

Company Number 07749739

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

OF

ALMSHOUSE CONSORTIUM LIMITED

(the Company)

Circulation Date [16] February 2016

Pursuant to Chapter 2 of Part 13 to the Companies Act 2006, the members of the Company hereby propose the following resolution be passed as a special resolution (the **Resolution**)

SPECIAL RESOLUTION

THAT the draft articles of association produced to the meeting and, for the purposes of identification attached to this resolution, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association

Agreement

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

The undersigned, a person entitled to vote on the Resolution on the circulation date shown above, hereby irrevocably agrees to the Resolution

Signature

Anne Taylor

Print Name

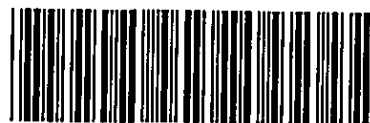
ANNE TAYLOR

Date

16 February 2016

Resolution to replace articles 160216

SATURDAY



A53L1EBU

A12

26/03/2016

#162

COMPANIES HOUSE

Notes

- 1) If you agree to the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to Alice Overton at Devonshires Solicitors LLP of 30 Finsbury Circus, London EC2M 7DT
- 2) If you do not agree with the Resolution, you do not need to do anything – you will not be deemed to agree if you fail to reply
- 3) Once you have indicated your agreement to the Resolution you may not revoke your agreement
- 4) Unless, within 28 days of the circulation date, sufficient agreement has been received for the Resolution to pass then, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or on that date

ARTICLES OF ASSOCIATION

OF

ALMSHOUSE CONSORTIUM LIMITED



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THE COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of
ALMSHOUSE CONSORTIUM LIMITED

Definitions

1 In these Articles unless the context otherwise requires

the Articles	means the company's articles of association as they may be amended from time to time and references to numbered Articles will be construed accordingly
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
Board	means the Board of Directors of the Company or any meeting of that Board at which a quorum is present
chair	means a person appointed as chair and holding office as chair under these Articles
chair of the meeting	has the meaning given in Article 42
Charity	means an organisation registered with the Charity Commission (or any successor body thereto having the same or similar functions in respect of charities) under the law of England and Wales
clear days	means in relation to the period of a notice that period excluding the date 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
Companies Acts	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company
Corporation	means any body corporate

Director	means a Director of the Company, and includes any person occupying the position of Director, by whatever name called
document	includes, unless otherwise specified, any document sent or supplied in electronic form
electronic form	has the meaning given in section 1168 of the Companies Act 2006
executed	includes any mode of execution
Framework	means a framework agreement to which the Company and one or more Members are party or of which they have the benefit whether directly or by way of assignment, licence or otherwise and under which the Company receives grant from the HCA or the GLA for use by such Members
GLA	means the Greater London Authority
Group	in relation to any Member means that Member, its Subsidiaries, any body of which it is a Subsidiary and any Subsidiary of any such body and Group Member has a corresponding meaning
HCA	means the Homes and Communities Agency
Member	has the meaning given in section 112 of the Companies Act 2006
Objects	means the objects of the Company set out in Article 4
office	means the Company's registered office
ordinary resolution	has the meaning given in section 282 of the Companies Act 2006
participate	in relation to a Board meeting, has the meaning given in Article 14
proxy notice	has the meaning given in Article 56
the Seal	means the common seal of the Company
Secretary	means the Company secretary or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
special resolution	has the meaning given in section 283 of the Companies Act 2006
subsidiary	has the meaning given in section 1159 of the

Companies Act 2006

United Kingdom

means the United Kingdom of Great Britain and Northern Ireland

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

Interpretation

2 In these Articles

- 2 1 words or expressions defined in the Companies Acts on the date of adoption of these Articles bear the meaning given to them there
- 2 2 a reference to a person shall, unless the context requires otherwise, include a body corporate, a reference to the singular shall include the plural, and a reference to the masculine shall include the feminine and vice versa

Registered Office

- 3 The Company's registered office is situated in England and Wales

OBJECTS; LIABILITY, WINDING UP

Objects

- 4 The Company's Objects shall be to carry on the business of a general commercial company and, in addition and without prejudice to the generality of the foregoing, the further Objects of the Company are to
 - 4 1 enter into Frameworks with the HCA or the GLA and any other similar authorities,
 - 4 2 pass the proceeds of any grant received on to its Members,
 - 4 3 perform its obligations under the Frameworks,
 - 4 4 administer the grant received under the Frameworks,
 - 4 5 recruit and assist in the recruitment of workers for the promotion of the Objects of the Company
 - 4 6 make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of current and former employees and their widows and other dependants
 - 4 7 insure its property and assets and arrange insurance cover for and (to the extent permitted by law from time to time) to indemnify its Directors, Members, and workers from and against all such risks incurred in the proper performance of their duties as it shall consider appropriate and in particular to purchase and maintain for any Director, other officer or auditor of the Company insurance against any liability against which the Company may lawfully insure any such persons including (without prejudice to the generality of the foregoing) any liability which by virtue of any rule of law would attach to him in respect of any negligence, default, breach of duty or breach of trust of which he

may be guilty in relation to the Company and, to such extent as may be permitted by law, otherwise to indemnify or to exempt any such person against or from any such liability

- 4 8 acquire, manage, dispose of, deal in, or hold as an investment any property or assets wherever situate and to demolish, construct, improve, alter, furnish and maintain the same (including procuring such works)
- 4 9 invest any of the Company's funds in any investment from time to time authorised by the law and to secure the repayment of any money lent and to carry on the business of an investment company
- 4 10 borrow money and enter into derivative transactions in such manner as the Company shall think fit
- 4 11 secure the Company's performance of any obligation or liability it may undertake or which may become binding on it
- 4 12 receive any money on deposit or loan upon such terms as the Company may approve and to guarantee and enter into indemnities in respect of the obligations and contracts of any third party
- 4 13 co-operate with and enter into any contracts or arrangements with and enter into any partnership or profit sharing arrangement with any persons or bodies
- 4 14 subscribe to, become a member of or amalgamate or co-operate with any other organisation, and acquire and undertake all such parts of the property assets liabilities and engagements as may be acquired or undertaken by the Company of any such organisation and to act and carry on business as a holding company
- 4 15 accept grants, donations, bequests and gifts for any or all of the Objects and deal with them in furtherance of the Objects
- 4 16 subject to such consents as may be required by law sell, transfer, lease, license, mortgage, charge by way of fixed or floating charge, dispose of or turn to account all or any of the Company's assets
- 4 17 accept, draw, discount, endorse, execute, negotiate and issue bills of exchange, promissory notes and other negotiable or transferable instruments and to operate bank accounts
- 4 18 undertake and execute or manage any trusts If the Company acquires any property which is subject to any trusts, it shall only deal with or invest in such party as allowed by such trusts
- 4 19 make donations, grants and loans to third parties on such terms as the Company thinks fit
- 4 20 promote research which is relevant to the Objects and to publish the results
- 4 21 pay the costs, charges and expenses of the Company's formation and registration
- 4 22 retain or pay any of the Company's net surplus or to make any distribution in furtherance of the Objects
- 4 23 enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges,

franchises and concessions and to carry out, exercise and comply with the same

- 4 24 apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation
- 4 25 subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object
- 4 26 do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others
- 4 27 do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of its Objects or any of them

AND it is hereby declared that in this article "company", except where used in reference to this company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "subsidiary" and "holding company" shall include, respectively, "subsidiary undertaking" and "parent undertaking", "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company

Limited Liability

- 5 The liability of the Members is limited to £10

Dissolution

- 6 If the Company is wound up or dissolved then any surplus assets, after provision has been made for all liabilities of the Company, will, unless the Members direct otherwise by special resolution, be distributed among the Members in shares pro rata to the amount of grant received by each Member

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

- 7 Subject to the Articles and to any restriction agreed by the Members, from time to time the Directors are responsible for the direction and management of the Company's business
- 8 For the purpose of Article 7 (above) the Directors may exercise all the powers of the Company No change to the Articles will invalidate any prior act of the Directors

Directors may delegate

- 9 (1) Subject to the Articles and to any restriction agreed by the Members from time to time, 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 and/or by appointment of an agent),
- (c) to such an extent,
- (d) in relation to such matters or territories, and
- (e) on such terms and conditions,

as they think fit

(2) If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated

(3) The Directors may revoke any delegation in whole or part, or alter its terms and conditions

Committees

- 10 (1) Committees to which the Board 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 the Board

(2) The Board may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

- 11 The general rule about decision-making by Directors is that any decision of the Board must be either a majority decision at a meeting or a decision taken in accordance with Article 12

Written Board Resolutions

- 12 A resolution in writing sent to all the Directors, or to members of a committee of the Board entitled to receive notice of a meeting of the Board (or of such committee) and to vote on that resolution, and signed or approved by electronic communication or written communication by not less than 75 per cent of them, shall be as valid and effective as if it had been passed at a meeting of the Board (or as the case may be a committee of the Board) duly convened and held and may consist of several documents in the like form each signed by one or more persons

Proceedings of the Board

- 13 (1) Any Director may call a Board meeting by giving notice of the meeting to the Directors or by authorising the Secretary (if any) to give such notice
- (2) Notice of any Board 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

(3) Notice of each Board meeting must be sent in writing at least 7 days before the meeting. This deadline can be shortened with the approval of all Directors.

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

Participation in Board meetings

14 (1) Subject to these Articles, Directors participate in a Board meeting, or part of a Board 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.

(2) In determining whether Directors are participating in a Board meeting, it is irrelevant where any Director is or how they communicate with each other.

(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.

(4) When a Director is unable to attend, that Director may appoint an alternate Director to participate in that meeting in accordance with article 14(5).

(5) Any director (other than an alternate director) (**Appointor**) may appoint as an alternate any other director, or any other person approved by resolution of the directors, to

- (a) exercise that director's powers, and
- (b) carry out that director's responsibilities,

in relation to the taking of decisions by the directors, in the absence of the alternate's Appointor.

(6) Any appointment or removal of an alternate director must be effected by notice in writing to the Company signed by the Appointor, or in any other manner approved by the directors.

(7) The notice must

- (a) identify the proposed alternate, and

- (b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of the director giving the notice

Quorum for Board meetings

- 15 (1) At a Board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another Board meeting
- (2) The quorum for transaction of business at a Board meeting may be fixed from time to time by a decision of the Board. Unless otherwise fixed, the quorum is 55% of all Directors including alternates

Chair

- 16 The Board shall appoint a Director to chair the Board. The chair shall hold office as chair until 31 March next following his or her appointment (or if less, for so long as they are a Director) as the Board determines. The chair may be re-elected for further terms of up to one year each (or if less, for so long as they are a Director). The Board may at any time remove the chair from office and appoint a replacement
- 17 Unless (s)he is unwilling to do so, the chair shall preside at every meeting of the Board at which (s)he is present. But if there is no chair, or if they are unwilling to proceed or are not present within 30 minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair the meeting

Voting at Board Meetings

- 18 Save as agreed between the Members, decisions of the Board are taken by a majority of the votes cast by its Directors
- 19 On each resolution of the Board each Director shall have one vote, subject to Article 21 (conflicts)
- 20 In case of a tie, the Chair shall not have a second or casting vote

Conflicts of interest

- 21 (1) Subject to the remaining provisions of this Article 21, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes
- (2) But if paragraph (3) applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes
- (3) This paragraph applies when—
 - (a) the Board resolves to disapply the provisions of the Articles which would otherwise prevent a Director (the **affected Director**) from being counted as participating in the decision-making process. The affected Director may not vote on, or participate in any discussion of, a Board resolution under this sub-paragraph (a), or
 - (b) the Director's interest cannot reasonably be regarded as likely to give

rise to a conflict of interest,

- (c) the decision being made involves and affects all Members equally and similarly, or
- (d) the transaction or arrangement is entry by the Member which appointed that Director into any Framework

(4) For the purposes of this Article, references to proposed decisions and decision-making processes include any Board meeting or part of a Board meeting

(5) Subject to paragraph (6), if a question arises at a meeting of the Board or of a committee of the Board as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any Director other than the chair is to be final and conclusive

(6) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the Board at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

Defect in Appointment or Disqualification

- 22 All acts done by a meeting of the Board or of a committee of the Board or by a person acting as a Director shall, notwithstanding that it is later discovered that there was a defect in their appointment or that they 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

Records of decisions to be kept

- 23 The Board 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 Board

Directors' discretion to make further rules

- 24 Subject to the Articles, the Board 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

Size and Composition of the Board

- 25 Unless otherwise determined by special resolution and subject to the other provisions of these Articles, there shall be no minimum or maximum number of Directors

Appointment and Retirement of Directors

26

- 26 1 Subject to Article 26 2, each Member shall appoint one Director to the Board at all times Each Director may remove and replace each such Director Each appointment and removal shall be by notice in writing to the office

26 2 No Director may be appointed save as provided in this Article 26

Termination of Director's appointment

- 27 A person is not eligible to be a Director, and ceases to be a Director, as soon as—
- 27 1 that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law,
- 27 2 a bankruptcy order is made against that person,
- 27 3 a composition is made with that person's creditors generally in satisfaction of that person's debts,
- 27 4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months,
- 27 5 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
- 27 6 he or she is removed by the Member which nominated him/her under Article 26 1,
- 27 7 the Director is removed by an ordinary resolution, or by a resolution of the Board It shall not be necessary to give special notice of a meeting called for the purpose of passing such resolution,
- 27 8 the Director dies,
- 27 9 the Director has been absent for three consecutive Board meetings without the permission of the Board and the Board resolves that he or she ceases to be a Director,
- 27 10 the Member which appointed the Director ceases to be a Member, or
- 27 11 any contract with the Company under which he or she holds office as a Director is terminated for any reason or expires

SECRETARIAL

Secretary; Minutes

28

- 28 1 Subject to the provisions of the Companies Acts, the secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they think fit, and may be removed and/or replaced by the Board
- 28 2 The secretary shall cause minutes to be made in books kept for the purpose -
- 28 2 1 of all appointments of officers made by the Board, and
- 28 2 2 of all proceedings at meetings of the Company and of the Board, and of committees of the Board and of any class or type of Member, including the names of the persons present at each such meeting

BECOMING AND CEASING TO BE A MEMBER

Admission of Members

- 29** The Board may admit Charities as Members of the Company in accordance with these Articles. No two or more Charities may be joint Members. The admission of a new Member is subject to such conditions as either the Board or the Members may determine in writing. In particular a Charity is only eligible to be a Member if that body is or proposes to become party to one or more Frameworks (whether as original signatory or as a licensee or under an equivalent arrangement)
- 30** Where a Member comprises the trustees from time to time of an unincorporated trust, those trustees will be treated as the same Member notwithstanding any change in their composition. Any such Member will
- 30 1** nominate trustees any of whom may attend general meetings of the Company on its behalf of the Member,
- 30 2** notify the Company promptly of any change in the composition of its trustees,
- 30 3** ensure that its trustees confer on any two of their number authority to execute documents in accordance with section 333 Charities Act 2011,
- 30 4** in the event that it transfers its assets and liabilities to a Charity Incorporated Organisation, be entitled to have that organisation registered as a Member in its place subject to such conditions as the Board may impose

Corporations

- 31** A corporation being a Member may nominate a person to act as its representative in the manner provided in Section 323 of the Companies Act 2006. Such representative shall have the right on behalf of the corporation to attend general meetings of the Company and vote thereat, and generally exercise all rights of Membership on behalf of the corporation. A corporation may from time to time revoke the nomination of such representative, and nominate another representative in their place. All such nominations and revocations shall be in writing and take effect upon receipt by the secretary. For the avoidance of doubt, more than one Member may appoint the same individual to act as their respective representative

Cessation of Membership

- 32** Subject to Article 33, a Member may resign from the Company by giving not less than 12 months' written notice to the Secretary and shall cease to be a Member on the expiry of such notice
- 33** A Member may not resign from the Company while it is still party to or bound by the terms of a Framework
- 34** A Member may be removed from the Company
- 34 1** by a special resolution at a general meeting of which not less than twenty-eight clear days' notice has been sent to the Member concerned and to all other Members. The notice shall specify the intention to propose such resolution and include the grounds on which it is proposed. The Member whose removal is proposed or their representative shall be entitled to attend and be heard at the meeting, or
- 34 2** by the Board if that Member ceases to be eligible to be a Member in accordance with Article 29,

- 34 3 if that Member does not become party to a Framework within six months, or such longer period as the Board may permit of admission as a Member,
- 34 4 if a Member ceases to be party to a Framework and has complied with any residual obligations under the Framework, or
- 34 5 in accordance with any agreement between the Members in force from time to time
- 35 A Member's rights are personal, may not be transferred and shall automatically cease if the Member becomes insolvent or is wound up

ORGANISATION OF GENERAL MEETINGS

Convening General Meetings

- 36 The Board may call general meetings and, on the requisition of Members pursuant to the Act, shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, or if within 28 days after delivery of a requisition to the Secretary a meeting required by this Article has not been convened, any Director or Member may call a general meeting
- 37 General Meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if a majority of the Members holding not less than ninety per cent of the total voting rights at the meeting of all Members agree
- 38 The notice shall specify the time and place and time of the meeting. Notice shall be given to all the Members, Directors and the Company's Auditors
- 39 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person shall not invalidate the proceedings at that meeting

Attendance at General Meetings

- 40 Any Member shall be entitled to appoint another person as its proxy to attend instead of it and any proxy so appointed shall have the same right as the Voting Member to speak and vote at the meeting
- 41 (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
(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
- (3) The Board may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other

(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

Chairing general meetings

42 (1) If the Board has appointed a chair, the chair shall chair general meetings if present and willing to do so

(2) If the Board has not appointed a chair, or if the chair is unwilling to chair the meeting or is not present within thirty minutes of the time at which a meeting was due to start, the meeting must appoint a Director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting

(3) The person chairing a meeting in accordance with this Article is referred to as the **chair of the meeting**

Quorum for General Meetings

43 No item of business, other than the appointment of the chair of the meeting, shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to transact that business. Unless otherwise agreed between the Members, 55% of all Members in person or by proxy shall be a quorum

44 Not used

45 Directors may attend and speak at general meetings, whether or not they are Members or representatives of Members

46 The chair of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting

Adjournment

47 (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 chair of the meeting must adjourn it

(2) The chair 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 chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner

(3) The chair of the meeting must adjourn a general meeting if directed to do so by the meeting

(4) When adjourning a general meeting, the chair 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 Board, and

- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

- (c) to the same persons to whom notice of the Company's general meetings is required to be given, and

- (d) containing the same information which such notice is required to contain

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

Participation in General Meetings

48 (1) Subject to these Articles, Members participate in a general meeting, or part of a general 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

(2) In determining whether Members are participating in a general meeting, it is irrelevant where any Member is or how they communicate with each other

(3) If all the Members 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

VOTING AT GENERAL MEETINGS

Voting: general

49 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

Errors and disputes

50 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

51 Any objection raised under Article 50 must be referred to the chair of the meeting whose decision is final

Poll votes

52 (1) A poll on a resolution may be demanded—

- (a) in advance of the general meeting where it is to be put to the vote, or

- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

(2) A poll may be demanded by—

- (c) the chair of the meeting,
- (d) the Board,
- (e) two or more persons having the right to vote on the resolution, or
- (f) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution

(3) A demand for a poll may be withdrawn if—

- (g) the poll has not yet been taken, and
- (h) the chair of the meeting consents to the withdrawal

(4) Polls must be taken immediately and in such manner as the chair of the meeting directs

(5) If a demand for a poll is withdrawn this shall not invalidate the result of a show of hands declared before the demand was made

(6) 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

(7) The result of a poll shall be the resolution of the meeting at which the poll was demanded

Votes of Members

53 On a show of hands or on a poll, every Member present in person or by proxy shall have one vote subject to Article 54

54 In case of a tie, the Chair of the meeting shall not have a second or casting vote

55 Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority shall be final 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

Content of proxy notices

56 (1) Proxies may only validly be appointed by a notice in writing (a proxy notice) which—

- (a) states the name and address of the member appointing the proxy,
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,

- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner (which may be by electronic communication) as the Board 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 to which they relate (which may be by electronic communication)
- (2) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
- (e) 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
 - (f) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

Delivery of proxy notices

- 57** (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person
- (2) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

Amendments to resolutions

- 58** (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 chair of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(c) the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

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

(3) If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution

Written resolutions of Members

59 Members may pass a written resolution in accordance with Part 13, Chapter 2 Companies Act 2006. In accordance with section 279(1)(a) of the Companies Act 2006, a proposed written resolution lapses if it is not passed before the end of three months beginning with the circulation date.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 60** (1) Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company
- (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
- (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
- (4) A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and of the purpose for which it was called
- (5) Proof that an envelope containing a notice was properly addressed, prepaid and posted 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

Company seals

- 61** (1) Any common seal may only be used by the authority of the Board
- (2) The Board may decide by what means and in what form any common seal is to be used
- (3) Unless otherwise decided by the Board, 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
- (4) For the purposes of this Article, an authorised person is—
- (a) any Director of the Company,
 - (b) the Secretary (if any), or
 - (c) any person authorised by the Board for the purpose of signing documents to which the common seal is applied
- (5) The Secretary shall keep and maintain a register of sealings together with the other records required by the Companies Acts

Provision for employees on cessation of business

- 62** The Board may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its Subsidiaries (other than a Director or former

Director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that Subsidiary

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

63 (1) Subject to paragraph (2), a relevant Director of the Company or an associated 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 or an associated company,
- (b) any liability incurred by that Director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that Director as an officer of the Company or an associated company

(2) This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

(3) In this Article—

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant Director" means any Director or former Director of the Company or an associated company

Insurance

64 (1) The Board 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

(2) In this Article—

- (a) a "relevant Director" means any Director or former Director of the company or an associated company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

Distributions

65

- 65 1 Subject to the requirements of the Companies Acts and at the sole discretion of the Board, the Company may distribute any of the profits of the Company available for distribution (the **distributable profits**) to the Members in shares pro rata to the grant received by each Member
- 65 2 Without prejudice to Article 65 1 the Board may at its discretion make an interim distribution to Members in respect of the amount which it anticipates will be payable to them under Article 65 1