall be earned out”.

INDEMNITY

45. Subject to the provisions of the Acts, every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court.
- 45.1 The directors shall have power to purchase and maintain for any director or officer of or the auditors to the Company insurance against any such liability as is referred to in Section 532 of the Act to the extent permitted by Sections 533 to 536 of the Act and only with the prior approval of at least one L Shareholder Director and one E Shareholder Director.
- 45.2 Regulation 118 of Table A shall not apply to the Company.

MISCELLANEOUS

46. If the Company shall at any time be required by any competent body or authority to file at Companies Registration Office or other public registry any document referred to in these Articles pursuant to the Act or related legislation, if any member shall so elect by written notice to the other members each member shall be obliged to exercise all rights and powers (including without limit voting rights) available to it under these Articles or otherwise so as to amend or procure the amendments of these Articles in order to ensure that the operative provisions of any such document as is referred to are included or incorporated suitably within these Articles and

otherwise to ensure that by lawful means such obligation to file that document at such Registry and to comply with such legislation is satisfied.

APPENDIX

TABLE A

COMPANIES (TABLES A TO F) REGULATIONS 1985

AS AMENDED BY SI 2007/2541 and SI 2007/2826

TABLE A

REGULATIONS FOR MANAGEMENT OF A (PRIVATE) COMPANY LIMITED BY SHARES

(As prescribed by the Companies (Tables A to F) Regulations 1985 as amended by SI 2007/2541 and SI 2007/2826)

INTERPRETATION

1. In these regulations

“the Act”	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force,
“the articles”	means the articles of the company,
“clear days”	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,
“communication”	means the same as in the Electronic Communications Act 2000,
“electronic communication”	means the same as in the Electronic Communications Act 2000,
“executed”	includes any mode of execution,
“office”	means the registered office of the company,
“the holder”	in relation to shares means the member whose name is entered in the register of members as the holder of the shares,
“the seal”	means the common seal of the company,
“secretary”	means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary,
“the United Kingdom”	means Great Britain and Northern Ireland

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company

SHARE CAPITAL

2. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the company may by ordinary resolution determine.
3. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the company or the holder on such terms and in such manner as may be provided by the articles.
4. The company may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.
5. Except as required by law, no person shall be recognised by the company as holding any share upon any trust and (except as otherwise provided by the articles or by law) the company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

SHARE CERTIFICATES

6. Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.
7. If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably inclined by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate.

LIEN

8. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien on a share shall extend to any amount payable in respect of it
9. The company may sell in such manner as the directors determine any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after notice has been given to the holder of the share or to the person entitled to it in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.

10. To give effect to a sale the directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
11. The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES AND FORFEITURE

12. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made.
13. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.
14. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
15. If a call remains unpaid after it has become due and payable the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, at the appropriate rate (as defined by the Act) but the directors may waive payment of the interest wholly or in part.
16. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call and if it is not paid the provisions of the articles shall apply as if that amount had become due and payable by virtue of a call.
17. Subject to the terms of allotment, the directors may make arrangements on the issue of shares for a difference between the holders in the amounts and times of payment of calls on their shares.
18. If a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.
19. If the notice is not complied with any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.

20. Subject to the provisions of the Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.
21. A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the company for cancellation the certificate for the shares forfeited but shall remain liable to the company for all moneys which at the date of forfeiture were presently payable by him to the company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the appropriate rate (as defined in the Act) from the date of forfeiture until payment but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.
22. A statutory declaration by a director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

TRANSFER OF SHARES

23. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee
24. The directors may refuse to register the transfer of a share which is not fully paid to a person of whom they do not approve and they may refuse to register the transfer of a share on which the company has a lien They may also refuse to register a transfer unless –
- (a) it is lodged at the office or at such other 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 only one class of shares, and
 - (c) it is in favour of not more than four transferees
25. If the directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal
26. The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine
27. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.

28. The company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

TRANSMISSION OF SHARES

29. If a member dies the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the company as having any title to his interest, but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
30. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
31. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any meeting of the company or at any separate meeting of the holders of any class of shares in the company.

ALTERATION OF SHARE CAPITAL

32. The company may by ordinary resolution –
- (a) increase its share capital by new shares of such amount as the resolution prescribes,
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares,
 - (c) subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others, and
 - (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
33. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Act, the company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

34. Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

PURCHASE OF OWN SHARES

35. Subject to the provisions of the Act, the company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares.

GENERAL MEETINGS

36. [DELETED]
37. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting.

NOTICE OF GENERAL MEETINGS

38. General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety per cent in nominal value of the shares giving that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.

39. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

40. No business shall be transacted at any meeting unless a quorum is present Save in the case of a company with a single member two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum
41. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine
42. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
43. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

44. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the company.
45. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
46. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded –
- (a) by the chairman, or
 - (b) by at least two members having the right to vote at the meeting, or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, or
 - (d) by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right,
- and a demand by a person as proxy for a member shall be the same as a demand by the member.
47. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
48. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
49. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
50. [DELETED]
51. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
52. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

53. [DELETED]

VOTES OF MEMBERS

54. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, unless the proxy (in either case) or the representative is himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.
55. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register of members
56. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonus or other person authorised in that behalf appointed by that court, and any such receiver, curator bonus or other person may, on a poll, vote by proxy Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable
57. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid
58. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive
59. On a poll votes may be given either personally or by proxy A member may appoint more than one proxy to attend on the same occasion
60. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

“[] PLC/Limited

I/We, [], of [], being a [] member/members of the above-named company, hereby appoint [] of [], or failing him, [] of [], as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the company to be held on [] 20[], and at any adjournment thereof

Signed on [] 20[]”

61. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) –

“[] PLC/Limited
I/We, [], of [], being a [] member/members of the above-named company, hereby appoint [] of [], or failing him, [] of [], as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the company to be held on [] 20[], and at any adjournment thereof

Signed on [] 20[]”

This form is to be used in respect of the resolutions mentioned below as follows

Resolution No 1 *for *against

Resolution No 2 *for *against

*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

Signed this [] day of [] 20[]”

62. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may -

- (a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
 - (aa) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications -
 - (I) in the notice convening the meeting, or
 - (II) in any instrument of proxy sent out by the company in relation to the meeting, or
 - (III) in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting,
- be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote,
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or
 - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director,

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid

In this regulation and the next, “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications

63. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

NUMBER OF DIRECTORS

64. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two

ALTERNATE DIRECTORS

65. Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
66. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate director But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
67. An alternate director shall cease to be an alternate director if his appointor ceases to be a director, but, if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment
68. Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors
69. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him

POWERS OF DIRECTORS

70. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors

71. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers

DELEGATION OF DIRECTORS' POWERS

72. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

73. [DELETED]
74. [DELETED]
75. [DELETED]
76. No person shall be appointed or reappointed a director at any general meeting unless—
- (a) he is recommended by the directors, or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed
77. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the company's register of directors
78. The company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire
79. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors
80. [DELETED]

DISQUALIFICATION AND REMOVAL OF DIRECTORS

81. The office of a director shall be vacated if –

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) he is, or may be, suffering from mental disorder and either—
 - (I) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (II) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonus or other person to exercise powers with respect to his property or affairs, or
- (d) he resigns his office by notice to the company, or
- (e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated

REMUNERATION OF DIRECTORS

82. The directors shall be entitled to such remuneration as the company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

DIRECTORS' EXPENSES

83. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the discharge of their duties

DIRECTORS' APPOINTMENTS AND INTERESTS

84. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. 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 the contract of service between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.
85. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office—
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested,

- (b) 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
- (c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit

86. For the purposes of regulation 85 -

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified, and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

DIRECTORS' GRATUITIES AND PENSIONS

87. The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit

PROCEEDINGS OF DIRECTORS

- 88. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
- 89. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
- 90. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting
- 91. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present

within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting

92. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote
93. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors, but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity
94. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his interest or duty arises only because the case falls within one or more of the following paragraphs -
- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the company or any of its subsidiaries,
 - (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security,
 - (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures, or other securities of the company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the company or any of its subsidiaries for subscription, purchase or exchange,
 - (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise

95. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote
96. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors

97. 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 for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment
98. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive

SECRETARY

99. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them

MINUTES

100. The directors shall cause minutes to be made in books kept for the purpose -
- (a) of all appointments of officers made by the directors, and
 - (b) of all proceedings at meetings of the company, of the holders of any class of shares in the company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting

THE SEAL

101. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

DIVIDENDS

102. Subject to the provisions of the Act, the company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors
103. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights
104. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares

during any portion or portions of the period in respect of which the dividend is paid, but, if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly

105. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees
106. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the company Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share
107. No dividend or other moneys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached to the share
108. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company

ACCOUNTS

109. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company

CAPITALISATION OF PROFITS

110. The directors may with the authority of an ordinary resolution of the company—
- (a) subject as hereinafter provided, resolve to capitalise any undivided profits of the company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the company's share premium account or capital redemption reserve,
 - (b) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this regulation, only be applied in paying up unissued shares to be allotted to members credited as fully paid,

- (c) make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this regulation in fractions, and
- (d) authorise any person to enter on behalf of all the members concerned into an agreement with the company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members

NOTICES

- 111. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice In this regulation, “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications
- 112. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the company by the member In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company In this regulation and the next, “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications
- 113. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called
- 114. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title
- 115. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.
- 116. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by the articles for the giving of notice to a member, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt or by any like description at the address, if any, within the United Kingdom supplied for that purpose by the persons claiming to

be so entitled Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred

WINDING UP

117. If the company is wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability

INDEMNITY

118. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company