

NOTIFICATION OF SPECIAL RESOLUTION

This is notification of a special resolution passed by WorkSpring, a company limited by guarantee incorporated on 14th February with Companies (registration number 07949599), hereby amends Clause 4 of the Charities Commission Articles of Association

This special resolution was passed on the day of 31st May 2012 at 31 Lydney Close, Southfields, SW19 6JN

Signed by



Gillian Macwhirter, Director

Please see the adopted articles attached

FRIDAY



A38 *A1A5OZAO*
01/06/2012 #127
COMPANIES HOUSE

AMENDMENT TO WORKSPRING'S ARTICLES OF ASSOCIATION IN ACCORDANCE WITH THE CHARITIES COMMISSION REGISTRATION

Companies House ref: INCORPORATION/INC08609/PS

Please note the following inclusions to the model articles of association.

- WorkSpring's object of charitable purposes is to provide the relief of unemployment

"The relief of unemployment for the public benefit in such ways as may be thought fit including the provision of technical assistance or business advice in order to provide training and employment opportunities for unemployed people."

Follows are the prior inclusions to the model articles of association as amended by a special resolution dated 13th February 2012:

- The articles of the company are the promotion or regulation of charity and anything incidental or conducive to any of those objects,
- Require its income to be applied in promoting its objects (the non-profit distribution clause)
- Require all the assets that would be otherwise be available to its members generally to be transferred on its winding up either –
 - i To another body with objects similar to its own; or
 - ii. To another body the objects of which are the promotion of charity and anything incidental or conducive thereto, (whether or not the body is a member of the company)

Signed by .



Date:



Amended Articles by Special Resolution dated 31st May

STATUTORY INSTRUMENTS

for Charitable Purposes to Relieve Poverty.

2008 No. 3229

COMPANIES

The Companies (Model Articles) Regulations 2008

Made	16th December 2008
Published in the London Gazette	7th December 2008
Coming into force	1st October 2009

The Secretary of State makes in following Regulations in exercise of the powers conferred by section 19 of the Companies Act 2006,

Citation and Commencement

1 These Regulations may be cited as the Companies (Model Articles) Regulations 2008 and come into force on 1st October 2009.

Model articles for private companies limited by shares

2 Schedule 1 to these Regulations presents the model articles of association for private companies limited by shares.

Model articles for private companies limited by guarantee

3 Schedule 2 to these Regulations presents the model articles of association for private companies limited by guarantee.

Model articles for public companies

4 Schedule 3 to these Regulations prescribes the model articles of association for public companies.

London, 16th December 2008
Economic and Business Minister
Department for Business, Enterprise, and Regulatory Reform

Signed: Gillian Maewhi
Director of WorkSavvy
Dated 31st May 2012

(s) Gillian Maewhi

- 28 Exercise of shareholders' rights
29 Transfer of bound by prior notice
DIVIDENDS AND OTHER DISTRIBUTIONS
30 Procedure for declaring dividends
31 Payment of dividends and other distributions
32 No charges on distributions
33 Unclaimed distributions
34 Non-cash distributions
35 Withdrawal distributions
LAPSE OF RIGHTS
36 Authorisation of capital and apportionment of cash allocated funds

PART 4

DECISION-MAKING BY SHAREHOLDERS

DELEGATION OF DECISION-MAKING

- 37 A resolution and speaking at general meetings
38 Question for general meetings
39 Chairing general meetings
40 An article so as speaking by directors and non-shareholders
41 Adjournments
CHINING OF CAPITAL
42 Voting generally
43 Errors and disputes
44 Poll votes
45 Consent or provocation
46 Delivery of proxy notices
47 Amendments to resolutions

PART 5

ADMINISTRATIVE ARRANGEMENTS

- 48 Means of communication to be used
49 Company seals
50 No right to inspect accounts and other records
51 Provision for analyses in company documents
DEFENCE AGAINST LIABILITY AND INSURANCE
52 Indemnity
53 Insurance

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

- 1 In the articles, unless the context otherwise requires otherwise:
"any" means the company or any of its associates;
"territory" includes individual countries and regions in a jurisdiction other than England and Wales or Northern Ireland which have a different system of law or bankruptcy

SCHEDULE 1

REGULATION 2

MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY SHARES

INDEX TO THE ARTICLES

PART 1 INTERPRETATION AND LIMITATION OF LIABILITY

- 1 Defined terms
2 Liability of members

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

- 3 Directors' general authority
4 Shareholders' resolutions
5 Directors' responsibilities
6 Continuous
DIRECTORS' POWERS AND RESPONSIBILITIES
7 Directors in sole directionality
8 Unanimous decisions
9 Calling a directors' meeting
10 Procedure for a directors' meeting
11 Quorum for directors' meetings
12 Chairing of directors' meetings
13 Calling vote
14 Conflicts of interest
15 Records of decisions to be kept
16 Directors' documents to make further reference
APPOINTMENT OF DIRECTORS
17 Method of appointing directors
18 Termination of director's appointment
19 Directors' remuneration
20 Directors' expenses

PART 3 SHARES AND DISTRIBUTIONS

SHARES

- 21 All shares to be fully paid up
22 Powers to make different classes of share
23 Company not bound by law than absolute maximum
24 Share capital to be
25 Revaluation of share capital
26 Share transfer
27 Transfers of shares

"Chairman" has the meaning given in article 12.

"Chairman of the meeting" has the meaning given in article 39.

"Companies Act" means the Companies Act 1985 as (as defined in section 2(1) of the Companies Act 2006) in so far as they apply in the contrary.

"director" means a director of the company and includes a person (including an employee of director) by whatever name called.

"distribution decisions" has the meaning given in article 31.

"documents" shall also unless otherwise specified, be documents sent or supplied in electronic form.

"document" to refer has the meaning given in section 11(6) of the Companies Act 2006.

"fully paid" in relation to a share, means the nominal value and any premium to be paid on issue or in respect of the share have been paid to the company.

"holder" has the meaning given in section 11(6) of the Companies Act 2006.

"holder" in relation to a share means the person whose name is entered in the register of holders as the holder of the shares.

"Instrument" means a document in writing or any form.

"members' resolutions" has the meaning given in section 282 of the Companies Act 2006.

"paid" means paid or credited as paid.

"proxies" in relation to a directors' meeting, has the meaning given in article 10.

"proxy notice" has the meaning given in article 45.

"shareholder" means a person who is the holder of a share.

"shares" means shares in the company.

"special resolution" has the meaning given in section 283 of the Companies Act 2006.

"subsidies" has the meaning given in section 111(9) of the Companies Act 2006.

"trustee" means a person entitled to a share by reason of his death or bankruptcy of a shareholder or otherwise, by operation of law, and

"writing" means the representation of characters or symbols or other information in a visible form by any method or combination of methods, whether semi or superscript in electronic form or otherwise.

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

Liability of members

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

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

- 3 Subject to the articles, the directors are responsible for the management of the company, or of such part of it as may exercise all the powers of the company.

Shareholders' reserve power

4. (1) The shareholder may, by special resolution, direct the directors to take or refrain from taking, except as otherwise provided in the articles, any action or course of action which the directors have done, failed, or refused to do in the pursuance of the objects of the company.

Directors may delegate

5. (1) Subject to the articles, the directors may delegate any of the powers which are contained under the articles:
 - (a) to each person or committee;
 - (b) by such title as (including by power of attorney);
 - (c) to another director;
 - (d) to a committee or subcommittee; and
 - (e) on such terms and conditions as they see fit.
21. If the shareholders so specify, any such delegation may authorise further delegation of the director's powers by any person or committee they are delegated.
- (3) The directors may revoke any delegation in whole or part, or alter the terms and conditions.

Committees

6. (1) Committees to which the directors delegate any of their powers must follow procedures which are similar to those set out in the articles or the by-laws or the articles which govern the carrying on of business by directors.
- (2) The directors may make rules of procedure for all or any committees which exceed or supplement the articles in respect of them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

7. (1) The general rule is, a decision made by directors is for any decision of the directors, must be either a majority decision, a resolution or a decision taken in accordance with art 8(2)(i):

- (a) the company only has one director;
- (b) no resolution of the articles requires it to have more than one director;

If the general rule does not apply and the directors may take decisions without regard to any of the requirements of the articles, the following rules apply:

Unanimous decisions

8. (1) A decision of the directors is for an unanimous resolution when all eligible directors entitled to vote on the resolution have voted in favour of the resolution.
- (2) Such a decision may take the form of a resolution in writing, common written form, electronic communication or by telephone.
- (3) Reference is made to 1.1.1, if eligible directors or a director who would have been entitled to vote on the resolution have abstained from a resolution, a director may vote.
- (4) A decision may not be taken in accordance with this provision unless the directors who did not have the right to vote on the resolution did not do so.

5

Calling a directors' meeting

9. (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company to do any (or all) of the following:
 - (2) Notice of any directors' meeting must be given to one director but told him in writing;
 - (3) Notice of a directors' meeting must be given to one director but told him in writing how it is proposed that they should carry it out with other directors attending;
 - (4) Notice of a directors' meeting may not be given to a director who was absent from the previous meeting, by giving notice to the company not more than 7 days before the date of the next meeting, by giving notice to the company not more than 7 days before the date of the next meeting if held. When such notice is given at or before the meeting, the notice does not affect the validity of the meeting or of any business transacted at it.

Participation in directors' meetings

10. (1) Subject to the articles, directors participate in a directors' meeting as part of a director's business, unless:
 - (a) the meeting has been called and takes place in accordance with the articles and the directors have each communicated to the other(s) by information or opinion notice on the day of the meeting of the meeting;
 - (b) In determining whether since one or more directors are participating in a directors' meeting, it is irrelevant whether or not each director will call a director;
 - (c) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be conducted via telephone whenever it is convenient.

Quorum for directors' meetings

11. (1) Subject to the articles, unless a quorum is not required, no proposal is to be voted on unless a proposal to call for a meeting:
 - (2) The quorum for directors' meetings may be fixed from time to time by a resolution of the directors, but must not be less than two and does not require a quorum of two;
 - (3) If the total number of directors for the time being is less than the quorum required, no directors may call any decision other than a decision:

- (a) to appoint a chairperson; or
- (b) to call a general meeting, so as to exceed the threshold set by specific further directors.

Chairing of directors' meetings

12. (1) The directors may appoint a director to chair their meetings.
 - (2) The person so appointed by the directors is known as the chairman;
 - (3) The chairman may terminate the chairman's appointment at any time;
 - (4) If the chairman is not participating in a directors' meeting within 12 months of the time at which it was convened, the participating directors may appoint one of themselves to chair it.

Casting vote

13. (1) If the number of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- (2) But this does not apply in accordance with the articles, the chairman or other director is not to be entitled to be included in the decision-making process for quorum or voting purposes.

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Conflicts of interest

14. (1) If a proposed decision of the directors is concerned with an actual or proposed construction or arrangement with the company in which a director is interested, the director is not to be entitled to participate in the decision-making process for the purpose of voting purposes.
- (2) But, if paragraph (1) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be excluded by reference to the decision-making process in question and voting purposes.
- (3) This paragraph applies when:
 - (a) the company or a director is in conflict with the provisions of the articles, which would otherwise prevent a director from being entitled to participate in the decision-making process;
 - (b) the director is in conflict, reasonably regarded as likely to give rise to a conflict, with the company;
 - (c) the director is in conflict in respect of a remuneration;
- (4) For the purposes of this article, the following are permitted cases:
 - (a) a guarantee given, or to be given, by a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
 - (b) participation in an agreement to subscribe for shares or other securities of the company or any of its subsidiaries, to undertake to subscribe for securities, or guarantee subscription for any such shares or other securities;
 - (c) a range, within limits, to which benefits are made available to employees and directors, or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- (5) For the purposes of this article, reference to a proposed decision and a decision-making process is to be read as referring to the making of a resolution or a committee of directors.
- (6) Subject to an agreement, a director may attend or sit in on a meeting of directors or a committee of directors as a director or a director of the meeting (or part of the meeting) if, for the purpose of the resolution or the meeting, the chairman of the meeting or referred to the chairman who is sitting in relation to any director other than the chairman in the usual and normal course.
- (7) If any question arises, a director's right to participate in the meeting (or part of the meeting) should also be resolved by the chairman of the meeting to be decided by a resolution of the directors or the meeting, for which purpose the chairman is not to be counted as participating in the meeting (or part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

15. The directors must ensure that the company keeps a record, in writing, for a least 10 years from the date of the decision recorded, of every resolution or majority decision taken by the directors.

Directors' discretion to make further rules

16. Subject to the articles, the directors may make any rule which they think is about how any documents and financial reports are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

17. (1) Any person who is willing to act as a director and is permitted by law to do so, may be appointed to be a director.

- (a) by ordinary resolution or
- (b) by a resolution of the directors.

- (c) in any case where, as a result of the contrary has no shareholders and no directors, the proposed representative of the last holder to have died or he right, by name, in writing, to nominate a person to be a director.

- (d) for the purposes of paragraph (2), where 2 or more shareholders die in circumstances rendering it unclear who was the last to die, a younger shareholder is deemed to have died an older shareholder.

Termination of a director's appointment

18. (1) A director may be a director by reason of:
 - (a) 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;
 - (b) a bankruptcy order is made against that person;
 - (c) an application is made, with the person's creditors generally in this section of the person's name;
 - (d) a registered medical practitioner certifies that person as being physically or mentally incapable of being a director and may remain so for three months, though;
 - (e) that person is that person's mental health care order makes an order which wholly or partly deprives the person of his personality, competence or any power or rights which that person would otherwise have;
 - (f) notification is received by the company from the director and the director is resigning from the law and such resignation has effect in accordance with the law;

Directors' remuneration

19. (1) Directors may undertake to serve for the company as a director free of charge.
- (2) Directors are entitled to such remuneration as the directors determine:
 - (a) for services as a director, as they undertake for the company;
 - (b) for any other services which they undertake for the company;
- (3) Subject to the above, a director, a director's remuneration may:
 - (a) take the form and
 - (b) include any arrangement in connection with the payment of a pension, allowance or gratuity, or any dental, medical or death benefit, or in respect of the director;
- (4) Unless the directors decide otherwise, directors remuneration will accrue from day to day.
- (5) If the directors decide otherwise, directors are not remunerated, or the company for any remuneration which they receive, as directors in their official capacity or as members of the company's subsidiary or of any other body corporate in which the company is interested.

Directors' expenses

20. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance:
 - (a) meetings of directors or committee of directors;
 - (b) general meetings, or
 - (c) general meetings of the holders of shares or of shareholders in company or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

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PART 3

SHARES AND DISTRIBUTIONS

SHARES

All shares to be fully paid up

21. (1) No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.

(2) This does not apply to shares on the increase of the company by the subscription to the company's memorandum.

Powers to issue different classes of share

22. (1) Subject to any law, but without prejudice to the rights so far as they relate to any existing share, the company may issue shares with such rights or no rights as may be determined by ordinary resolution.

(2) The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.

Company not bound by law that absolute interest

23. Except as required by law, no person is to be recognised by the company as holding any share, upon any trust, and it is otherwise agreed by law or the articles, the company is not in any way liable by or recognises any trustee in a share order that the holder is entitled to ownership of it and all the rights attaching to it.

Share certificates

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

(2) Every certificate must specify:

- (a) in respect of how many shares of what class it is issued;
 - (b) the nominal value of those shares;
 - (c) 'to the bearer' or 'fully paid' and
 - (d) any distinguishing number assigned to the share.
- (3) No certificate may be issued in respect of shares of more than one class.
- (4) If more than one person holds a share, only one certificate may be issued in respect of it.
- (5) Certificates will:
- (a) have survived to claim the company's common seal; or
 - (b) be otherwise used in accordance with the Finance Act 1986.

Replacement share certificates

25. (1) If a certificate issued in respect of a shareholder's shares is:

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

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

(2) A shareholder's certificate, the right to be issued with a replacement certificate

DIVIDENDS AND OTHER DISTRIBUTIONS

Procedure for declaring dividends

30. (1) The company may, by ordinary resolution, declare dividends, and the directors may decide to pay certain dividends.

(2) A dividend may not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.

(3) No dividend may be declared or paid unless it is in accordance with shareholders' resolutions.

(4) Unless the shareholders resolve that a director's decision to pay a dividend, or the amount on which shares are based, is specifically referred to, it must be paid by reference to each shareholder's holding of shares on the date of resolution or decision to declare or pay it.

(5) If the company has share capital divided into 2 or more classes, no certain dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears.

(6) The directors may pay at any rate any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

(7) If the date on which a dividend is paid falls on, day they do not incur any liability to the holders of any confirming preferred rights in the day they make for the lawful payment of an interim dividend entitling with deferred or non-preferred rights.

Payment of dividends and other distributions

31. (1) Where a dividend or other sum which is a distribution is payable in respect of a share it must be paid by one or more of the following means:

- (a) as far as to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide;
- (b) sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the stock) or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide;
- (c) sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide; or
- (d) any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide.

(2) In the articles, the distribution recipient, unless in respect of a share in respect of which a dividend or other sum is payable:

- (a) is the holder of the share; or
- (b) if the share has two or more joint holders, whichever of them is named first in the register of members; or
- (c) if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transferee.

No interest in distributions

32. The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:

- (a) the terms on which the share was issued; or
- (b) the provisions of another agreement between the holder of the share and the company.

- (e) may at the same time exercise the right to be issued with a single certificate or several certificates;
- (f) issue return to the certificate which is to be replaced if it is damaged or defaced; and
- (g) treat correctly with such evidence as to existence, identity and the payment of a transferable fee as the directors decide.

Share transfers

26. (1) Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors which is executed by or on behalf of the transferor.

(2) No fee may be charged for preparing any instrument of transfer or other documents relating to or affecting the title to any share.

(3) The company may require any instrument of transfer which is registered.

(4) The transferor remains the holder of a share until the instrument of transfer is entered in the register of members as holder of it.

(5) The directors may refuse to register the transfer of a share, and if they do so the instrument of transfer may be returned to the transferor with the notice of refusal unless they themselves decide otherwise.

Transferral of shares

27. (1) In addition to a share, power to a shareholder, the company may only recognise as owner of a share any title to that share.

(2) The transferor who places such evidence of entitlement to transfer as the directors may properly require:

- (a) may subject to the transferor's or her or his becoming the holder of those shares or in case being transferred to another person;
- (b) subject to the transferor and pending any transfer of the shares in another person, have the same right as the transferor had;

(3) A transferee does not have the right to attend or vote at a general meeting, or to go to a general written meeting in respect of shares to which they are entitled by reason of their status as a shareholder or bankruptcy or otherwise unless they become the holders of those shares.

Exercise of transferee rights

28. (1) Transferees who wish to become the holders of shares to which they have become entitled must notify the company in writing of their wish.

(2) If the transferee so wishes to take a share transferred to another person, the transferee must execute an instrument of transfer in respect of it.

(3) Any transfer made or executed under this article is to be treated as if it were made or executed by the person in whom the transferee has derived right in respect of the share, and as if the event which gave rise to the transferee had no occurred.

Transferees bound by prior matters

29. If a notice is given to a shareholder in respect of shares and a document is issued to him relating to those shares, the transferee is bound by the notice if it was given to the shareholder before the transferee's name has been entered in the register of members.

Declared distributions

33. (1) All dividends made, a sum which:

- (a) payable in respect of shares and
 - (b) unclaimed after having been declared or become payable,
- may be retained or otherwise made use of by the directors for the benefit of the company, and claimed:
- (c) the payment of any such dividend or other sum into a suspense account does not mean the current or future in respect of it;
 - (d) if twelve years have passed from the date on which a dividend or other sum became due for payment, and
 - (e) the distribution recipient has not claimed it,
- no distribution recipient is longer entitled to that dividend or other sum and it comes to nothing owing by the company.

Non-cash distributions

34. (1) Subject to the terms of issue of the shares in question, the company may, by ordinary resolution or the unanimous resolution of the directors, decide to pay all or part of a dividend or other distribution in respect of a share, by issuing shares, convertible bonds or equivalent value (including without limitation, shares or other securities in any currency).

(2) For the purpose of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where unreasonably strict regarding the distribution:

- (a) fixing the value of any assets;
- (b) paying cash or non-distribution recipient on the basis of that value, in order to adjust the rights of recipient and
- (c) making any other arrangement.

Waiver of distributions

35. Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to the effect that:

- (a) the shareholder concerned is no longer;
 - (b) more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders or otherwise;
- the notice is no effective waiver if it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

CAPITALISATION OF PROFITS

Authority to capitalise and appropriation of capitalised sums

36. (1) Subject to the articles, the directors may, if they are so authorised by an ordinary resolution:

- (a) decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preference dividend, or any sum payable to the credit of the company's share premium account or capital redemption reserve, and
- (b) appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (as "persons entitled") and in the same proportion.

- (c) Capitalised sum must be applied
 - (i) on behalf of the persons entitled, and
 - (ii) in the same proportion as a dividend would have been distributed, if such sum were available.
- (d) The capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.
- (e) A capitalised sum which has appreciated from profits available for distribution may be applied in paying up new shares of the company which are then allotted credited as fully paid to the persons entitled or as they may direct.
- (f) Subject to the article the directors may
 - (i) apply capitalised sums in accordance with paragraphs (3) to (4) partly in one way and partly in another;
 - (ii) make such arrangements as they think fit to deal with shares or debentures becoming distributable in respect of amounts (including the return of capital and distributions or the taking of cash payments) and
 - (iii) authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

PART 4

DECISION MAKING BY SHAREHOLDERS ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

37. (1) A person is able to exercise the right to speak at a general meeting when the person is a participant or commentator to all those attending the meeting during the meeting and/or someone with whom the 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) the person is able to vote during the meeting, or
 - (b) the person is able to give the account in determining whether or not such a resolution has passed at the same time as the votes of all the other persons attending the meeting;
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their right to speak or vote at it;
- (4) In determining a quorum at a general meeting, it is immaterial whether a few 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 either the intention is such that they have been (or were intended) to speak and vote at the meeting they are (or would be) able to do so.

Quorum for general meetings

38. No two hours earlier than the appointment of the chairman of a meeting is to be taken into account at a general meeting if the persons attending do not constitute a quorum.

VOTING AT GENERAL MEETINGS

Voting at general meetings

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

Errors and disputes

43. (1) No objection may be raised to the qualifications of any person voting at a general meeting, except at the meeting or adjourned meeting at which the vote objected to is received, and every vote so withdrawn in the meeting is valid.
- (2) Any such objection must be referred to the chairman of the meeting, whose decision is final.

Poll votes

44. (1) A poll on a resolution may be demanded
- (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting where it is a show of hands on the resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by
- (a) the chairman of the meeting,
 - (b) the directors,
 - (c) two or more persons having the right to vote on the resolution, or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if
- (a) the poll has not yet been made, and
 - (b) the chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken in the city and in such manner as the chairman of the meeting directs.

Content of proxy notices

45. (1) Powers may only validly be appointed by a person, in writing (a "proxy notice") which
- (a) states the name and address of the shareholder appointing the proxy;
 - (b) identifies the person appointed to be the shareholder's proxy and the general meeting to which that person is appointed;
 - (c) is signed on behalf of the shareholder appointing the proxy;
 - (d) is delivered to the company in accordance with the articles and by instructions contained in the notice or the general meeting to which they relate;
 - (e) is valid for one year from the date after appointing the proxy, or is surrendered in such manner as the directors may determine; and
 - (f) is delivered to the company in accordance with the articles and by instructions contained in the notice or the general meeting to which they relate.
- (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 how the proxy is to abstain from voting) on one or more resolutions.
- (4) If more than one proxy notice is issued, it must be treated as
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any particular or procedural issue referred to in the meeting, and

Chairing general meetings

39. (1) If no director has appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If no director has not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present without the leave of his wife or which a meeting was due to start
- (a) the directors present, or
 - (b) if no directors are present, the trustee, trustee or receiver of the assets of the company or its managing trust or the firm partners of the trustee;
- (3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

Attendance and speaking by directors and non-shareholders

40. (1) Directors may attend and speak at general meetings whether or not they are shareholders.
- (2) The chairman of the meeting may invite other persons who are not
- (a) the children of the company or
 - (b) otherwise entitled to exercise the rights of shareholders in relation to general meetings, to attend and speak at a general meeting.

Adjournments

41. (1) If no person attending a general meeting is (in that) 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 comes to be present, the chairman of the meeting is most adjourned:
- (a) the chairman of the meeting may adjourn a general meeting at which a quorum is present;
 - (b) the meeting consists in an adjournment, if
 - (i) it appears to the chairman of the meeting that an adjournment is necessary to publicise details of any proposal during the meeting or ensure that the business of the meeting is conducted in an orderly manner;
 - (ii) the chairman of the meeting has adjourned a general meeting if directed to do so by the meeting;
 - (iii) when adjourning a general meeting, the chairman of the meeting must
 - (a) state openly the time and place, in which it is adjourned or else fix the time to continue a meeting, and where it is to be held by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting;
- (3) 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 it notice is given;
- (a) in the case of a general meeting of the company a general meeting is required to be given and
 - (b) creates the same information which each notice is required to contain;
 - (c) no business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting had the adjournment had not taken place.

13

14

- (b) importance the person as a proxy in relation to any adjournment of the general meeting, or which is related to itself, the meeting is to

Delivery of proxy notices

46. (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting may nominate or appoint to do so, 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 issued by or on behalf of the person who gave it or on whose behalf the proxy notice was given.
- (3) A person holding a proxy appointment only takes effect if it is delivered to, for the avoidance of doubt, the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it may be accompanied by written evidence of the authority of the person who executed it to execute it on the appointee's behalf.

Amendments to resolutions

47. (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
- (a) the proposed amendment given to the company in writing by a person entitled to vote at the general meeting at which it is to proceed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the sense of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if
- (a) the chairman of the meeting considers the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chairman of the meeting, being in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's order does not invalidate the vote on that resolution.

PART 5 ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

48. (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 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, a notice, or document, so sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by means by which that director is accustomed to be sent or supplied with such notices or documents or the like, being:
- (a) 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 sent within 48 hours of their being sent, and for the specified time to be less than 48 hours;

15

16

Company seals

49. (1) A company seal may only be used by the authority of the directors.
(2) The directors may decide, by what means and in what form any company seal is to be used.
(3) Unless otherwise decided by the directors, if the company has a company 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 is not the signatory.
(4) For the purposes of this article, an authorised person is
(a) any director of the company;
(b) the company secretary (if any); or
(c) any person authorised by the directors for the purpose of signing documents to which the company seal is attached.

No right to inspect accounts and other records

50. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a shareholder.

Provision for employees on cessation of business

51. If the directors so decide, it may provide 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 otherwise of any portion of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

52. (1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified by the company in connection with any negligent, dishonest, breach of duty or breach of trust in relation to the company or an associated company
(a) any liability incurred by the director in connection with the activities of the company or an associated company in respect of a claim in an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);
(b) any other liability incurred by the 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 Act or by any other provision of law.
(3) In this article
(a) "company" means (i) the company or a subsidiary of the other or both the shareholders of the same body corporate; and
(b) a "relevant director" means any director or former director of the company or an associated company.

Insurance

53. (1) The directors may decide to purchase and maintain insurance, at the expense of the company, in the form of any relevant director indemnity, for any relevant loss.
(2) In this article

SCHEDULE 2

Regulation 3

MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY GUARANTEE

INDEX TO THE ARTICLES

PART 1 INTERPRETATION AND LIMITATION OF LIABILITY

- 1 Definitions
2 Liability of members

PART 2 DIRECTORS

DIRTY POWERS AND RESPONSIBILITY

- 3 Directors general authority
4 Member's reserve power
5 Directors may delegate
6 Committees

DECISION MAKING BY DIRECTORS
7 Directors to take decisions collectively
8 Unanimous decisions
9 Calling a directors' meeting
10 Participation in directors' meetings
11 Quorum for directors' meetings
12 Chairing of directors' meetings
13 Calling a vote
14 Conflicts of interest
15 Records of decisions to be kept
16 Directors' decisions to act in furtherance

APPOINTMENT OF DIRECTORS
17 Methods of appointing directors
18 Term of appointment of director
19 Directors' remuneration
20 Directors' expenses

PART 3 MEMBERS

BECOMING AND CEASING TO BE A MEMBER

- 21 Applications for membership
22 Confirmation of membership

THE ANNUAL GENERAL MEETING
23 Attendance and speaking at general meetings
24 Quorum for general meetings
25 Chairing general meetings
26 Attendance and speaking by directors and non-members

PART 4 ADJOURNMENT

VOTING AT GENERAL MEETINGS

- 28 Voting generally
29 Errors and omissions
30 Poll votes
31 Consent of proxy notice
32 Delivery of proxy notice
33 Amendment of resolutions

PART 4 ADMINISTRATIVE ARRANGEMENTS

- 34 Means of communicating to be used
35 Confidentiality
36 No right to inspect accounts and other records
37 Provision for employees on cessation of business

DIRECTORS' INDEMNITY AND INSURANCE

- 38 Indemnity
39 Insurance

PART 1 INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

- 1 In this article, unless the context requires otherwise,
"article" means the company's articles of association.
"insolvency" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland where laws in effect similar to those of bankruptcy
"trustee" has the meaning given in article 12
"chairman" has the meaning given in article 12
"Chairman of the meeting" has the meaning given in article 25
"Companies Act" means the Companies Act (as detailed in section 2 of the Companies Act 2006), as so far as they apply to the company
"director" means a director of the company, and includes any person occupying the position of director by whatever name called
"document" excludes unless otherwise specified, any document sent or supplied in electronic form
"electronic form" has the meaning given in section 116B of the Companies Act 2006
"member" has the meaning given in section 112 of the Companies Act 2006
"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006
"participant" has the meaning given in article 10
"proxy notice" has the meaning given in article 31
"special resolution" has the meaning given in section 283 of the Companies Act 2006
"shareholder" has the meaning given in section 115B of the Companies Act 2006, and
"voting" means the representation or "production of words, symbols or other information in a visible form by any method or combination of methods, whether set or printed on electronic form or otherwise."

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

Eligibility of members

2. The liability of each member is limited to £1, being an amount that each member undertakes to contribute to the assets of the company in the event of the company going into liquidation while he is still a member for within one year of his ceasing to be a member:
- (a) payment of the company's debts and liabilities contracted before he ceases to be a member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the right of the contributors among themselves.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

3. Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they exercise all the powers of the company.

Members' reserve power

4. (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) No such special resolution may evidence anything which the directors have done before the passing of the resolution.

Directors may delegate

5. (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
- (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) in such an event;
 - (d) in relation to such time or term or manner; and
 - (e) on such terms and conditions;

as they think fit.

- (2) If no director so exercies any such delegation, they assume further delegations of the directors' power by any person to whom they are delegated.
- (3) The directors may exercise a delegation in whole or part, or alter its terms and conditions.

Committees

6. (1) Committees to which the directors delegate any of their power must fall within powers which are based in law or they are applicable on the provisions of the articles which govern the taking of the power by directors.
- (2) The directors may make rules of procedure for all or any committee which prevail over rules derived from the articles if they are not consistent with them.

21

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

7. (1) The general rule is that decisions made by directors in the articles of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 4.
- (a) the company only has one director;
 - (b) no provision of the articles requires it to have more than one director;
- the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decisions making.

Unanimous decisions

8. (1) A decision of the directors is valid in accordance with the article, when all eligible directors indicate to each other by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or in which each eligible director has otherwise indicated agreement in writing.
- (3) References in the article to eligible directors are to directors who would have been entitled to vote in the matter had it been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with the article if the eligible directors would not have formed a quorum in such a meeting.

Calling a directors' meeting

9. (1) Any director may call a directors' meeting by giving notice of the meeting to all directors or by authorising the company secretary ("secretary") to do so.
- (2) Notice of any directors' meeting must indicate:
- (a) the proposed date and time;
 - (b) where it is to take place;
 - (c) if it is anticipated that directors participating in the meeting will do so in the same place;
 - (d) if so proposed, and they should communicate with each other during the meeting;
- (1) Notice of a directors' meeting must be given to each director, but need not be in writing.
- (1) Notice of a directors' meeting need not be given to directors who have been entitled to notice of the 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 a decision made at it.

Participation in directors' meetings

10. (1) Subject to the articles, directors participate in a directors' meeting or part of a directors' meeting, whether:
- (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any documents or information they have, in my particular case, of the business of the meeting;
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant whether any director or how they communicate with each other.
- (3) If all the directors participate in a meeting, but not in the same place, they may decide the meeting is to be treated as being held, wherever any of them is.

22

Quorums for directors' meetings

11. (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must not be less than two and unless otherwise fixed it is two.
- (3) If the total number of directors at the time being is less than the quorum fixed under the decision must not be any director other than a director:
- (a) to appoint further directors; or
 - (b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

12. (1) The directors may appoint a director to chair their meetings.
- (2) The person so appointed to do so may be known as the chairman.
- (3) The directors may terminate the chairman's appointment at any time.
- (4) If the chairman is not participating in a directors' meeting within ten minutes of the time in which it was to start, the participating directors may appoint one of them to act as chairman.

Castling vote

13. (1) If the number of votes for, and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

14. (1) If a proposed decision of the directors 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 a actual or proposed transaction or arrangement with the company is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (3) This paragraph applies where:
- (a) the company by any resolution disqualifies the participation of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - (b) the director is under a reasonable apprehension of being liable to a conflict of interest; or
 - (c) the director is excluded from a conflict of interest by a permitted cause.
- (4) For the purposes of this article, the following are permitted causes:
- (a) a power so given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or in guarantee, sub-underwriting, or guarantee, subscription for any such securities and;
 - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors;
- (5) For the purposes of this article, references to proposed decisions and decision-making processes include any decisions, meetings or parts of directors' meetings.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

15. (1) Any person who is willing to act as a director and is nominated by law to do so, may be appointed to be a director:
- (a) by ordinary resolution; or
 - (b) by a decision of the directors;
- (2) In any case where as a result of a director, the company has no members and no director, the personal circumstances of the last member to have died have no right by notice in writing to nominate a person to be a director.
- (3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering a successor who was alive 12 months, or younger, the next is deemed to have survived as older member.

Termination of director's appointment

16. A director ceases to be a director as soon as:
- (a) the 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;
 - (b) a bankruptcy order is made against the person;
 - (c) a composition or trade, with that person's creditors generally in satisfaction of the person's debts;
 - (d) a registered medical practitioner who is treating the person gives a written opinion to the company stating that the person has become physically or mentally incapable of acting as a director and that remains so for more than three months;
 - (e) by reason of the person's mental health a court makes an order which wholly or partly prevents the person from personally exercising any powers or rights which the person would otherwise have;
 - (f) notification is received by the company from the director that he director is resigning from office, and such resignation is accepted in accordance with his letter.

23

24

Directors' remuneration

19. (1) Directors may undertake to serve for the company and/or directors decide:
- (2) Directors are entitled to such remuneration as the directors determine:
 - (a) for their services to the company as directors; and
 - (b) for any other services which they undertake for the company;
 - (3) Subject to the articles a director's remuneration may:
 - (a) take any form; and
 - (b) include any arrangement in connection with the payment of a bonus, allowances or gratuity or any benefit, whether directly payable or in respect of that director;
- (4) Unless the directors decide otherwise, directors' remuneration begins from day to day.
- (5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration for which they receive as directors or other officers or employees of the company, a subsidiary or of any other body corporate in which the company is interested.

Directors' expenses

20. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:
 - (1) meetings of directors or committees of directors;
 - (2) general meetings; or
 - (3) special meetings of the holders of debentures of the company;

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for membership

21. No person shall become a member of the company unless:
 - (1) that person has completed an application for membership in a form approved by the directors; and
 - (2) the directors have approved the application.

Termination of membership

22. (1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- (2) Membership is transferable.
- (3) A person's membership terminates when the person dies or ceases to exist.

23

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

23. (1) A person is able to exercise the right to speak at a general meeting at which that person is a participant to communicate to all those attending the meeting, during the meeting, any information or opinions which the 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) the person is able to vote during the meeting on resolutions put to the vote at the meeting and
 - (b) the person's vote can be taken into account in determining whether or not each resolution is carried at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their right to speak or vote.
- (4) In determining attendance at a general meeting it is immaterial whether one, two or more, members attending it are in the same place or each other attend a general meeting in their circumstances as soon as if they were (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

24. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting in the absence of a quorum.

Chairing general meetings

25. (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unable to chair the meeting or is not present without the election of the same, which a meeting was due to start:
 - (a) the directors present, or
 - (b) if no directors are present, the company, must appoint a director or member to chair the meeting and the appointment of the chairman of the meeting in so far as business is being transacted.
- (3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

Attendance and speaking by directors and non-members

26. (1) Directors may attend and speak at general meetings, whether or not they are members.
- (2) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

Adjournment

27. (1) If no person is attending a general meeting within half an hour of the time at which the meeting was due to start to conduct a quorum or if during a meeting a quorum ceases to be present, the chairman of the meeting may adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present:
 - (a) the meeting commences to an adjournment, or

26

Content of proxy notices

31. (1) A proxy 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 name as informed to be the member's proxy and the general meeting in respect of which the notice is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (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 which specify more than one proxy and under them fail to vote for the same resolution may be rejected.
- (4) A proxy notice indicates otherwise, is deemed to be valid if:
 - (a) allowing the proxy appointed under it to act, the direction as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of a general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

32. (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 (either as a participant or as a member of the meeting or an adjournment of it, even though not 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 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 accepted 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 appointer's behalf.

Amendments to resolutions

33. (1) An ordinary resolution as proposed at a general meeting may be amended by ordinary resolution if:
 - (a) none of the proposed amendments is greater than company in writing by a motion caused to vote at the general meeting at which it is to be proposed at least 15 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - (b) the amendment does not go beyond what is necessary to correct a manifest or other non-substantive error in the resolution.

27

28

(i) if the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order and, chairman's decision does not invalidate the vote on that resolution.

PART 4 ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

34. (1) Subject to the article anything sent or supplied by or to the company under the article may be sent or supplied in any way in which the Companies Act 2006 provides, or documents or information which are required or permitted by any provision of that Act, to be sent or supplied by or to the company.

(2) Subject to the article, any notice or document is to be sent or supplied to a director in connection with the article if the director may not be sent or supplied by the means by which the director has asked to be sent or supplied with such notice or document for the time being.

(3) A director may agree with us, confirming the notice or document sent to their director in a particular way so as to be deemed to have been received within a specified time of their being sent, and for the specified time, in the last two 148 hours.

Company seals

35. (1) Any common seal may only be used by the authority of the directors.

(2) The director(s) may decide by what means and in what form any common seal is to be used.

(3) When otherwise decided by the directors, if the company has a common seal and it is attached 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:

(i) any director of the company;

(ii) the company secretary (if any); or

(iii) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

36. Except as provided by law or authorised by the directors or as ordinary custom of the company no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

Provision for employees on cessation of business

37. The directors may decide, subject to 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 the subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

38. (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:

SCHEDULE 3

Regulation 4

MODEL ARTICLES FOR PUBLIC COMPANIES

INDEX TO THE ARTICLES

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Derived terms
2. Liability for members

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

3. Directors' general authority
4. Members' reserve power
5. Directors may delegate
6. Committees

DECISION MAKING BY DIRECTORS

7. Directors to take decisions collectively
8. Calling a directors' meeting
9. Participation in directors' meetings
10. Quorum at directors' meetings
11. Meeting where total number of directors less than quorum
12. Chairing directors' meetings
13. Voting at directors' meetings: general rules
14. Chair man + casting vote at directors' meetings
15. Alternative voting at directors' meetings
16. Conflicts of interest
17. Preparation of directors' annual resolutions
18. Adoption of directors' annual resolutions
19. Directors' discretion to make further rules

APPENDIX 1: DIRECTORS'

20. Methods of appointing directors
21. Retirement of directors by resolution
22. Termination of director's appointment
23. Directors' remuneration
24. Directors' expenses

ALTERNATIVE DIRECTORS

25. Appointment and removal of alternate
26. Rights and responsibilities of alternate directors
27. Termination of alternate directorship

(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 its activities or the Company or an associated company in respect of a service of an occupational pension scheme, as defined in section 166(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) That article does not limit or restrict any indemnity which would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law;

(3) In this article:

(a) "subsidiary" means a subsidiary of the other or both are subsidiaries of the same holding company; and

(b) a "relevant director" means any director or former director of the company or an associated company;

(c) a "relevant law" means any law or bylaw which has been or may be incurred by a relevant director in connection with the director's duties or powers in relation to the company, any associated company or any relevant third or employee where it is the company or an associated company; and

(d) companies are understood in one is a subsidiary of the other or both are subsidiaries of the same holding company.

Insurance

39. (1) The directors may decide to purchase, and maintain insurance at the expense of the company, for the benefit of any relevant director in respect of any relevant loss;

(2) In this article:

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

(b) a "relevant law" means any law or bylaw which has been or may be incurred by a relevant director in connection with the director's duties or powers in relation to the company, any associated company or any relevant third or employee where it is the company or an associated company; and

(c) companies are understood in one is a subsidiary of the other or both are subsidiaries of the same holding company.

PART 3

DECISION-MAKING BY MEMBERS

THE ORGANISATION OF GENERAL MEETINGS

28. Members can call general meetings if no enough director
29. Quorums and speaking at general meetings
30. Quorum for general meetings
31. Chairing general meetings
32. Attendance and speaking by directors and non-members
33. Adjournment

VOTING AT GENERAL MEETINGS

34. Young persons
35. Errors and disputes
36. Determining a poll
37. Procedure on a poll
38. Content of proxy notices
39. Delivery of proxy notices
40. Abandonment of proxy notices

RESTRICTIONS ON MEMBERS' RIGHTS

41. Non-voting & rights of which wholly owned company
APPLY THIS SECTION TO CLASS A SHAREHOLDERS

42. Other measures

PART 4

SHARES AND DISTRIBUTIONS

BASIC SHARES

43. Powers to issue different classes of shares

44. Payment of commissions on admissions for shares

INTERESTS IN SHARES

45. Company not bound by law when issuing shares

SHARE CAPITAL AND VOTES

46. Certificate to be issued except in certain cases

47. Conversion and cancellation of share certificates

48. Consolidation and reclassification

49. Replacement share certificates

SHARES NOT HELD IN CERTIFICATED FORM

50. Uncertificated shares

51. Share warrants

PARTLY PAID SHARES

52. Company + how or if partly paid shares

53. Enforcement of the company's + fees

54. Call notices

55. Liability to pay calls

56. When call notice, and not to renew

57. Failure to comply with call notice, automatic cancellation

58. Notice of intended forfeiture

59. Directors' power to offer shares

60. Effect of forfeiture

61. Procedure following forfeiture

62. Surrender of shares

TRANSFER AND TRANSACTION OF SHARES	
6.	Transfer of certified shares
64.	Transfer of uncertified shares
65.	Transmission of shares
66.	Transmissio rights
67.	Exercise of warrants and options
68.	Transfer not bound by transfer notice
CONVALIDATION OF SHARES	
69.	Procedure for disputing of transfers of shares
DIRECTOR'S DUTIES	
70.	Procedure for declaring dividends
71.	Calculation of dividends
72.	Payment of dividends and other distributions
73.	Distributions from distributions or capital or amounts owed to the company
74.	No interest on distributions
75.	Undrawn distributions
76.	Non-cash distributions
77.	Waiver of distributions
CAPITALISATION OF PROFITS	
78.	A delivery in payment and appropriation of capitalised profits
PART 5	
MISCELLANEOUS PROVISIONS	
COMMUNICATIONS	
79.	Means of communication to be used
80.	Failure to notify contact details
ADMINISTRATIVE ARRANGEMENTS	
81.	Company seals
82.	Delegation of functions
83.	Right to inspect accounts and other records
84.	Provision for shareholders' right of inspection of documents
DIRECTORS' INDEMNITY AND INSURANCE	
85.	Indemnity
86.	Insurance

PART 1 INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise:
 - (a) "share" or "shares" - director" has the meaning given in article 25
 - (b) "applicable" has the meaning given in article 45
 - (c) "director" means the company's articles of association
 - (d) "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
 - (e) "cell" has the meaning given in article 16, 54

33

- "cell house" has the meaning given in article 54
- "certified" means a paper certificate (other than a share warrant) evidencing a person's title to specified shares or share securities
- "certificated" in relation to a share, means that it is not an uncertified share or a share in respect of which a share warrant has been issued and is current
- "charter" has the meaning given in article 12
- "Chairman of the meeting" has the meaning given in article 33
- "Competent Act" means the Companies Act (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company
- "Company" means the company given in article 52
- "director" means a director of the company and any fiduciary persons occupying the position of director in whatever name called
- "distribution" receipts and its meaning given in article 72
- "document" includes, unless otherwise specified, a document, note or supplement in electronic form
- "electronic form" has the meaning given in section 1146 of the Companies Act 2006
- "fully paid" in relation to a share, means that its nominal value and any premium to be paid to the company in respect of that share, has been paid to the company
- "hard copy form" has no meaning given in section 1103 of the Companies Act 2006
- "holder" in relation to shares means a person whose name is entered in the register of members as the holder of the shares or, in the case of a unit in respect of which a share warrant has been issued and/or cancellable, its person in possession of that warrant
- "instrument" means a document in hard copy form
- "item enforcement notice" has the meaning given in article 53
- "memorandum" has the meaning given in section 112 of the Companies Act 2006 and any "variation" has the meaning given in section 292 of the Companies Act 2006
- "paid" means paid or credited paid
- "participate" in relation to a director means has the meaning given in article 9
- "partly paid" in relation to a share means that part of its share's nominal value or any premium to which it was issued has not been paid to the company
- "protection" has the meaning given in article 38
- "proxy" has the meaning given in article 47
- "related" means shares in the company
- "specification" 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
- "transferee" means a person entitled to a share by reason of its being sold or transferred by a shareholder or otherwise by operation of law
- "unauthorised" in relation to a share means that, by virtue of legislation, either given by section 778 of the Companies Act 2006 permitting such to occur or by rule and transferred without a certificate, all that share is unauthorised and may be transferred without a certificate and
- "warning" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether oral or supplied in electronic form or otherwise
- Unless the contrary otherwise requires, other words or expressions contained in these articles bear their meaning set out in the Companies Act 2006 as at 1st April 2006, or the date when these articles become binding on the company

34

Liability of members

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

PART 2 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

3. Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company

Members' reserve power

4. (1) The members may, by special resolution, direct the directors to take, or refrain from taking, special action.
- (2) No such special resolution (including any resolution which the directors have done before the passing of the resolution)

Directors' may delegate

5. (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
 - (a) to such persons or committees
 - (b) by such means (including by power of attorney)
 - (c) to such extent -
 - (d) in relation to such acts or transactions; and
 - (e) on such terms and conditions

Power to make rules

- (2) If two directors so speak, any such delegation may withdraw, further delegation of the directors' power to any person to whom they are delegated.
- (3) The directors may revoke any delegation in whole or part, or after its term and/or after notice.

Committees

6. (1) Committees to which the directors delegate any of their powers must follow procedures which are fixed in or by the articles, or those provisions of the articles which govern the taking of decisions by directors.

- (2) The directors may make rules of procedure for all or any committee which prevent overrule of any of the articles if they are not consistent with them

DECISIONS AND VOTES BY DIRECTORS

Directors to take decisions collectively

7. Decisions of the directors may be taken:
 - (a) at a directors' meeting; or
 - (b) in two form or a directors' written resolution.

Calling a directors' meeting

8. (1) Any director may call a directors' meeting.
- (2) The company secretary must call a directors' meeting if a director so requests
- (3) A directors' meeting is called by giving notice of the meeting to the directors
- (4) Notice of a directors' meeting must include:
 - (a) its proposed date and time
 - (b) where it is to be held; and
 - (c) if it is expected 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;
- (5) Notice of a directors' meeting must be given to each director at least one month before the meeting, or to 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 any business conducted at it.

Participation in directors' meetings

9. (1) Subject to the articles, directors may participate in a directors' meeting, in part, at a directors' meeting, when:
 - (a) the meeting has not been called and given place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinion they have on any particular item on the agenda of the meeting;
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant whether 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 each of them is

Quorum for directors' meetings

10. (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must not be less than two, and unless otherwise stated it is two.

Mergers where total number of directors less than quorum

11. (1) This article applies where the total number of directors for the time being is less than the quorum for directors' meetings.
- (2) If there is only one director, that director may appoint a sufficient directors to make up a quorum or call a general meeting to do so.
- (3) If, when, in more, than one director:
 - (a) a directors' meeting may take place, if it is called in accordance with the articles and at least two directors participate in it, with a view of ensuring sufficient directors to make up a quorum or calling a general meeting to do so; and
 - (b) if a directors' meeting is called by only one director or with less than the appointed date and time to participate in it, that director may appoint sufficient directors to make up a quorum or call a general meeting to do so.

Chairing directors' meetings

12. (1) The directors may appoint a director to chair their meetings

35

36

- (d) The person so appointed for no time being is known as the chairman.
- (e) The directors may appoint other directors as deputy or alternate chairman to chair directors' meetings in the chairman's absence.
- (f) The directors may terminate the appointment of the chairman, deputy or alternate chairman at any time.
- (g) If neither the chairman nor any director appointed previously to a particular directors' meeting in the chairman's absence is participating in a meeting within 10 minutes of the time at which it was to start, the participating director may appoint one of themselves to chair.

Voting at directors' meetings: general rules

- (1) Subject to the articles, a director is given as a director's meeting by a majority of the votes of all participating directors:
- (a) Subject to the articles, each director participating in a directors' meeting has one vote;
- (b) Subject to the articles, if a director has an interest in an actual or proposed transaction or arrangement with the company:

 - (i) that director and his director's interests may not vote on any proposal relating to it; but
 - (ii) his director's so-called vote counts in voting in relation to that transaction or arrangement on behalf of another participant who does not have such an interest;

Chairman's casting vote at directors' meetings

- (1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- (2) But the rules do not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Alternates' voting at directors' meetings

- (1) A director who is also an alternate director has an additional vote on behalf of each participant who is:

 - (a) not participating in a directors' meeting; and
 - (b) would have been entitled to vote if they were participating in it;

Conflicts of interest

- (1) If a directors' meeting, or part of a directors' meeting, is concerned with an actual or proposed transaction or arrangement with the company in which a director is involved, the director is not to be counted as participating in that meeting or part of it in voting for quorum or voting purposes.
- (2) If paragraph (1) applies, a director or who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in a directors' meeting in a directors' meeting in which he is not a director in that meeting – failing to do so would defeat the purpose of the paragraph.
- (3) The paragraph applies where:

 - (a) the company by ordinary resolution disqualifies the provision of the articles which would otherwise prevent a director from being – or being as – participating in or voting at a directors' meeting;
 - (b) the director's so-called vote counts reasonably as likely to give rise to a conflict of interest; or
 - (c) the director is conflicted in respect of a cause;

- (4) For the purposes of this rule the following are permitted causes:

17

- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or of its subsidiaries;
- (b) a borrowing loan, or an agreement or subscribe for shares or other securities of the company or any of its subsidiaries, or to withdraw shareholders' or guaranteed subscription for any such shares or such loan; and
- (c) arrangements pursuant to which benefits are made available to employees and directors, former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors;

- (5) Subject to the articles, if a director is a member of a committee of directors or of a committee of directors in respect of the rights of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may before the conclusion of the meeting be referred to the chairman without calling in the director or any director other than the chairman to do so and decided.

- (6) If any question as to the rights of a director to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question may before the conclusion of the meeting be referred to the chairman without calling in the chairman or any director other than the chairman to do so and decided.

Proposing directors' written resolutions

- (1) (1) Any director may propose a directors' written resolution.
- (2) The company secretary must propose a directors' written resolution if a director so requires.
- (3) A directors' written resolution is proposed by giving notice of the proposed resolution to the directors:

 - (a) Notice of a proposed directors' written resolution is given in writing to each director;
 - (b) the time by which it is proposed that the director should act on it;
 - (c) the proposed resolution; and

- (5) Notice of a proposed directors' written resolution must be given in writing to each director;

- (6) Any document which is a reason giving notice of a proposed directors' written resolution must be given reasonably in good time;

Adoption of directors' written resolutions

- (7) (1) A proposed directors' written resolution is adopted when all the directors who would have been entitled to vote on the resolution at a directors' meeting, or a signed note or note copied or faxed to them, direct that would have formed a quorum of sufficient size;
- (2) It is immaterial whether any director signs the resolution before or after the time by which the notice proposed above should be delivered;
- (3) Once a directors' written resolution has been adopted, it must be listed as if it had been a decision made at a directors' meeting in accordance with the articles;
- (4) The company secretary must ensure that the company keeps a record in writing of all directors' written resolutions for at least ten years from the date of their adoption.

Directors' discretion to make further rules

- (19) Subject to the rules for the directors may make, by rule, which they think fit, about how any alternate director, and about how such relevant to be recorded or communicated to directors.

38

APPOINTMENT OF DIRECTORS

Methods of appointing directors

- (20) Any person who is willing to act as a director and is permitted by law to do so, may be appointed as a director:

 - (a) by ordinary resolution; or
 - (b) by a decision of the directors;

Retirement of directors by rotation

- (21) (1) At the annual general meeting all the directors must retire from office.
- (2) At every subsequent annual general meeting any director:

 - (a) who has been appointed by the directors since the last annual general meeting, or
 - (b) who was not appointed or re-appointed at one of the preceding two annual general meetings, from office and may offer themselves for reappointment by the members;

Termination of director's appointment

- (22) A person ceases to be a director as follows:

 - (a) but retains his status as a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - (b) a bankruptcy order is made against that person;
 - (c) a composition is made with that person's creditors generally in substitution of that person's debts;
 - (d) 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 in for more than three months;
 - (e) by reason of that person's mental health a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - (f) that person is removed by the company from that director's role, the director is retiring from that director's role and such resignation has taken effect in accordance with its terms;

Directors' remuneration

- (23) (1) Directors may undertake any services for the company that the directors decide.
- (2) Directors are entitled to such remuneration as the directors determine:

 - (a) for their services to the company as director, and
 - (b) for any other service which they undertake for the company;

- (3) Subject to the articles a director's remuneration may:

 - (a) take any form;
 - (b) include any emoluments in connection with the payment of a pension, allowance or gratuity, or any death, disablement or disability benefit, in respect of that director;
 - (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
 - (5) Unless the directors decide otherwise, directors are not accountable to the company for any services for which they receive as director or as officer or employee of the company, remuneration or any other body corporate in which the company is interested.

19

Directors' expenses

- (24) The company may pay any reasonable expense which the director properly incurs in connection with their attendance at:

 - (a) meetings of directors or committees of directors;
 - (b) general meetings; or
 - (c) separate meetings of the holders of any class of shares or of depositors in the company or elsewhere in connection with the exercise of their powers and the discharge of their responsibilities not in relation to the company;

ALTERNATE DIRECTORS

Appointment and removal of alternates

- (25) (1) An alternate director ('alternate') may be appointed 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;

- (2) Removal of an alternate by the directors in favour of the alternate or the alternate's appointment:

 - (a) Any appointment or removal of an alternate must be set out by notice in writing to the company signed by the alternate, or by any other person approved by the directors;
 - (3) The replacement:

 - (a) identifies the replacement alternate; and
 - (b) in the case of a notice of appointment, contains a statement signed by the proposed alternate that the proposed alternate is willing to act as an alternate of the director giving the notice;

Rights and responsibilities of alternate directors

- (26) (1) An alternate director has the same rights in relation to any directors' meeting or directors' written resolution as the alternate's appointor.
- (2) Except as the articles specify otherwise, alternate directors:

 - (a) are deemed for all purposes to be directors;
 - (b) are liable for their own acts and omissions;
 - (c) are subject to the same restrictions as their appointor; and
 - (d) are not deemed to be agents or for their appointor;

- (3) A person who is an alternate director is not a director:

 - (a) may be invited to participate for the purpose of determining whether a question is outstanding (but only if the person's appointor is not participating); and
 - (b) may sign a written resolution (but only if it is so agreed or to be signed by the person's appointor);

No alternate may be counted as more than one director for such purposes.

- (4) An alternate director is not entitled to receive any remuneration from the company for acting as an alternate director except in respect of the alternate's appointment or remuneration as the appointor may direct by notice in writing issued to the company.

Termination of alternate directorship

- (27) An alternate director's appointment as an alternate terminates:

10

- (a) when the shareholder's sponsor revokes the appointment by notice in the company in writing specifying when it is to take effect;
- (b) on the occurrence or failure of any event of any kind in relation to the shareholder's appointment which would result in the termination of the appointment as a director;
- (c) on the death or the retirement of a director;
- (d) when the shareholder appoints a person as a director committee, except that an interim appointment as a director does not terminate when the appointment ends by reason of a general meeting and is then re-appointed as a director at the same general meeting.

PART 3

DECISION MAKING BY MEMBERS ORGANISATION OF GENERAL MEETINGS

Members can call general meetings if not enough directors

28. If:

- (a) the company has fewer than two directors, and
 - (b) no director (if any) is unable or unwilling to appoint sufficient directors to make up a quorum or to call a general meeting to do so;
- an two or more members may call a general meeting (or instruct the company secretary to do so) for the purpose of appointing one or more directors.

Attendance and speaking at general meetings

29. (1) A person is able to exercise the right to speak at a general meeting when that person is a participant in communication with all those attending the meeting, during the meeting, by telephone or otherwise and that person has no disqualification 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, or
 - (b) the person is able to speak into a microphone or telephone handset or by video link in determining whether or not such conditions are satisfied at the time, with the voice of all the other persons attending the meeting;
- (3) the director may make whatever arrangements they consider appropriate to enable them, according to a general meeting to exercise their rights to speak or vote at it.
- (4) In determining whether or not a general meeting is in session and whether any one or more members attending it are in the same place as each other:
- (a) two or more persons who are not in the same place as each other attend a general meeting; if the circumstances are such that the two (or more, if there are three) rights to speak and vote at that meeting, they are (or would be) able to exercise them;

Quorum for general meetings

30. No quorum other than the appointment of the chairman of the meeting is to be required at a general meeting if the chairman is holding a meeting and no quorum is present.

41

42

VOTING AT GENERAL MEETINGS

Voting: general

31. A resolution has to be voted on a general meeting that is decided on a show of hands unless a poll is duly demanded in accordance with the articles.

Errors and disputes

32. (1) No objection may be raised to the qualifications of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote object to is taken, and every vote so disallowed at the meeting is void.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Demanding a poll

33. (1) A poll on a resolution may be demanded:
- (a) in advance of the general meeting at which it is to be put to the vote, or
 - (b) at a general meeting, either before or immediately after the result of a show of hands on the resolution is declared.
- (2) A poll may be demanded by:
- (a) the chairman of the meeting;
 - (b) the directors;
 - (c) two or more persons having the right to speak on the resolution;
 - (d) 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:
- (a) by notice given to the chairman of the meeting;
 - (b) by the chairman of the meeting, unless a poll is demanded;

Procedure on a poll

37. (1) Subject to the articles, polls at general meetings shall be taken when, where and in such manner as the chairman of the meeting directs.
- (2) The chairman of the meeting may appoint sub-chairs (who need not be members) and decide how and when the results of the poll are to be disclosed.
- (3) The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.
- (4) A poll:
- (a) is a decision of the chairman of the meeting, or
 - (b) a question of adjournment.
- shall be taken immediately:
- (5) Only a poll may be taken within 30 days of their being demanded;
 - (6) A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded;
 - (7) No notice need be given of a poll nor taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded;
 - (8) In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

Chairing general meetings

31. (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within 15 minutes of the time at which a meeting was due to start:
- (a) the directors present, or
 - (b) if no directors are present, the meeting;
- may appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting may be done without a quorum of the meeting.
- (3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

Attendance and speaking by directors and non-members

32. (1) Directors may attend and speak at general meetings, whether or not they are members.
- (2) The chairman of the meeting may permit other persons with or without:
- (a) members of the company, or
 - (b) otherwise entitled to exercise the rights of members in relation to general meetings,
- to attend and speak at general meetings.

Adjournments

33. (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting may adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

- (a) the meeting consents to an adjournment;
- (b) a person in the chair may in the meeting that a adjournment is necessary to resolve the affairs of any concern ending the meeting or, if earlier, than the business of the meeting, or concluded in an orderly manner;
- (3) The chairman of the meeting may adjourn a general meeting if directed to do so by the meeting;
- (4) When adjourning a general meeting, the chairman of the meeting may:

 - (a) either specify the time and place in which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions given to the time and place of any adjournment, which have been given by the meeting;

(5) The continuation of an adjourned meeting is to take place more than 14 days after it was adjourned if the company has given a formal 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the 14 days is given);

 - (a) to the same person to whom notice of the company's general meetings is usually given, and
 - (b) 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 in the meeting if the adjournment had not taken place;

Content of proxy notices

38. (1) Proxies must be validly be appointed by a member in writing ("proxy notice") which:
- (a) sets out the name and address of the member appointing the proxy;
 - (b) identifies the person or persons to be the member's proxy and the general meeting in relation to which the proxy is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy or is substituted in such manner as the director may determine; and
 - (d) is delivered to the company in accordance with the articles and any rules so named in the notice of the general meeting to which they relate.
- (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 usually now be proxy appointed under them as to vote for that the proxy is to submit them unsigned or in an electronic form.
- (4) If a proxy notice contains multiple otherwise separate items to be voted:
- (a) allowing the person appointed under it to give directions as to how to vote on individual or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to a subsequent meeting of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

39. (1) Any notice of a general meeting that specifies the address or addresses ("proxy notice address or addresses") at which the company or its agents will receive proxy notices, including 3 or more meetings, or any adjournments of it, shall be by fax or electronic form.
- (2) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting normally so entitled in respect of that meeting or any adjournments of it, even though a valid proxy notice has not been delivered to the company by or on behalf of the person:
- (a) subject to paragraphs (4) and (5), a proxy notice must be delivered to a proxy notice on address no later than 48 hours before the general meeting or adjourned meeting to which it relates;
 - (b) In the case of a poll taken over, then 48 hours after it is demanded, the notice must be delivered to a proxy notice on address no less than 24 hours before the poll is appointed for the taking of the poll;
 - (c) In the case of a poll resolution during the meeting but takes not more than 48 hours as it was demanded, the proxy notice may be delivered:
 - (i) in accordance with paragraph (a); or
 - (ii) at the meeting at which the poll was demanded to the chairman, secretary or any director;
- (3) An appointment under a proxy notice may be revoked by delivering a notice in writing given by or on behalf of the person to whom or on whose behalf the proxy notice was given to a proxy notice address:
- (a) a notice revoking a proxy appointment, only takes effect if it is delivered to the:
 - (i) the chair of the meeting or adjourned meeting to which it relates; or
 - (ii) (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the person appointed for taking the poll to which it relates;
- (4) If a proxy notice is not signed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who appointed it to act as the appointor of the proxy.

Amendments to resolutions

40. (1) An ordinary resolution so proposed in a general meeting may be amended by ordinary resolution if:
- (a) notice of the proposed amendment is given in the Company Secretary in writing by a person entitled to vote at the general meeting at which it is to be proposed no less than 10 days before the meeting is to take place (or such later date as the chairman of the meeting may determine); and
 - (b) no proposed amendment other than in the reasonable opinion of the chairman of the meeting materially alter the scope of the resolution;
 - (c) a special resolution so proposed at a general meeting may be amended by ordinary resolution if:
 - (i) the chairman of the meeting proposes an amendment at the general meeting at which the resolution is to be proposed; and
 - (ii) the amendment does not go beyond what is necessary to correct a grammatical or other inadvertent error in the resolution; - (d) if the chairman of the meeting acting in good faith wrongly declines to amend a resolution in order an amendment does not invalidate the vote on that resolution.

RESTRICTIONS ON MEMBERS' RIGHTS

No voting of shares on which money owed to company

41. No voting right is attached to a share that is, or created at any general meeting, at any adjournment of it, or on any poll called at or in relation to it, unless all amounts payable to the company in respect of the share have been paid.

APPLICATION OF RULES TO CLASS MEETINGS

Class meetings

42. The provisions in the articles relating to general meetings apply, with any necessary modifications, to meetings of shareholders of different classes of shares.

PART 4

SHARES AND DISTRIBUTIONS

BASIC OF SHARES

Powers to issue different classes of shares

43. (1) Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution.
- (2) The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or its holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.

Payment of contributions on subscription for shares

44. (1) The company may require payment of contribution for the issue:
- (a) subscribing or agreeing to subscribe, for shares, or

15

- (b) subscribing, or agreeing to procure, subscriptions for shares;
- (c) any such contribution may be paid:

 - (i) in cash or in fully paid or partly paid shares or other securities or partly in one way and partly in the other;
 - (ii) in respect of a conditional or an unlocated subscription.

INTERESTS IN SHARES

Company not bound by less than absolute interests

45. Except as required by law, no person is to be recognised by the company as holding any shares in any name, and except as otherwise required by law or the articles, the company is not in any way to be bound by or recognise any interest in a share other than one held in absolute ownership of it and all its rights attaching to it.

SHARE CERTIFICATES

Certificates to be issued except in certain cases

46. (1) The company must issue each member with one or more certificates in respect of the shares held by that member.
- (2) This article does not apply:
 - (a) in respect of shares;
 - (b) where no warrant has been issued, or
 - (c) where no report, of which the Companies Act permits the company not to make, is made;
- (3) Except as otherwise specified in the articles, all certificates must be issued free of charge.
- (4) No certificate may be issued in respect of shares of more than one class.
- (5) If more than one person holds a share, only one certificate may be issued in respect of it.

Contents and execution of share certificates

47. (1) Every certificate must specify:
- (a) in respect of how many shares of which class it is issued;
 - (b) the nominal value of those shares;
 - (c) the amount paid up on them, if any;
 - (d) any distinguishing number assigned to them;
- (2) Certificates must:
- (a) have affixed to them the company's common seal or an official seal which is to be held by the company's common seal with the addition on its face of the word "Secretary" or "Deputy Secretary"; or
 - (b) be otherwise issued in accordance with the Company's Act.

Consolidated share certificates

48. (1) When a member's holding of shares of a particular class increases, the company may issue that member with:
- (a) a single consolidated certificate in respect of all the shares of that particular class which that member holds;

46

- (b) a separate certificate in respect of only those shares by which that member's holding has increased;
- (2) When a member's holding of shares of a particular class is reduced, the company must issue that member with one or more certificates in respect of the number of shares held by that member after the reduction. But the company need not (in the absence of a request from the member) issue any new certificates:
- (i) if the shares which the member is longer holding are held in the reduced amount;
 - (ii) if the shares of which the member reduces following the reduction were immediately before the reduction represented by two or more certificates;

- (3) A member may request the company, in writing, to replace:
- (a) an unregistered share, or a certificate with a consolidated certificate, or
 - (b) his member's consolidated certificate, with two or more separate certificates representing such proportion of the shares as the member may specify;
- (4) When the company complies with such a request it may charge a sum reasonable, to be at the directors' may decide, for doing so;
- (5) A consolidated certificate may not be issued unless any certificates which it is to replace have first been returned to the company for cancellation.

- (6) The company may issue a consolidated certificate in respect of shares of different classes which are held by the same member.
- (7) The company may issue a consolidated certificate in respect of shares of the same class which are held by the same member.
- (8) The company may issue a consolidated certificate in respect of shares of the same class which are held by different members.

Replacement share certificates

49. (1) If a certificate issued in respect of a member's shares is:
- (a) damaged or defaced, or
 - (b) lost, stolen or destroyed,
- that member is entitled to be issued with a replacement certificate in respect of the same class of shares exercising the right to be issued in such a replacement certificate:
- (1) that is to be issued in time exercising the right to be issued with a single certificate or separate certificates;
 - (2) that return the certificate which is to be replaced to the company if it is damaged or defaced; and
 - (3) that comply with such conditions as to evidence, indemnity and payment of a reasonable fee as the directors decide.

- (9) The company may issue a share warrant in respect of any fully paid share:
- (1) that warrants may be:
 - (a) issued in such form and
 - (b) executed in such manner

- as the directors decide:
- (1) a share represented by a share warrant may be transferred by delivery to the warrant representing it;
 - (2) The directors may make provision as to payment of dividends in respect of any share represented by a share warrant;
 - (3) Subject to the articles, the directors may decide the conditions on which any share warrant is issued. In particular, the directors:
 - (a) decide the conditions on which any warrant is to be issued in place of warrants which are damaged or defaced, or said to have been lost, stolen or destroyed;
 - (b) decide the conditions on which shares of warrants are entitled to stand and vote as general meetings;
 - (c) decide the conditions subject to which bearers of warrants may exercise their warrants to stand and vote in respect of shares in a consolidated or unconsolidated form instead, and
 - (d) vary the conditions of any warrant from time to time;

and the bearer of a warrant as respects the creation and procedure is, for, in relation to it, whether or not they were decided or specified before the warrant was issued.

47

47

Uncertificated shares

50. (1) In law, articles, the relevant rules¹ require:
- (a) any applicable provision of the Companies Act about the holding, evidence, of title to or nature of shares other than in certificated form;
 - (b) any applicable legislation, rules or other regulations made under or by virtue of such legislation;
- (2) The provisions of these rules have effect subject to the relevant rules:
- (1) Any provision of the articles which is inconsistent with the relevant rules must be disregarded, so far as that is inconsistent, whatever the relevant rules apply;
 - (2) A member, or class of shares of the company may be issued or held on such terms or in such a way that:
 - (a) it is not, or may not be, evidenced by a certificate; or
 - (b) it is or may be issued entirely or partly without a certificate; - (3) The directors have power to take such steps as they think fit in relation to

(6) subject to the conditions on which the warrants are issued from time to time, holders of share warrants have the same rights and privileges as they would if their names had been included in the register of holders of the shares represented by those warrants.

(7) The company must, as in any way as deemed fit or reasonable, any manner it deems appropriate and by a date no later than the absolute right of the holder of that warrant to that warrant.

PARTLY PAID SHARES

Company's first ever partly paid shares

52. (1) The company has a 'first' ("the company's first") over certain assets which is partly paid for any part of:

(a) the share's nominal value; and

(b) any amount in which it was reduced.

which has not been paid to the company, and which is payable immediately or at some time in the future, whether or not a call notice has been given in respect of it.

(2) The company has a 'first' over all assets:

(a) which more than any third party's interest in that share; and

(b) towards any dividend or other money payable by the company in respect of that share, and (i) the first to be paid, and the share is sold by the company) the proceeds of sale of that share;

(3) The directors may at any time decide that a share which is or would otherwise be subject to the company's first shall not be subject to a charge wholly or in part.

Enforcement of the company's first

53. (1) Subject to the provisions of this article 5:

(a) a first enforcement notice has been given in respect of a share; and

(b) the person to whom the notice has been given fails to comply with:

the company's first and when in such manner as the directors decide.

(2) A 'first enforcement notice':

(a) may only be given in respect of a share which is subject to the company's first, in respect of which a sum is payable by the due date for payment of that sum in full;

(b) must specify the share concerned;

(c) must require payment of the sum payable within 14 days of the notice;

(d) must be addressed either to the holder of the share, or to a person entitled to it by reason of the holder's death, bankruptcy or otherwise and;

(e) must give the company a reasonable time to sell the share if the notice is not complied with;

(3) When shares are sold under this article:

(a) the directors may, at any time, or exercise an instrument of transfer of the shares to the purchaser or a person nominated by the purchaser; and

(b) the transferee is not bound to give up the application of the shareholders' and the company's first or not entitled by law, insolvency or invalidity of the process leading to the sale;

(4) The net proceeds of any such sale after payment of the costs of sale, and any other costs of enforcing the first must be applied:

(a) first, in payment of so much of the sum for which the first exists as was payable at the date of the first enforcement notice;

(b) second, to the person entitled to the share as the date of the sale, but only after the certificate for the share has been surrendered to the company for cancellation or a suitable indemnity has been given for any fee, stamp duty and subject to a fee equivalent to the company's first over the share for any money paid in respect of it, before after the date of the first enforcement notice;

(5) A statutory declaration by a director or the company secretary that the declarant is a director or the company's secretary and that a person has been sold to satisfy the company's first on a specified date;

(6) in conclusive evidence of the facts stated in it as prima facie evidence of the creation of the share; and

(7) subject to compliance with any other formalities of transfer required by the registrar or by law constitutes a good title to the share.

Call notices

54. (1) Subject to the articles and the terms on which shares are allotted, the directors may send a notice ("a 'call notice') to a member requiring the member to pay the company a specified sum of money ("call") which is payable in respect of shares which that member holds as the date when the director decides to send the call notice.

(2) A 'call notice':

(a) may require a member to pay a call when exceeds all total sum unpaid on that member's shares (whether as to the share's nominal value, or any amount payable in respect of them by way of premium);

(b) must state when and how any call to which it relates is to be paid, and;

(c) may permit or require the call to be paid by instalments;

(3) A member must comply with the requirements of a call notice, but no member is obliged to pay any call before 14 days have passed since the notice was sent;

(4) Before the company has received any call due under a call notice the directors may:

(a) revoke it wholly or in part;

(b) specify a later date for payment, no later specified in the notice;

by a further notice, in writing to the member in respect of each share in call in made;

Liability to pay calls

55. (1) Liability to pay a call is not extinguished or transformed by transferring the shares in respect of which it is required to be paid;

(2) If one or more of a share are jointly and severally liable to pay all calls in respect of that share (3) Subject to the terms in which shares are allotted, the directors may, when issuing shares provide the call notice sent to the holder of those shares, may require them:

(a) to pay calls when as the 100% or;

(b) to pay calls at different times;

When call notices need not be issued

56. (1) (a) a call notice need not be issued in respect of sums which are specified in the articles which a share is required, as being payable by the company in respect of that share, irrespective of nominal value, or premium;

(b) on cancellation;

(c) on the occurrence of a particular event, or;

(d) on a date fixed by or in accordance with the terms of issue;

(2) Any share which is forfeited in accordance with the articles:

(a) is deemed to have been forfeited when the director decides that it is forfeited;

(b) is deemed to be the property of the company; and

(c) may be sold, re-issued or otherwise disposed of as the directors determine;

(3) A person's shares have been forfeited for:

(a) the company may send that person notice that forfeiture has occurred and demand it in the regular manner;

(b) that person ceases to be a member in respect of those shares;

(c) that person dies, surrenders the certificate for the shares forfeited to the company for cancellation;

(d) the person remains liable to the company for all sums payable by the person under the articles on the date of forfeiture in respect of those shares including any interest (whether accrued before or after the date of forfeiture); and

(e) the directors may cause any sum in such a sum wholly or in part or otherwise payable by him, any allowance, or the value of the shares as the date of forfeiture, or any consideration received on their behalf;

(4) At any time before the company disposes of a forfeited share, the directors may decide to cancel the rights over payment of all calls and interest due in respect of it and on such other amounts as they think fit;

Procedure following forfeiture

57. (1) It is intended to do, it is to be disposed of, by being transferred, the company may receive the consideration for the shares and the directors may authorise any person to execute the documents of transfer;

(2) A statutory declaration by a director or the company secretary that the declarant is a director or the company's secretary and the share has been forfeited on a specified date;

(3) in conclusive evidence of the facts stated in it as prima facie evidence of the creation of the share; and

(4) subject to compliance with any other formalities of transfer required by the registrar or by law constitutes a good title to the share;

(5) the company will, as far as it is able, the person who held it prior to its forfeiture is entitled to receive from the company an amount equal to the value of the share, net of any compensation and excluding any amount which:

(a) was, or would have become, payable; and

(b) had not, when the share was forfeited, been paid by that person in respect of that share, but no interest is payable to such a person in respect of such proceeds and the company is not required to account for any money carried on them;

Recovery of shares

58. (1) A member may surrender any share;

(2) in respect of which the directors may issue a notice of intended forfeiture;

(2) But if the due date for payment of such a sum has passed and it has not been paid, the holder of the share concerned is treated in all respects as having failed to comply with a call notice in respect of that sum, and is liable to the company, unless and as regards the payment of or credit and debits.

Failure to comply with call notice - automatic consequences

57. (1) A person is liable to pay a call and fails to do so by the call's relevant date;

(a) the directors may issue a notice of intended forfeiture to that person; and

(b) until the call is paid, the person is liable to the company under the call notice in respect of the call;

(2) An 'intended forfeiture':

(a) the 'call payment date' is the date when the call notice causes the call to be payable, unless the directors give a notice specifying a later date, in which case the 'call payment date' is that date;

(b) the 'call notice' is:

(i) the date fixed by the terms on which the share in respect of which the call is due was affected;

(ii) such other date as is fixed in the call notice, which required payment of the call or has otherwise been determined by the directors;

(iii) no date is fixed in either of these ways, 5 days prior to maturity;

(3) The relevant law must not exceed by more than 15 percentage points the base lending rate most recently set by the Monetary Policy Committee of the Bank of England in connection with its responsibilities under Part 2 of the Bank of England Act 1998(2)

(4) The directors may waive any obligation to pay interest on a call wholly or in part.

Notice of intended forfeiture

58. A notice of intended forfeiture:

(a) may be sent in respect of any share in respect of which a call has not been paid as required by a call notice;

(b) must be sent to the holder of the share, or to a person entitled to it by reason of the holder's death, bankruptcy or otherwise;

(c) must require payment of the call and any accrued interest by a date which is not less than 14 days after the date of the notice;

(d) must state how the payment is to be made; and

(e) must state that the notice is in accordance with the terms on which the call is payable.

Directors' power to forfeit shares

59. If a notice of intended forfeiture is not complied with before the date by which payment of the call is required in the notice of intended forfeiture, the directors may decide that any share in respect of which a call was given is forfeited, and the directors is to make all dividends or other moneys payable in respect of the forfeited shares and has paid before the forfeiture are

Effect of forfeiture

60. (1) Subject to the statute, the following is a share, unrepresented

- (c) which the directors may order; or
- (c) which has been forfeited.
- (2) The effect of any acceptance or transfer of any such share:
- (a) The effect of a transfer of a share is the same as the effect of a transfer on that share;
- (b) A share which has been surrendered may be dealt with in the same way as a share which has been forfeited.

TRANSFER AND TRANSMISSION OF SHARES

Transfers of certificated shares

63. (1) Certificated shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor and:
- (a) in writing, the share is held by the transferor;
 - (b) if the share is held by a third party, the transferor:
 - (i) has given a charge or registration of any instrument of transfer or other document relating to the share, has a right to any share;
 - (ii) the company may issue any instrument of transfer which is registered;
 - (iii) The transferor remains the holder of a certificated share until the transferor's name is entered in the register of members in holder of it;
 - (iv) The directors have failed to register the transfer of a certificated share:
 - (a) the share is not fully paid;
 - (b) the transfer is not lodged at the company's registered office or such other place as the directors have appointed;
 - (c) the transfer is not accompanied by the certificate for the object to which it relates, or such other evidence as the directors may reasonably require to show the transferor's right to make the transfer or evidence of the right of someone other than the transferor to make the transfer in the transferor's behalf;
 - (d) the transfer is not open in more than two classes of share;
 - (e) the transfer is in favour of more than four transferees; - (v) if the directors refuse to register the transfer of a share, the notice sent of transfer must be returned to the transferor with the notice of refusal unless they suspend the the procedure (notified) may be suspended.

Transfer of uncertificated shares

64. (1) A transfer of an uncertificated share must not be registered if it is in favour of more than four beneficiaries.

Transmission of shares

65. (1) If a minor person is a shareholder, the company may only recognise the shareholder as having entitlement to that share:
- (a) during its lifetime, releases the child of a deceased member from any liability in respect of a share wholly or partly held by that member;

Transferee rights

66. (1) A transferee who receives such evidence of entitlement to shares as the directors may properly require:

- (a) may, if he is the holder of the shares chosen either to become the holder of those shares or to have them transferred to another person; and
- (b) subject to any events and pending any transfer of the shares to another person, has the same rights as the holder had;
- (c) if the shares do not have the right to vote and/or vote in a general meeting in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holder of those shares.

Exercise of transferee rights

67. (1) Transferees who wish to increase the number of shares to which they have been entitled may do so by the execution of a written notice in writing of their wish:
- (a) if the share is a certificated share, and a transferee wishes to have a share issued to another person, the system as that execute an instrument of transfer in respect of it;
 - (b) if the share is an uncertificated share, and the transferee wishes to have it transferred to another person, the transferee must:
 - (i) give at least all appropriate instructions are given in effect the transfer;
 - (ii) procure that the uncertificated share is changed to certificated form and the relevant documents of transfer in respect of it;
 - (iii) Any transfer made, or executed under this article is to be treated as if it were made or executed by the person from whom the un-sentee has derived rights in respect of the share, and for the event which gave rise to the entitlement had not occurred.

Transferees bound by prior notices

68. If a notice is given to a member in respect of shares and a transmission is effected to that member, the transferee is bound by the notice if it was given to the member before the transmission where has been put on record in the register of members.

CONSOLIDATION OF SHARES

Procedure for disposing of fractions of shares

69. (1) This article applies where:
- (a) there has been a consolidation or division of shares; and
 - (b) individual members are entitled to fractions of shares;
 - (c) the directors may:
 - (i) sell the share representing the fractions to any person excluding the company for the benefit of shareholders concerned;
 - (ii) in the case of a consolidation, authorise any person to create an entitlement on transfer of the shares to the purchaser or a person nominated by the purchaser; and
 - (iii) distribute the net proceeds of sale in the proportion among the holders of the shares; - (d) where any holder's entitlement to a portion of the proceeds of sale amounts to less than one million euro documented by the director, that member's name may be distributed in an organisation which is a company for the purposes of the law of England and Wales, Scotland or Northern Ireland;
 - (e) the person to whom the shares are transferred is not obliged to return the any sum received by the person entitled to the relevant fraction;
 - (f) the transferee's title to the shares is not affected by any irregularity in or invalidity of the process leading to their sale.

DISTRIBUTIONS

Procedure for declaring dividends

70. (1) The company may by ordinary resolution declare dividends, and the directors may decide to pay or omit dividends:
- (a) A dividend may not be declared unless the directors have made a recommendation as to the amount. Save a dividend must not exceed the amount recommended by the directors;
 - (b) No dividend may be declared or paid unless it is in accordance with members' respective rights;
 - (c) Unless the members have given a direction to directors, or directors have given a direction to pay a dividend, or no time on which shares are issued should otherwise, a member's right to receive a dividend in respect of his holding of shares is on the date of the resolution or decision to declare a dividend;
 - (d) If the company has a share capital divided into different classes, no interim dividend may be paid on shares on which deferred or non-preferred rights, or the right of payment, are preferential dividends in order;
 - (e) The directors may now or thereafter declare any dividend payable, as a fixed sum, if it appears to them that the profit available for distribution justify the payment;
 - (f) If the directors do not in full faith, they do not incur any liability to the holders of shares concerning preference rights for any loss that may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

Calculation of dividends

71. (1) Unless as otherwise provided by the articles or the rights attached to shares, all dividends shall be:
- (a) declared and paid according to the amounts paid up on the shares on which the dividend is paid;
 - (b) apportioned and paid proportionately to the amounts paid up on the shares among any portion or portions of the capital in respect of which the dividend is paid;
 - (c) if any share is issued on terms providing that it carries no dividend or from a particular date the share ranks for dividend accordingly;
 - (d) for the purpose of calculating dividends, account is to be taken of any amount which has been paid up on a share in advance of the due date for payment of the amount.

Payment of dividends and other distributions

72. (1) Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means:
- (a) transfer to a bank or building society account specified by the distributor recipient, either in writing or as the directors may otherwise direct;
 - (b) sending a cheque made payable to the distributor recipient by post to the distributor (unless the distributor instructs a registered addressee and if the distributor recipient is a holder of the share), or (in any other case) to an address specified by the distributor recipient either in writing or as the directors may otherwise direct;
 - (c) sending a cheque made payable to such person as such address as the distributor recipient has specified either in writing or as the directors may otherwise direct;
 - (d) any other means of payment as the directors direct, with the distributor recipient, either in writing, or by such other means as the directors decide;
 - (e) in the articles, "the distribution recipient" means, in respect of a share, a number of which a dividend or other sum is payable;

- (f) the holder of the share;
- (g) if the share has two or more joint holders, whichever of them is named first in the register of members;
- (h) if the holder is no longer entitled to the share by reason of death or bankruptcy or otherwise, by operation of law, the trustee.

Deductions from distributions in respect of sums owing to the company

73. (1) If:
- (a) a share is subject to the company's law, and
 - (b) the directors are entitled to issue a non-enforcement notice in respect of it,
- they may instead of issuing a non-enforcement notice, deduct from any dividend or other sum payable in respect of the share, such sum of money which is payable to the company in respect of the share that the user can be liable to a non-payment under a non-enforcement notice:
- (1) The company may apply the distribution in respect of that share;
 - (2) the holder may be used to pay any of the sums payable in respect of that share;
 - (3) the company may apply the distribution in respect of that share;
 - (4) the fact and amount of any such deduction;
 - (5) any non-payment of a dividend or other sum payable in respect of a share resulting from any such deduction; and
 - (6) how the divisor declared has been applied.

No interest on distributions

74. The company may pay interest on any dividend or other sum payable in respect of a share, unless otherwise provided by:
- (a) the terms on which the share was issued; or
 - (b) the provisions of another agreement between the holder of the share and the company.

Cashless distributions

75. (1) All dividends or other sums which are:
- (a) unpaid in respect of shares; and
 - (b) unpaid and after having been declared or become payable,
- may be invested or otherwise made use of by the director for the benefit of the company until claimed:
- (1) the payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it;
 - (2) if:
 - (a) twelve years have passed from the date on which a dividend or other sum became due for payment; and
 - (b) the distributor recipient has not claimed; - (3) the distributor recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company;

Non-cash distributions

76. (1) Subject to the terms of issue of the share in question, the company may, by ordinary resolution or the unanimous vote of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by confirming unequal amounts of equivalent value (including without limitation, shares or other assets) to the company.

(2) if an interest in respect of which such a non-cash distribution is paid is determined, any shares in the company which are issued as a non-cash dividend will in respect of them must be unregistered.

(3) For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where less difficulty arises, regarding the distribution:

- (a) fixing the value of any assets;
- (b) paying cash to any shareholders in respect of their value in order to adjust the rights of recipients; and
- (c) vesting any assets in trustees.

Waiver of distributions

(7) Distribution recipients may waive their entitlement to a dividend or other distribution in respect of a share by giving the company notice in writing to that effect, but if:

- (a) the share has more than one holder;
- (b) more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more of the holders, or otherwise;

the notice is not effective unless it is executed to be given and signed, by all the holders or persons otherwise entitled to the share.

CAPITALISATION OF PROFITS

Authority to capitalise and appropriation of capitalised sums

(8) (1) Subject to the articles the directors may at any time so authorised by an ordinary resolution:

- (a) decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend or any sum standing to the credit of the company's share premium account or capital redemption reserve; and
- (b) appropriate any sum which they so decide to capitalise to "capitalised sums" to no persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportion.

Capitalised sums may be applied:

- (a) on behalf of the persons entitled, and
- (b) in the same proportion as a dividend would have been distributed to them.

(3) Any capitalised sum may be applied in paying up new shares ("a nominal amount equal to the capitalised sum which are in an allotted credit as fully paid to the persons entitled or as they may direct).

(4) A capitalised sum which was set aside from profits available for distribution may be applied:

- (a) in or towards paying up any shares or unpaid on existing shares held by the persons entitled, or
- (b) in paying up new shares of the company which are then allotted credit as fully paid to the persons entitled or as they may direct.

Subject to the articles the director may:

- (a) apply capitalised sums in accordance with paragraphs (3) and (4) partly in one way and partly in another;
- (b) make such arrangements as may seem fit to deal with shares or debentures becoming debentures or shares under the article (excluding the issuing of trust deed certificates or the making of cash payments); and

57

(c) authorise any person to enter into an agreement with an employee on behalf of all the persons entitled which is binding on them in respect of the allocation of shares and debentures among them under that article.

PARTS MISCELLANEOUS PROVISIONS COMMUNICATIONS

Means of communication to be used

(9) (1) Subject to the articles anything sent or supplied by or to the company under an article may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are numerical or required by any provision of the 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 exercise of powers by directors may also be sent or supplied by the means by which that director has agreed to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the company when making or documents sent to that director in a particular way to be deemed to have been received by him a specified time of day ("the reg day") and for the period of time to be from then 48 hours.

Failure to supply contact details

(10) (1) If:

- (a) the company sends an unsolicited document to a member over a period of at least 12 months; and
- (b) such a unsolicited document is returned undelivered or the company receives notification that it has not been delivered,

that member consent may be given to the company to cease to communicate with him.

(2) A member who has agreed to be supplied to receive notices from the company, however fails to receive such notices again by sending the company:

- (a) a new address to be entered in the register of members;
- (b) if the member has agreed to the company should use a means of communication other than email to do so to such an address the information that the company needs to use that means of communication effectively.

ADMINISTRATIVE ARRANGEMENTS

Company seals

(11) (1) Any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal or securities seal is to be used.

(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by a 10% (one-tenth) authorised owner in the presence of a witness whenever the signature:

- (a) for an incorporation of the article, an authorised member;
- (b) any director of the company;
- (c) the company secretary; or

58

Shadow director(s) in connection with the control or transfer to any person of the whole or part of the undertaking of the company or the subsidiary

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

(12) (1) Subject to paragraph (2) a relevant director of the company or an associated company may be indemnified by the company in respect of:

- (a) any liability incurred by the director in connection with any negligent, default, breach of duty or breach of trust in relation to the company or an associated company;
- (b) any liability incurred by the director in connection with the activities of the company or an associated company or its subsidiary in the course of an ordinary honest performance of its functions as defined in section 23(6) of the Companies Act 2006;

- (c) any costs, expenses or disbursements incurred by the 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 Act 2006 or any other provision of law.

(3) In this article:

- (a) "company" includes a subsidiary or the other or both the undertakings of the same body corporate; and

- (b) a "relevant director" means any director or former director of the company or an associated company;

(4) A "relevant director" means any director or former director of the company or an associated company or any associated company or any past or present fund or employee share scheme of the company or associated company; and

- (5) "company" and "associated" refers to a subsidiary of the other or both the undertakings of the same body corporate.

Insurance

(13) (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any liabilities:

(2) In this article:

- (a) a "relevant director" means any director or former director of the company or an associated company;

- (b) a "relevant fund" means a fund or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company or any associated company or any past or present fund or employee share scheme of the company or associated company; and

- (c) "company" and "associated" refers to a subsidiary of the other or both the undertakings of the same body corporate;

No right to inspect accounts and other records

(14) Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

Provision for employees on cessation of business

(15) The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or

59

60

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations, made under section 19 of the Companies Act 2006 (c 46), prescribe model forms of resolution for:

- (a) private companies limited by shares (Schedule 2 and Schedule 1);
- (b) private companies limited by guarantee (Schedule 3 and Schedule 4); and
- (c) public companies (Schedule 1 and Schedule 3).

These model articles will automatically form the articles of association for companies formed under the Companies Act 2006 which, on their formation, either do not register their incorporation or incorporation with the Register of Companies under the Act, or if they do so, do not exclude the model articles in whole, or in part (section 20 of the 2006 Act). Other companies are free to adopt the model articles in whole or in part.

An I roject has been produced for these Regulations as they now only apply in respect of the forms of business structures or voluntary bodies.

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