

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **11860428**

The Registrar of Companies for England and Wales, hereby certifies that

**DONCOPOLITAN STUDIO LIMITED**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **5th March 2019**



\* N11860428H \*



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



**Application to register a company**



Received for filing on the: **19/02/2019**

A7ZN1169

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<i>Company Name in full:</i>	<b>DONCOPOLITAN STUDIO LIMITED</b>
<i>Company Type:</i>	<b>Private company limited by guarantee</b>
<i>Situation of Registered Office:</i>	<b>England and Wales</b>
<i>Proposed Registered Office Address:</i>	<b>83 COPLEY ROAD DONCASTER DN1 2QP</b>
<i>Sic Codes:</i>	<b>58142 85520 90030</b>
<i>Principal activity description:</i>	<b>Publishing of consumer and business journals and periodicals Cultural education Artistic creation</b>

*I wish to adopt entirely bespoke model articles.*

## ***Proposed Officers***

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### ***Company Secretary    1***

**Type:** **Person**

**Full Forename(s):** **MR WARREN PETER**

**Surname:** **DRAPER**

**Service Address:** **24 HAWTHORNE GROVE  
BENTLEY  
DONCASTER  
SOUTH YORKSHIRE  
UNITED KINGDOM DN5 0PQ**

***The subscribers confirm that the person named has consented to act as a secretary.***

***Company Director***      ***1***

Type:	Person
Full Forename(s):	MISS RACHEL
Surname:	HORNE
Service Address:	83 COPLEY ROAD DONCASTER SOUTH YORKSHIRE DN1 2QP
Country/State Usually Resident:	UNITED KINGDOM

*Date of Birth:* **\*\*/08/1984** *Nationality:* **BRITISH**

*Occupation:* **NONE**

*The subscribers confirm that the person named has consented to act as a director.*

*Company Director* 2

Type:	Person
Full Forename(s):	MR WARREN PETER
Surname:	DRAPER
Service Address:	83 COPLEY ROAD DONCASTER SOUTH YORKSHIRE DN1 2QP
Country/State Usually Resident:	UNITED KINGDOM

*Date of Birth:* **\*\*/03/1969** *Nationality:* **BRITISH**

*Occupation:* **NONE**

*The subscribers confirm that the person named has consented to act as a director.*

## ***Persons with Significant Control (PSC)***

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### **Statement of no PSC**

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**The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company**

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## ***Statement of Guarantee***

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I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

*Name:* **RACHEL HORNE**

*Address* **3 BROXHOLME LANE  
DONCASTER  
DN1 2LN**

*Amount Guaranteed* **1**

*Name:* **WARREN PETER DRAPER**

*Address* **24 HAWTHORNE GROVE  
BENTLEY  
DONCASTER  
DN5 0PQ**

*Amount Guaranteed* **1**

## ***Statement of Compliance***

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*I confirm the requirements of the Companies Act 2006 as to registration have been complied with.*

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## ***Authorisation***

*Authoriser Designation:* **subscriber**

*Authenticated* **YES**

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THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE

MEMORANDUM &  
ARTICLES OF ASSOCIATION  
OF

**DONCOPOLITAN STUDIO LIMITED**



**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**MEMORANDUM OF ASSOCIATION OF**  
**DONCOPOLITAN STUDIO LIMITED**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

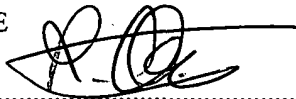
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Name of each subscriber

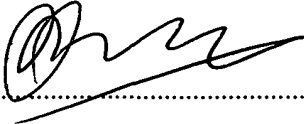
Authentication by each subscriber

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RACHEL HORNE



WARREN DRAPER



Dated:

29-1-19

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION OF**  
**DONCOPOLITAN STUDIO LIMITED**

**PART 1**

**INTERPRETATION AND LIMITATION OF LIABILITY**

**Defined terms**

- 1:** In the articles, unless otherwise stated 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;
  - “he” is used generically to describe a non-specific person of any gender;
  - “chairperson” has the meaning given in article (15);
  - “chairperson of the meeting” has the meaning given in article (29);
  - “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;
  - “director” means a director of the Company, and includes any person occupying the position of director, by whatever name called;
  - “document” includes, unless otherwise specified, any document sent or supplied in electronic form;
  - “electronic form” has the meaning given in section 1168 of the Companies Act of 2006;
  - “member” has the meaning given in section 112 of the Companies Act of 2006;
  - “ordinary resolution” has the meaning given in section 282 of the Companies Act of 2006;
  - “participate”, in relation to a directors' meeting, has the meaning given in article (10);
  - “proxy notice” has the meaning given in article (35);
  - “special resolution” has the meaning given in section 283 of the Companies Act of 2006;
  - “subsidiary” has the meaning given in section 1159 of the Companies Act of 2006; 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.
- 2:** The relevant model articles as provided under the Companies Act 1985 (as amended) and the

Companies Act of 2006 shall be excluded.

#### **Liability of members**

- 3: The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of it's being wound up while he is a member or within one year after he ceases to be a member, for;
- (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 rights of the contributories among themselves.

#### **Objects**

- 4: The Objects of the Company, for the benefit of the public and in the interests of social welfare are to develop, promote and encourage the creative industries as a viable employment option in regions where the industry is underrepresented in the local economy; to discover promote and encourage artists and creatives who are, for whatever reason, currently disengaged from mainstream culture, viable employment and/or the art world in general; provide training, work experience and employment in the creative industries sector; provide access to those tools & resources which may facilitate a career in the arts or creative industries; work towards establishing Doncaster as a major arts and creative industries hub. To document the cultural changes currently taking places in Doncaster and to encourage and promote further cultural development.

#### **Powers**

- 5: The Company has the power to do anything which is calculated to further its Objects or is conducive or incidental to doing so, with the provision that this abides with the Company's ethic and is within the law.

## **PART 2**

### **DIRECTORS**

#### **DIRECTOR'S POWERS AND RESPONSIBILITES**

#### **Directors' general authority**

- 6: 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**

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

### **Directors may delegate**

- 8: (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 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.
- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- (3) The directors may revoke any delegation in whole or in part, or alter its terms and conditions.
- (4) Any delegations made must be recorded in writing and agreed by all the directors.

### **Committees**

- 9: (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.
- (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**

### **Directors to take decisions collectively**

- 10: (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.
- (2) If-
- a) the Company has only one director, and
  - 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 director's decision-making.

## **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 the majority view on the 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 to which each eligible director has otherwise indicated agreement in writing.
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter in question had it been proposed as a resolution at a director's meeting.
- (4) 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.

## **Calling a director's meeting**

- 12: (1) Any director may call a director's meeting by giving at least 14 Clear Days' notice of the meeting to each of the directors.
- (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 at the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing.
- (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 the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

## **Participation in 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.
- (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.
- (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.

## **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.

(2) The quorum of a directors' meeting is three directors.

(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-

- a) to appoint further directors, or
- b) to call a general meeting so as to enable the members to appoint further directors.

#### **Chairing a directors' meeting**

- 15: (1) The directors may at each meeting appoint a director to chair their meetings.
- (2) The person so appointed for the time being is known as the chairperson or "chair".
- (3) The directors may terminate the chairperson's appointment at any time,
- (4) If the chairperson 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.

#### **Conflicts of interest**

- 16: (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with a company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum or voting purposes.
- (3) This paragraph applies when-
- a) the Company by ordinary resolution dis-applies the provision of the articles which would otherwise prevent a director from being counted as 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; or
  - c) the director's conflict of interest arises from a permitted cause.
- (4) 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 securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, 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 directors' meeting or part of a directors' meeting.

(6) Subject to paragraph (7), 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 chairperson whose ruling in relation to any director other than the chairperson is to be final and conclusive:

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

#### **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.

#### **Directors' discretion to make further rules**

- 18: (1) Subject to the articles, 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.

## **APPOINTMENT OF DIRECTORS**

#### **Methods of appointing directors**

- 19: (1) The board of directors consists of at least three and no more than nine individuals unless the decision is made to increase the number of directors by special resolution passed at a Directors' Meeting.
- (2) The first directors shall be those persons notified to Companies House as the first directors upon incorporation.
- (3) Thereafter, any person who is willing to act as a director, and is permitted to do so by law, may be appointed to be a director by an ordinary resolution of the directors.
- (4) In any case where, as a result of death, the Company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.
- (5) For the purposes of paragraph (2), where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

#### **Termination of a director's appointment**

- 20: (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 of 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 said person has become physically or mentally incapable of acting as a director and may remain so for a period of 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) notification is received by the Company from the director that the director is resigning from office, and such a resignation has taken place in accordance with its terms;
- g) in the opinion of the board of directors he has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or, if his conduct is likely to bring the Company, or any or all of its directors into disrepute.

#### **Directors remuneration**

- 21:** (1) Directors may not receive remuneration from the company.  
(2) Directors are however entitled to be covered for any reasonable expenses as outlined in Director's Expenses (section 22/23)

#### **Directors' expenses**

- 22:** The Company may pay any reasonable expenses accrued during outside services undertaken in order to further the Company's objectives and/or with regard to their attendance at-
- 23:** (a) meetings of directors or committees of directors,  
(b) general meetings, or  
(c) separate meetings of the holders of debentures of the Company,  
(d) or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.



## **PART 3 MEMBERS**

### **BECOMMING AND CEASING TO BE A MEMBER**

#### **Application for membership**

- 24:** (1) The subscribers to the memorandum are the first members of the Company.
- (2) No person shall become a member of the Company unless-
- a) that person has completed an application for membership in a form approved by the directors; and
  - b) the directors have approved the application.

#### **Termination of membership**

- 25:** (1) A member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.
- (2) Membership is not transferable.
- (3) A persons' membership terminates if:
- a) the members dies or ceases to exist;
  - b) the member resigns by giving the required 7 days' written notice to the Company, unless, as a result of the resignation there would be less than two members remaining;
  - c) the member is removed from membership by a resolution of the directors that it is in the best interests of the Company to terminate their membership. To pass the resolution, the member must be given at least 21 days' notice in writing of the meeting and allowed to make representations against the termination of their membership.

## **ORGANISATION OF GENERAL MEETINGS**

#### **Calling a general meeting**

- 26:** (1) General meetings must be called on at least 14 Clear Days' notice specifying the business to be discussed.
- (2) Notice must be served upon all members and directors of the Company.
- (3) Notice of any general 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.

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

- 27:** (1) The directors may call a general meeting at any time provided the the following notice is given to all directors and members of the Company:
- a) 14 Clear Days' written notice specifying the business to be transacted in a format in accordance with article (26), and containing a statement setting out the right of members to appoint a proxy; or
  - b) shorter notice if agreed by a majority of members having the right to attend and vote at 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 persons' 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 directors may take whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their right to speak or vote at that meeting.
- (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 so long as article (26:3,c) has been taken into consideration.
- (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 would have) the right to speak and vote at that meeting, are still able (or would be able) to freely exercise those rights.

#### **Quorum for a general meeting**

- 28:** (1) The quorum for general meetings is three members.
- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

#### **Chairing general meetings**

- 29:** (1) If the directors have appointed a chairperson, the chairperson shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairperson, or if the chairperson is unwilling to chair the meeting or is not present within 10 minutes of the time at which the general meeting was due to start-
- a) the directors in attendance of the meeting, or
  - b) (if there are no directors in attendance), the members present must appoint a director or member to chair the meeting, and the appointment of the chairperson must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with this article is referred to as "the chairperson of the meeting".

### **Attendance and speaking by directors and non-members**

- 30:** (1) Directors may attend, speak and vote at general meetings regardless of whether or not they are members of the Company or its subsidiaries.
- (2) The chairperson of the meeting may permit persons who are not members of the Company to attend and speak at a general meeting.

### **Adjournment**

- 31:** (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 for a period beyond 15 consecutive minutes, the chairperson of the meeting must adjourn the general meeting at that point.
- (2) The chairperson 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 chairperson of the meeting that an adjournment is necessary to protect the safety of any person in attendance of the general meeting, or to ensure that the meeting is conducted in an orderly manner.
- (3) The chairperson of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting the chairperson must-
- a) either specify the time and place to which the general meeting is adjourned or state that it is to continue at a time and place to be set 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 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 notice is to be given)-
- a) to the same persons to whom notice of the Company's general meetings is required to be given as outlined in article (26), and
  - b) containing the same information which such notice is required to obtain as specified in article (26).
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting prior to the adjournment taking place.

## **VOTING AT GENERAL MEETINGS**

### **Voting: general**

- 32:** (1) Except for the chairperson of the meeting, who has the second or casting vote, every director or member attending in person has the right to one vote on every issue.

(2) 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.

(3) A resolution in writing shall be effective provided it is agreed by a simple majority (or in case of a special resolution a majority of not less than 75%) of the members entitled to vote, and provided it is sent to every eligible member.

#### **Errors and disputes**

**33:** (1) No objection may be raised to the qualification of any person voting at 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 chairperson of the meeting whose decision is final.

(3) Any such disputes concerning the management of Company business should be referred to the directors, who must then endeavour to resolve the dispute through an appropriate procedure decided by them.

#### **Poll votes**

**34:** (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 in that resolution is declared.

(2) A poll may be demanded by-

- a) the chairperson 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 members 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 taken, and
- b) the chairperson of the meeting consents to the withdrawal.

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

#### **Content of proxy notices**

**35:** (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which-

- a) states the name and address of the member appointing a proxy;
- b) identifies the person appointed to be the member's proxy and the general meeting in relation to which that person is appointed;
- c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner 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) 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.

#### **Delivery of proxy notices**

- 36:**
- (1) A person who is entitled to attend, speak or vote (either by show of hands or through a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
  - (2) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
  - (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the general meeting or adjourned meeting to which the proxy notice relates.
  - (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it on the appointer's behalf.

#### **Amendments to resolutions**

- 37:**
- (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 a time as the chairperson of the meeting may reasonably determine,) and
    - b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the overall scope of the resolution.
  - (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if-
    - a) the chairperson 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 chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson's error does not invalidate the vote on that resolution.

**PART 4**  
**ADMINISTRATIVE ARRANGEMENTS**

**Means of communication to be used**

- 38:** (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 of 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) Any 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 no less than 48 hours.

**No right to inspect accounts or other records**

- 39:** (1) 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**

- 40:** (1) 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.

## DIRECTORS' INDEMNITY AND INSURANCE

### Indemnity

**41:** (1) Subject to paragraph (2), a relevant director of the Company or an associated Company may be indemnified out of the Company's assets against-

- a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated Company,
- b) any liability incurred by that director in connection with 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 corporate body, and
- b) a "relevant director" means any director or former director of the Company or an associated company.

### Insurance

**42:** (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 to any relevant loss.

(2) In this article-

- a) a "relevant director" means any director or former director of the Company or an associated company,
- b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employee's 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 corporate body.

### Dissolution

**43:** (1) The members of the Company may at any time before, and in expectation of, its dissolution resolve that any assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in the following ways:

- a) directly for the Objects; or
- b) by transfer to any social enterprise, charity or charities for purposes similar to the Objects;  
or
- c) to any charity or charities for use for particular purposes that fall within the Objects.

**(2)** Subject to any such resolution of the members of the Company, the directors may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred:

- a) directly for the Objects; or
- b) by transfer to any social enterprise, charity or charities for purposes similar to the Objects;  
or
- c) to any charity or charities for use for particular purposes that fall within the Objects.
- d) to any charity or charities for use for particular purposes that fall within the Objects.