

2067468.

Board Meeting at 14:00 on 20 November 2014, Shire Hall, Castle Hill, Cambridge, CB3 0AP

Present: Cllr B Parker (Northamptonshire County Council); Cllr Mac McGuire (Cambridgeshire County Council), Quentin Baker, Director LGSS Law Ltd.

Special resolution to amend the Articles of Association

The members consented to a special meeting to consider the amendments proposed to the articles of association

Applications to amend the Articles of Association

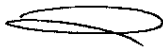
Amended Articles of Association ("the **Amended Articles**") were produced in respect of LGSS Law Limited ("the **Company**")

Resolution

After due consideration of the Amended Articles, IT WAS RESOLVED THAT

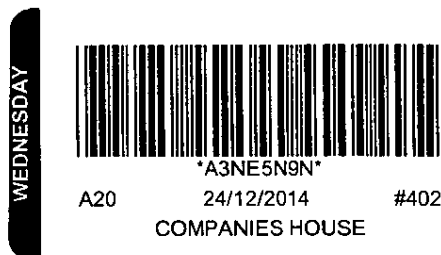
- The Amended Articles be approved and the current model articles of association be amended pursuant to section 21 of the Companies Act 2006, and
- The Amended Articles and this Special Resolution be lodged with Companies House

Signed



Director

Date 20-11-14



LGSS Law Ltd
A Company Registered in the UK

No:

Company Articles

INDEX TO THE ARTICLES

PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

- 1 Defined terms
- 2 Liability of members

PART 2
DIRECTOR'S POWERS AND RESPONSIBILITIES

- 3 Director's general authority
- 4 Shareholders' reserve power
- 5 Director may delegate
- 6 Committees

DECISION-MAKING BY THE DIRECTOR

- 7 Procedure for Decision Making by the Director
- 8 Written Resolution
- 9 Conflicts of interest
- 10 Records of decisions to be kept
- 11 The Director's discretion to make further rules

APPOINTMENT OF THE DIRECTOR

- 12 Method of appointing the director
- 13 Termination of director's appointment
- 14 Director's remuneration
- 15 Director's expenses

PART 3
SHARES AND DISTRIBUTIONS

- 16 All shares to be fully paid up
- 17 Powers to issue different classes of share
- 18 Company not bound by less than absolute interests
- 19 Share certificates
- 20 Replacement share certificates
- 21 Share transfers
- 22 Transmission of shares
- 23 Exercise of transmitters' rights
- 24 Transmitters bound by prior notices

DIVIDENDS AND OTHER DISTRIBUTIONS

- 25 Procedure for declaring dividends
- 26 Payment of dividends and other distributions
- 27 No interest on distributions
- 28 Unclaimed distributions
- 29 Non-cash distributions
- 30 Waiver of distributions

CAPITALISATION OF PROFITS

- 31 Authority to capitalise and appropriation of capitalised sums

PART 4

DECISION-MAKING BY SHAREHOLDERS - ORGANISATION OF GENERAL MEETINGS

- 32 Attendance and speaking at general meetings
- 33 Quorum for general meetings
- 34 Chairing general meetings
- 35 Attendance and speaking by directors and non-shareholders
- 36 Adjournment

VOTING AT GENERAL MEETINGS

- 37 Voting general
- 38 Errors and disputes
- 39 Content of proxy notices
- 40 Amendments to resolutions

PART 5

ADMINISTRATIVE ARRANGEMENTS

- 41 Means of communication to be used
- 42 Company seals
- 43 No right to inspect accounts and other records
- 44 Provision for employees on cessation of business

DIRECTORS' INDEMNITY AND INSURANCE

- 45 Indemnity
- 46 Insurance

PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise—

“articles” means the company’s articles of association,

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

“Business Day” means a day other than a Saturday, Sunday or public holiday in England when banks in London are open for business,

“Business Plan” means the annual business plan prepared by LGSS for the company and adopted and approved by the shareholders,

“CCC” means Cambridgeshire County Council,

“chairman” has the meaning given in article 12,

“chairman of the meeting” has the meaning given in article 39,

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,

“Deed of Adherence” means a deed requiring a shareholder to give certain undertakings to the company and its shareholders in a form prescribed by the directors from time to time,

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called,

“distribution recipient” has the meaning given in article 31,

“document” includes, unless otherwise specified, any document sent or supplied in electronic form,

“electronic form” has the meaning given in section 1168 of the Companies Act 2006,

“fully paid” in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company,

“hard copy form” has the meaning given in section 1168 of the Companies Act 2006,

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

“instrument” means a document in hard copy form,

LGSS means the joint operating entity, budgetary and governance arrangements put in place by the shareholders for the provision of certain delegated County Council services

“material” means anything that substantially impacts upon or changes the existing LGSS Services arrangements and/or shareholders operating policies that would warrant LGSS Management Board attention,

“NCC” means Northamptonshire County Council,
 “ordinary resolution” has the meaning given in section 282 of the Companies Act 2006,
 “paid” means paid or credited as paid,
 “participate”, in relation to a directors’ meeting, has the meaning given in article 10,
 “proxy notice” has the meaning given in article 45,
 “rules”, means the procedural requirements which regulate decision making within the company
 “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,
 “subsidiary” has the meaning given in section 1159 of the Companies Act 2006,
 “transmittee” means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law, and
 “writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

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

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

DIRECTOR'S POWERS AND RESPONSIBILITIES

Director's general authority

3. – (1) Subject to these articles, the director is responsible for the management of the company's business according to the Business Plan, which shall be agreed annually, as part of the overall LGSS budget planning procedures, with the shareholders and then ultimately approved by the Joint Committee, for which purpose the director may exercise all the powers of the company subject to sub paragraph 2) and the provisions regarding reservation of certain powers to the Shareholders as set out below in Paragraph 4

(2) The delegation of authority to the director is limited and subject to conditions in the following circumstances and to the extent set out -

- i) Where the likely effect of the proposed decision to be taken by the director would be to have any material impact upon the operation or financial affairs of any of the services within LGSS, the director may not take that decision without first obtaining the express approval of the shareholders who shall be represented by the LGSS managing director
- ii) Where the likely effect of the proposed decision would -

- a) have material consequences for the company, its staff or the shareholders, or
- b) cause controversy or adverse media comment

The Director shall, prior to taking such decision, consult with the Shareholders who shall be represented by the LGSS Managing Director

- iii) When exercising any of the powers delegated to him pursuant to these Articles the director shall ensure that all relevant LGSS and shareholders' policies and procedures are in place and followed
- iv) The director shall consult and gain agreement from the LGSS Director of Finance before signing off the annual company accounts

Shareholders' reserve power

4.—(1) The shareholders may, by special resolution, direct the director to take, or refrain from taking, specified action

(2) No such special resolution invalidates anything which the director has done before the passing of the resolution

(3) The shareholders reserve the following matters to themselves

- i) Permitting the registration of any person as a member of the company other than CCC and NCC in relation to their initial investment and any of their transferees, provided that the transfer has been carried out in accordance with the provisions of the Articles
- ii) Altering the name of the company
- iii) Altering, in any respect, the Articles or the rights attaching to any of the shares in the company)
- iv) Adopting or amending the Business Plan in respect of each Financial Year
- v) Changing the nature of the company's objects or commencing any new business by the company which is not ancillary or incidental to the objects
- vi) Making any acquisition or disposal by the company of any material asset(s) otherwise than in the ordinary course of business
- vii) Creating or granting any encumbrance over the whole or any part of the company's, undertaking or assets or over any shares in the company or agreeing to do so
- viii) Appointing any agent or other intermediary
- ix) In agreement with the LGSS MD the appointment or dismissal of any director or Non Executive Director
- x) Permitting the company to trade overseas
- xi) In agreement with the LGSS MD make any decision relating to the remuneration or benefits of any director and/or other employee of the company
- xii) Making any decision as to the rules relating to the conduct of meetings

The Director may delegate

5.—(1) Subject to the articles, the director may delegate any of the powers which are conferred upon him under the articles—

- (a) to such person or committee,

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

as he thinks fit

(2) If the director so specifies, any such delegation may authorise further delegation of the Director's powers by any person to whom they are delegated

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

Committees

6.—(1) Committees to which the director delegates any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by the director

DECISION-MAKING BY THE DIRECTOR

Procedure for Decision Making by the Director

7.—(1) The Director shall make decisions in accordance with the provisions of these Articles

Written Resolutions

8.—(1) A decision may take the form of a resolution in writing, copies of which have been signed by the director or to which the director has otherwise indicated agreement in writing

Conflicts of interest

9.—(1) If a proposed decision of the director is concerned with an actual or proposed transaction or arrangement with the company in which the director is interested, the director must declare their interest as soon as possible and refer the decision to the shareholders who shall be represented by the LGSS Managing Director

(2) But if paragraph (3) applies, the director who is interested in an actual or proposed transaction or arrangement with the company may continue participating in the decision-making process

(3) This paragraph applies when—

- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent the director from participating in the decision-making process,
- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest,

Records of decisions to be kept

10. The director must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the director

The Director's discretion to make further rules

11. Subject to the articles and the consent of the shareholders, in agreement with the LGSS MD and the director may make any rule which he thinks fit about how decisions are taken, and about how such rules are to be recorded or communicated

APPOINTMENT OF DIRECTOR

Methods of appointing the director

12.—(1) The person for the time being appointed to the role of LGSS Director of Law Property and Governance shall be the sole company director

Termination of director's appointment

13. A person ceases to be a director as soon as—

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 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 satisfaction 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 so for more than three months,
- (e) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms
- (f) the director ceases to also be an LGSS Director for whatever reason (for example resignation or dismissal)

Director's remuneration

14.—(1) Director may undertake any services for the company

(2) The Director may receive remuneration from the company subject to the express approval of the shareholders in agreement with the LGSS Managing Director on advice from LGSS Director of PTT and LGSS FD

(5) Unless the shareholders decide otherwise, the director is not accountable to the company for any remuneration which he receives as director or other officer or employee of the company's subsidiaries or of any other body corporate in which the company is interested

Director's expenses

15. The company may pay any reasonable expenses which the director properly incurs in connection with their attendance at—

- (a) general meetings, or

(b) separate meetings of the holders of any class of shares or 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

,subject to the express approval of the shareholders acting by the LGSS Managing Director

PART 3 SHARES AND DISTRIBUTIONS

All shares to be fully paid up

16.—(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 taken on the formation of the company by the subscribers to the company's memorandum

(3) No share shall be issued unless the holder has executed and delivered a Deed of Adherence to the company

Powers to issue different classes of share

17.—(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 the holder ,

Company not bound by less than absolute interests

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

Share certificates

19.—(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) that the shares are fully paid, and
- (d) any distinguishing numbers assigned to them

(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 must—

- (a) have affixed to them the company's common seal, or
- (b) be otherwise executed in accordance with the Companies Acts

Replacement share certificates

- 20.—**(1) If a certificate issued in respect of a shareholder's shares is—
- (a) damaged or defaced, or
 - (b) said to be lost, stolen or destroyed, that shareholder is entitled to be issued with a replacement certificate in respect of the same shares
- (2) A shareholder exercising the right to be issued with such a replacement certificate—
- (a) may at the same time exercise the right to be issued with a single certificate or separate certificates,
 - (b) must return the certificate which is to be replaced to the company if it is damaged or defaced, and
 - (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide

Share transfers

- 21.—**(1) Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the director, which is executed by or on behalf of the transferor
- (2) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share
- (3) The company may retain any instrument of transfer which is registered
- (4) The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it
- (5) The director may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent
- (6) The director must refuse to register the transfer of a share if the transferee or transmittee has not entered into a Deed of Adherence

Transmission of shares

- 22.—**(1) If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share
- (2) A transmittee who produces such evidence of entitlement to shares as the director may properly require—
- (a) may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person, and
 - (b) subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder had

(3) But transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares

Exercise of transmittees' rights

23.—(1) Transmittees who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish

(2) If the transmitttee wishes to have a share transferred to another person, the transmitttee 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 from whom the transmitttee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred

Transmittees bound by prior notices

24. If a notice is given to a shareholder in respect of shares and a transmitttee is entitled to those shares, the transmitttee is bound by the notice if it was given to the shareholder before the transmitttee's name has been entered in the register of members

DIVIDENDS AND OTHER DISTRIBUTIONS

Procedure for declaring dividends

25.—(1) The company may by ordinary resolution declare dividend

(2) A dividend must not be declared unless the Director in agreement with the shareholders acting by the LGSS Managing Director and LGSS Finance Director have made a recommendation as to its amount

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

(4) Unless the shareholders' resolution to declare and/or to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it

(5) If the company's share capital is divided into different classes, no interim 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 director with the agreement of the LGSS Finance Director and Managing Director, acting as representatives of the shareholders may recommend to shareholders that they approve the payment at intervals any dividend payable at a fixed rate if it appears to him that the profits available for distribution justify the payment

(7) If the director acts in good faith, he shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights

Payment of dividends and other distributions

26.—(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 distribution recipient either in writing or as the director may otherwise decide,

(2) In the articles, “the distribution recipient” means, in respect of a share in respect of which a dividend or other sum is payable—

- (a) 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 transmittee

No interest on distributions

27. 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 that share and the company

Unclaimed distributions

28.—(1) All dividends or other sums which are—

- (a) payable in respect of shares, and
- (b) unclaimed 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

(2) The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it

(3) If—

- (a) twelve years have passed from the date on which a dividend or other sum became due for payment, and
- (b) the distribution recipient has not claimed it,

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company

Non-cash distributions

29.—(1) Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the director, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company)

(2) For the purposes of paying a non-cash distribution, the director may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution—

- (a) fixing the value of any assets,
- (b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and

- (c) vesting any assets in trustees

Waiver of distributions

30. 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 that effect, but if—

- (a) the share has more than one holder, or
- (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 not effective unless 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

31.—(1) Subject to the articles, the director may, if he is so authorised by an ordinary resolution—

- (a) subject to the agreement of the LGSS Managing Director and LGSS Finance Director, 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 (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions

(2) Capitalised sums must be applied—

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

(3) Any 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

(4) A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct

(5) 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 they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments), and

- (c) 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

32.—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting

(2) A person is able to exercise the right to vote at a general meeting when—

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

(3) The director may make whatever arrangements s/he considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

Quorum for general meetings

33. — (1) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum

(2) A quorum for a general meeting shall be one elected member from NCC and one from CCC

Chairing general meetings

34.—(1) The elected member representatives of the shareholding councils must appoint one of their number as Chairman as the first business of a general meeting

(2) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting"

Attendance and speaking by the director and non-shareholders

35.—(1) The director may attend and speak at general meetings, whether or not they are shareholders

(2) The chairman of the meeting may permit other persons who are not—
(a) shareholders of the company, or

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

to attend and speak at a general meeting

Adjournment

36.—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner

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

(4) When adjourning a general meeting, the chairman of the meeting must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

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

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

(a) to the same persons to whom notice of the company's general meetings is required to be given, and

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

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

VOTING AT GENERAL MEETINGS

Voting: general

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

(2) The Chairman does not have a casting vote at general meetings

Errors and disputes

38.—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid

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

Content of proxy notices

39.—(1) Proxies may only validly be appointed by a notice 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 that shareholder's proxy and the general meeting in relation to which that person is appointed,
- (c) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the director 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 may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

(4) Unless a proxy notice indicates otherwise, it must be treated as—

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

Amendments to resolutions

40.—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

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

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

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

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

PART 5

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

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

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

Company seals

42.—(1) Any common seal may only be used by the authority of the director

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

(3) Unless otherwise decided by the director(s), if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature

(4) For the purposes of this article, an authorised person is—
(a) any director of the company,
(b) the company secretary (if any), or
(c) any person authorised by the director for the purpose of signing documents to which the common seal is applied

No right to inspect accounts and other records

43. Except as provided by law or authorised by the director or an ordinary resolution of the company, no person other than a shareholder, the LGSS FD or the director is entitled to inspect any of the company's accounting or other records or documents

Provision for employees

44. The director(s) may employ any staff he thinks appropriate to conduct the business of the company subject to the express written approval of the shareholders acting by the LGSS Managing Director

DIRECTOR'S INDEMNITY AND INSURANCE

Indemnity

45.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—

(a) any liability incurred by the director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

(b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

(c) any other liability incurred by that director as an officer of the company or an associated company

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

(3) In this article—

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

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

Insurance

46.—(1) With prior approval of the shareholders acting by the LGSS Managing Director and LGSS Finance Director the director may decide to purchase and maintain appropriate insurance, at the expense of the company, for the protection of any relevant director in respect of any relevant loss in carrying out their company duties

(2) In this article—

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

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

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate