

**THE COMPANIES ACT 2006  
WRITTEN RESOLUTION**

**- of -**

**Integrated Facilities Management Bolton LTD (the "Company")  
Company Number: 10278178**

**PRIVATE COMPANY LIMITED BY SHARES**

**CHANGE OF ARTICLES OF ASSOCIATION**

At a general meeting of the Company, duly convened and held at Bolton NHS Foundation Trust on 29<sup>th</sup> June 2017 the following resolution was duly passed as a special resolution.

**SPECIAL RESOLUTION**

**THAT** the articles of association contained in the document attached to this Resolution be approved and adopted as the new articles of association of the Company (the "**New Articles**") in substitution for and to the entire exclusion of the existing articles of association.

Esther Steel

Company Secretary



# **iFM Bolton**

## **Clean Safe and Sustainable**

*A wholly owned subsidiary of Bolton NHS Foundation Trust* 

**THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION OF  
INTEGRATED FACILITIES MANAGEMENT BOLTON  
Adopted on 29th June 2017**

## **INDEX TO THE ARTICLES**

### **PART 1**

#### **INTERPRETATION AND LIMITATION OF LIABILITY**

1	Default Articles not to apply	5
2	Defined terms	5
3	Liability of members	6

### **PART 2**

#### **DIRECTORS**

##### **DIRECTORS' POWERS AND RESPONSIBILITIES**

4	Directors' general authority	7
5	Controlling Shareholder Powers	7
6	Shareholders' reserve power	7
7	Directors may delegate	7
8	Committees	8

##### **DECISION-MAKING BY DIRECTORS**

9	Directors to take decisions collectively	8
10	Directors' written resolutions	8
11	Unanimous decisions	8
12	Calling a directors' meeting	8
13	Participation in directors' meetings	9
14	Quorum for directors' meetings	9
15	Chairing of directors' meetings	9
16	Casting vote	10
17	Records of decisions to be kept	10
18	Directors' discretion to make further rules	10
19	Change of Name	10
20	Conflicts of interest	10

##### **APPOINTMENT OF DIRECTORS**

21	Methods of appointing directors	12
22	Termination of director's appointment	12
23	Directors' remuneration	12
24	Directors' expenses	13

## **PART 3**

### **SHARES AND DISTRIBUTIONS**

#### **SHARES**

25	All shares to be fully paid up	14
26	Powers to issue different classes of share	14
37	Company not bound by less than absolute interests	14
28	Share certificates	14
29	Replacement share certificates	14
30	Purchase of own shares	15
31	Share transfers	15
32	Transmission of shares	15
33	Exercise of transmitters' rights	15
34	Transmitters bound by prior notices	16

#### **DIVIDENDS AND OTHER DISTRIBUTIONS**

35	Procedure for declaring dividends	16
36	Payment of dividends and other distributions	16
37	No interest on distributions	17
38	Unclaimed distributions	17
39	Non-cash distributions	17
40	Waiver of distributions	17

#### **CAPITALISATION OF PROFITS**

41	Authority to capitalise and appropriation of capitalised sums	18
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## **PART 4**

### **DECISION-MAKING BY SHAREHOLDERS**

#### **ORGANISATION OF GENERAL MEETINGS**

42	Attendance and speaking at general meetings	19
43	Quorum for general meetings	19
44	Chairing general meetings	19
45	Attendance and speaking by directors and non-shareholders	19
46	Adjournment	20

#### **VOTING AT GENERAL MEETINGS**

47	Voting: general	20
48	Errors and disputes	20

49	Poll votes	20
50	Content of proxy notices	21
51	Delivery of proxy notices	21
52	Amendments to resolutions	22

## **PART 5**

### **ADMINISTRATIVE ARRANGEMENTS**

53	Means of communication to be used	22
54	Joint Holders	22
55	Company seals	22
56	No right to inspect accounts and other records	23
57	Provision for employees on cessation of business	23
58	Bank mandates	23

### **DIRECTORS' INDEMNITY AND INSURANCE**

59	Indemnity	23
60	Insurance	24

## **PRELIMINARY**

### **1. DEFAULT ARTICLES NOT TO APPLY**

Neither the regulations in the Companies (Model Articles) Regulations 2008 nor any other articles or regulations prescribing the form of articles applicable to the company under any former enactment relating to companies shall apply to the company.

## **PART 1**

### **INTERPRETATION AND LIMITATION OF LIABILITY**

#### **Defined terms**

2.1 In the articles, unless the context requires otherwise:

Act	The Companies Act 2006
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;
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;
Controlling Shareholder	The some member of the Company
director	means a director of the company, and includes any person occupying the position of director, by whatever name called;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;
instrument	means a document in hard copy form;
participate	in relation to a directors' meeting, has the meaning given in article 10;
proxy notice	has the meaning given in article 45;
subsidiary	has the meaning given in section 1159 of the Companies Act 2006;
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.

2.2 In these articles:

- (a) any gender includes any other gender
- (b) the singular includes the plural and vice versa
- (c) references to persons includes bodies corporate partnerships and trusts (in each case whether or not having separate legal personality).
- (d) the headings in these Articles are for convenience only and shall not affect the interpretation of the Articles.

**Liability of members**

3. 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**

##### **4. Directors' general authority**

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.

- 4.1 Unless and until otherwise determined by the shareholder, there shall be no maximum number of directors and the minimum number of directors shall be one.

##### **5. Controlling Shareholder powers**

- 5.1 For so long as the controlling shareholder is the holder of not less than 51 per cent of the Ordinary Shares, the following provisions shall apply and the extent of any inconsistency shall have overriding effect as against all other provisions of these articles.

- a. the controlling shareholder may at any time and from time to time, by notice in writing to the company appoint any person to be a Director to fill a vacancy or to be an additional Director.
- b. the controlling shareholder may at any time and from time to time, by notice in writing to the company terminate any Directors appointment.
- c. any or all powers of the Directors shall be restricted in such respects, to such extent and for such duration as the Controlling Shareholder may by written notice to the company prescribe.

Any such appointment, removal, consent or notice shall be effected by an instrument in writing, signed on behalf of the Controlling shareholder and shall take effect upon receipt at the registered office of the company.

- 5.2 The Company shall provide the Controlling Shareholder promptly with such other information concerning the Company and its business as the Controlling Shareholder may reasonably require from time to time.

##### **6. Shareholders' reserve power**

- 6.1 The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action. No such special resolution invalidates anything which the directors have done before the passing of the resolution.
- 6.2 No changes can be made to the Standing Financial Instructions without the written consent of the Controlling Shareholder.

##### **7. Directors may delegate**

- 7.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;



- (d) in relation to such matters or territories; and
  - (e) on such terms and conditions;
- as they think fit.

- 7.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 7.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

## **8. Committees**

- 8.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 8.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

## **DECISION-MAKING BY DIRECTORS**

### **9. Directors to take decisions collectively**

- 9.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.
- 9.2 If the company only has one director, and no provision of the articles requires it to have more than one director, the general rule does not apply, and the director may, subject to article 20 (for so long as the director remains the sole director) take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

### **10. Directors' Written Resolutions**

- 10.1 Any Director may propose a written resolution by giving written notice to the other Directors.
- 10.2 A Directors' written resolution is adopted when all the eligible directors have signed one or more copies of it or otherwise indicated their agreement to it in writing.

### **11. Unanimous decisions**

- 11.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 11.2 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- 11.3 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

### **12. Calling a directors' meeting**

- 12.1 Any director may call a directors' meeting by giving notice of the meeting to the other directors or by authorising the company secretary (if any) to give such notice.
- 12.2 Notice of any directors' meeting must indicate:

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

12.3 Notice of a directors' meeting must be given to each director, but need not be in writing.

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

### **13. Participation in directors' meetings**

13.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

13.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

13.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **14. Quorum for directors' meetings**

14.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

14.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is three. The three must include at least one Executive and one Non-Executive Director

14.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision to call a general meeting so as to enable the shareholders to appoint further directors.

### **15. Chairing of directors' meetings**

15.1 The Controlling Shareholder may appoint a Non-Executive Director to chair meetings of the Company Board.

15.2 The person so appointed for the time being is known as the Chairman.

15.3 The Controlling Shareholder may terminate the Chairman's appointment at any time.

15.4 The Chairman shall hold such office for a term of three years from the date of appointment. Upon expiry of the term, the Chairman's appointment will be automatically terminated and the Controlling Shareholder will be required to appoint another Chairman in accordance with 15.1. If considered appropriate, the controlling Shareholder shall be entitled to reappoint the previous Chairman.

- 15.5 If the Chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.
- 16. Casting vote**
- 16.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has the casting vote.
- 17. Records of decisions to be kept**
- 17.1 The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.
- 18. Directors' discretion to make further rules**
- 18.1 Subject to the articles and the prior written approval of the controlling shareholder, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.
- 19. Change of Name**
- The Company may only change its name by the passing of a special resolution of its controlling shareholder.
- 20. Conflicts of Interest**
- 20.1 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.
- 20.2 The exceptions to this are as follows:
- (a) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest;
  - (b) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process
  - (c) the director's conflict of interest arises from a permitted cause.
- 20.3 For the purposes of this article, the following are permitted causes:
- (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 any of its subsidiaries;
  - (b) subscription, or an agreement to subscribe, for shares or other securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or 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.
- 20.4 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 20.5 Subject to paragraph 20.6, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

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

## APPOINTMENT OF DIRECTORS

### 21. Methods of appointing directors

- 21.1 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 notice given in accordance with 5.1.
  - (c) **the appointment and termination of Directors is the exclusive right of the Controlling shareholder**

### 22. Termination of director's appointment

- 22.1 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) that person is absent from meetings of directors for six months without permission and the controlling Shareholder has resolved that the person should cease to be a Director.
  - (g) notice of the director's removal is given in accordance with Article 5.1
  - (h) in the case of a Non-Executive Director employed by the controlling shareholder, such director ceases to be employed by the Controlling Shareholder
- 22.2 If a director holds an appointment to an executive office which automatically terminates on termination of his office as a Director, his removal from office pursuant to this Article 27 shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

### 23. Directors' remuneration

- 23.1 Directors may undertake any services for the company that the directors decide.
- 23.2 Directors are entitled to such remuneration as the Company may determine by ordinary resolution:
- (a) for their services to the company as directors, and
  - (b) for any other service which they undertake for the company.
- 23.3 Subject to the articles, a director's remuneration may—
- (a) take any form, and

(b) . include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

23.4 Unless the Company by ordinary resolution decides otherwise, directors' remuneration accrues from day to day.

23.5 Unless the Controlling Shareholder decides otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

## **24. Directors' expenses**

24.1 The company may pay any reasonable expenses which the directors and the company secretary properly incur in connection with their attendance at:

- (a) meetings of directors or committees of directors,
- (b) general meetings, or
- (c) or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

## **PART 3**

### **SHARES AND DISTRIBUTIONS**

#### **SHARES**

##### **25. All shares to be fully paid up**

- 25.1 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.
- 25.2 This does not apply to shares taken on the formation of the company by the subscribers to the Company's memorandum.

##### **26. Powers to issue different classes of share**

The directors shall not exercise any power of the Company to allot shares or other securities in, or to grant rights to subscribe for, or convert into, shares or other securities of the Company without the prior written consent of the Controlling Shareholder. Without limitation, the powers of the directors under section 550 of the CA 2006, are limited accordingly.

##### **27. Company not bound by less than absolute interests**

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

##### **28. Share certificates**

- 28.1 The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.
- 28.2 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.
- 28.3 No certificate may be issued in respect of shares of more than one class.
- 28.4 If more than one person holds a share, only one certificate may be issued in respect of it.
- 28.5 Certificates must be executed in accordance with the Companies Acts.

##### **29. Replacement share certificates**

- 29.1 If a certificate issued in respect of a shareholder's shares is damaged or defaced, or said to be lost, stolen or destroyed, that shareholder is entitled to be issued with a replacement certificate in respect of the same shares.
- 29.2 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 and indemnity as the directors decide.

### **30. Purchase of Own Shares**

- 30.1 Subject to the Act, but without prejudice to any other provision in these Articles, the Company may purchase its own shares with cash up to any amount in a financial year, not exceeding the lower of:
  - (a) £15,000 and
  - (b) the value of 5% of the Company's share capital

### **31. Share transfers**

- 31.1 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.
- 31.2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.
- 31.3 The company may retain any instrument of transfer which is registered.
- 31.4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.
- 31.5 The directors may, by majority decision, 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.

### **32. Transmission of shares**

- 32.1 If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share.
- 32.2 A transmittee who produces such evidence of entitlement to shares as the directors 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.
- 32.3 A transmittee does 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 it is entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

### **33. Exercise of transmittees' rights**

- 33.1 Transmittees who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish.
- 33.2 If the transmittee wishes to have a share transferred to another person, the transmittee must execute an instrument of transfer in respect of it.
- 33.3 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 transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.



#### **34. Transmittees bound by prior notices**

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

### **DIVIDENDS AND OTHER DISTRIBUTIONS**

#### **Procedure for declaring dividends**

- 35.1** The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.
- 35.2** A dividend must 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.
- 35.3** No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.
- 35.4** Unless the shareholders' resolution to declare or directors' decision 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.
- 35.5** The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.
- 35.7** If the directors act in good faith, they do 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.

#### **36. Payment of dividends and other distributions**

- 36.1** Profits available for distribution within the meaning of the CA 2006 shall be apportioned amongst the holders of Ordinary Shares in proportion to the number of shares held.
- 36.2** 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 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 share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide;
  - (c) 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.
- 36.3** 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 transmittree.

- (d) . such other person or persons as the holder may direct.

### **37. No interest on distributions**

**37.1** 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.

### **38. Unclaimed distributions**

**38.1** 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 directors for the benefit of the company until claimed.

**38.2** The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it.

**38.3** If, twelve years have passed from the date on which a dividend or other sum became due for payment, and 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.

### **39. Non-cash distributions**

**39.1** Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, 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).

**39.2** For the purposes of paying a non-cash distribution, the directors 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.

### **40. Waiver of distributions**

**40.1** 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**

### **41. Authority to capitalise and appropriation of capitalised sums**

**41.1** Subject to the articles, the directors may, if they are so authorised by an ordinary resolution:

- (a) 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.

**41.2** 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.

**41.3** 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.

**41.4** 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.

**41.5** Subject to the articles the directors may:

- (a) *apply capitalised sums in accordance with paragraphs 47.3 and 47.4 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**

##### **42. Attendance and speaking at general meetings**

- 42.1** 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.
- 42.2** 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.
- 42.3** The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 42.4** 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.
- 42.5** 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.

##### **43. Quorum for general meetings**

- 43.1** 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.
- 43.2** The quorum shall be the Controlling Shareholder present in person, by proxy or by authorised representative.

##### **44. Chairing general meetings**

- 44.1** The chairman shall chair general meetings if present and willing to do so.
- 44.2** If the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
- (a) the directors present, or
  - (b) (if no directors are present), the meeting,
- must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 44.3** The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

##### **45. Attendance and speaking by directors and non-shareholders**

- 45.1** Directors may attend and speak at general meetings, whether or not they are shareholders.

- 45.2 The chairman of the meeting may chose to 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.

#### **46. Adjournment**

- 46.1 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.
- 46.2 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.
- 46.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 46.4 When adjourning a general meeting, the chairman of the meeting must 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
- 46.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
  - (b) containing the same information which such notice is required to contain.
- 46.6 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**

#### **47. Voting: general**

- 47.1 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.

#### **54. Errors and disputes**

- 48.1 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.
- 48.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

#### **49. Poll votes**

- 49.1 A poll on a resolution may be demanded:
- (a) in advance of the general meeting where it is to be put to the vote, or

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

49.2 A poll may be demanded by—

- (a) the chairman of the meeting;
- (b) the directors; or
- (c) two or more persons having the right to vote on the resolution;

49.3 A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal.

49.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

## **50. Content of proxy notices**

50.1 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 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.

50.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

50.3 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.

50.4 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.

## **51. Delivery of proxy notices**

51.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

51.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

51.3 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.

51.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf.

## **52. Amendments to resolutions**

- 52.1 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.
- 52.2 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.
- 52.3 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**

#### **53. Means of communication to be used**

- 53.1 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.
- 53.2 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.
- 53.3 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.

#### **54. Joint Holders**

- 54.1 Except as otherwise specified in the articles, anything which needs to be agreed or specified by the joint holders of a share shall for all purposes be taken to be agreed or specified by all the joint holders.
- 54.2 Except as otherwise specified in the Articles, any notice, document or information which is authorised or required to be sent to joint holders of a share may be sent or supplied to the joint holder whose name stands first in the register of members in respect of the share.

#### **55. Company seals**

- 55.1 Any common seal may only be used by the authority of the directors.

- 55.2 The directors may decide by what means and in what form any common seal is to be used.
- 55.3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 55.4 For the purposes of this article, an authorised person is:
- (a) any director of the company;
  - (b) the company secretary (if any); or
  - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

**56. No right to inspect accounts and other records**

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.

**57. Provision for employees on cessation of business**

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 shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

**58. Bank Mandates**

The Directors may by majority decision or written resolution authorise such person or persons as they think fit to act as signatories to any bank account of the company and may amend or remove such authorisation from time to time by resolution.

**DIRECTORS' INDEMNITY AND INSURANCE**

**59. Indemnity**

- 59.1 Subject to 65.2, a relevant director of the company may be indemnified out of the company's assets against:
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company 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.
- 59.2 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.
- 59.3 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.



**60. Insurance**

60.1 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.

60.2 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.