

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

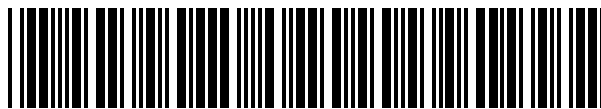
Company Number **14325510**

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

LIBERATION TARDIVE LTD

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 **30th August 2022**



N143255108



Companies House



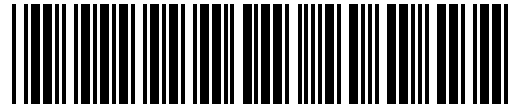
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **30/08/2022**

XBBHCNGG

Company Name in full:

LIBERATION TARDIVE LTD

Company Type:

Private company limited by guarantee

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**ALICE HOUSE 19A DOUGLAS STREET
LONDON
ENGLAND SW1P 4PA**

Sic Codes:

**70229
70210**

Company Director *1*

Company Director 2

Type: **Person**

Full Forename(s): **MR JAMES ALEXANDER**

Surname: **BELTON**

Former Names:

Service Address: **recorded as Company's registered office**

Country/State Usually **ENGLAND**

Resident:

Date of Birth: ****/10/1978** *Nationality:* **BRITISH**

Occupation: **ACCOUNTANT**

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

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **MR WILLIAM BUCKWELL**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/01/1970** *Nationality:* **BRITISH**

Service address recorded as Company's registered office

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.
<i>Nature of control</i>	The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Individual Person with Significant Control details

Names: **MR JAMES ALEXANDER BELTON**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/10/1978** *Nationality:* **BRITISH**

Service address recorded as Company's registered office

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.
<i>Nature of control</i>	The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Statement of Guarantee

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: **WILLIAM BUCKWELL**

Address **ALICE HOUSE 19A DOUGLAS STREET
LONDON
ENGLAND
SW1P 4PA**

Amount Guaranteed **1**

Name: **JAMES BELTON**

Address **ALICE HOUSE 19A DOUGLAS STREET
LONDON
ENGLAND
SW1P 4PA**

Amount Guaranteed **1**

Statement of Compliance

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

Name: **WILLIAM BUCKWELL**

Authenticated **YES**

Name: **JAMES BELTON**

Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of LIBERATION TARDIVE LTD

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.

Name of each subscriber	Authentication
WILLIAM BUCKWELL	Authenticated Electronically
JAMES BELTON	Authenticated Electronically

Dated: 30/08/2022

**LIMITED COMPANY NOT HAVING
A SHARE CAPITAL**

Memorandum of Association

ARTICLES OF ASSOCIATION OF LIBERATION TARDIVE LTD

1. The Company's name is Liberation Tardive LTD (herein the "Company")

The Company is to be an "asset locked" company and shall not transfer any of its assets other than for full consideration, EXCEPT in the case of:

- the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and
- the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

WHERE:

- the Company is wound up under the Insolvency Act 1986; and
- all its liabilities have been satisfied

THEN any residual assets shall be given or transferred to the following asset-locked body:

Name: The Drinks Trust

Charity Registration Number: 1023376

Registered Office: Unit 4, Baden Place, London SE1 1YW

PART 1: INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms:

2. 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;

"Chairman" has the meaning given in articles 34, 35, 36 and 37;

"Chairman of the meeting" has the meaning given in articles 74 and 75;

"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 2006;

"member" has the meaning given in section 112 of the Companies Act 2006;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006; "participate", in relation to a directors' meeting, has the meaning given in articles 28, 29 and 30; "proxy notice" has the meaning given in articles 87, 88, 89 and 90;

"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; 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

3. The liability of the members as a whole is limited to £2.
4. The liability of each member is limited to £1 being the amount that the members undertake collectively to contribute to the assets of the company in the event of its 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.
5. Any individual member may agree to become liable for a larger figure than £1 and will become so subject to a resolution in support being passed at a meeting of the Directors.

PART 2: OBJECTS AND

POWERS

Objects

6. The company's objects ("Objects") are the following:
 - a. To promote premium wines of quality that are capable of organoleptic improvement with age post the production processes
 - b. To safeguard nurture and protect wine making processes that enable organoleptic improvement and development of wine with age
 - c. To encourage appreciation of bottle aged wine by whole industry from suppliers and production to marketing, sales channels media and consumers
 - d. To support producers with competencies introductions and business synergies to services that enable the aging of wine in an environmental, economic and socially sustainable way;
 - e. To achieve the above including by way of presentations, tastings, awards, conferences, seminars, research and education.
7. The organisation will be coordinated from the UK but is entirely global in outlook and operation and will not be restricted by geography. The company may undertake any activities which contribute towards these Objects worldwide. The company will be managed on a non-profit basis as defined in articles 9, 10, 11, 12 and 13 below.

Powers

8. The company has power to do anything which is contemplated to further its Objects or is conducive or incidental to doing so.

Application of income and property

9. The income and property of the company shall be applied solely towards the promotion of the Objects.

10. A director is entitled to a one-off appointment fee not exceeding £2500 and to be reimbursed from the property of the company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the company.
11. A director may benefit from indemnity insurance cover purchased at the company's expense.
12. A director may only receive any other benefit payment being reasonable and proper remuneration for services or goods being supplied as agreed by resolution passed at a directors' meeting or by way of unanimous written resolution.
13. None of the income or property of the company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the company. This does not prevent a member who is not also a director receiving:
 - a. A benefit from the company in the capacity of a beneficiary of the company; or
 - b. reasonable and proper remuneration for any goods or services supplied to the company.

PART 3: DIRECTORS Directors' general authority

14. 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

15. The members may, by special resolution, direct the directors to take, or refrain from taking a vote on specified action.
16. No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

17. 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.
18. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
19. The directors may revoke any delegation in whole or part or alter its terms and conditions.

Committees

20. 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.
21. 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

22. Unless specified in these articles, any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 24;
23. Any decision on changing the name of the Company must be taken unanimously in accordance with article 24;
24. If-
 - a. the company only has one director, and
 - b. no provision of the articles requires it to have more than one director,

Then the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

25. Unanimous decisions

- a. 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.
- b. 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.
- c. 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.
- d. 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 directors' meeting

26. Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

27. 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.
- d. Notice of a directors' meeting must be given to each director but need not be in writing. e. 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.

Participation in directors' meetings

28. 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.

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

30. 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

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

32. 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 two, and unless otherwise fixed it is two.

33. 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 of directors' meetings

34. The directors may appoint a director as Chair for a single meetings or for a specified period of time.
35. The person so appointed for the time being is known as the Chairman.
36. The directors may terminate the Chairman's appointment at any time.
37. If the Chairman has notified the remaining Directors of their inability to participate in a meeting, or 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.

Casting vote

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

Conflicts of Interest

40. 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.
41. But if article (42) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
42. This article applies when-
 - a. 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;
 - 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.

For the purposes of this article, the following are permitted causes-

- d. 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;
- e. 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
- f. 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.

For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

43. Subject to article (44), 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.

44. 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.

Records of decisions to be kept

45. The directors must ensure that the company keeps a record, in writing (which may be in electronic form) for at least seven years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

46. 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

47. 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 by a unanimous decision of the directors.
48. 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.
49. For the purposes of article (48), where 2 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 director's appointment

SO. 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 remaining directors vote unanimously to terminate a director's appointment and a Special Resolution supporting this decision is approved at a general meeting.

Directors' remuneration

51. Directors may undertake any services for the company that the directors decide.
52. Directors are entitled to such remuneration as the directors determine- a. for their services to the company as directors, and
- b. for any other service which they undertake for the company.
53. 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.
- 54. Unless the directors decide otherwise, directors' remuneration accrues from day to day.

Directors' expenses

- 55. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:
 - a. meetings of directors or committees of directors
 - b. general meetings, or
 - c. separate meetings of the holders of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3: MEMBERS

- 56. A person shall become a member of the company if -
 - a. that person has completed an application for membership and accepted the terms of such membership in such form and on such conditions as may be approved by the directors, and
 - b. paid in full any membership fee required by the company, the value and duration of which shall be set from time to time by the Directors.
- 57. The directors may establish any number of different classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- 58. The directors may alter the rights or obligations attached to a class of membership.
- 59. A member may withdraw from membership of the company by giving 30 days' notice to the company in writing.
- 60. The directors may terminate the membership of any person at any time.
- 61. Membership is not transferable.
- 62. A person's membership terminates when that person dies, ceases to exist, becomes bankrupt or subject to any other form of involuntary insolvency process, or is taken over by another company (or undergoes a change of control by way of ownership of more than 50% of the equity or of a right to direct its affairs) that is not also a member.

Schedule of general meetings

- 63. The Company shall hold its first annual general meeting within thirty months after the date of its incorporation.
- 64. An annual general meeting must be held in each subsequent year and not more than eighteen months shall elapse between successive annual general meetings.
- 65. The directors may call a general meeting at any time either as physical in persons meetings or virtual meetings or as a hybrid with a combination of physical and virtual presence.

Attendance and speaking at general meetings

- 66. Members have the right to attend general meetings. The Chairman may exclude any member from a general meeting if the Chairman reasonably judges their behaviour during the meeting to be uncivil.
- 67. Members have the right to speak at a general meeting. 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. The Chairman of the meeting will endeavour to enable the maximum number of members to speak during any meeting, subject to time constraints. The order of speaking and time allotted to each member shall be determined by the Chairman. The

Chairman may require any member to stop speaking if the Chairman reasonably judges their behaviour to be uncivil.

68. Directors may attend and speak at general meetings, whether or not they are members.
69. The Chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.
70. 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.
71. 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.
72. 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

73. 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.

Chairing general meetings

74. If the directors have appointed a Chairman, the Chairman shall chair general meetings if present (whether in person or by remote attending via telephone or internet link) and willing to do so.
75. If the directors have not appointed a Chairman, or if the Chairman is unwilling to chair the meeting or is not present within fifteen minutes of the time at which a meeting was due to start
 - a. the directors present, or
 - b. (if no directors are present), the members meeting must appoint a director or member to chair the meeting and the appointment of the Chairman of the meeting must be the first business of the meeting.
 - c. The person chairing a meeting in accordance with this article is referred to as "the Chairman of the meeting".

Adjournment

76. 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.
77. 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.
 - c. The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
78. 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 have been given by the meeting.
79. 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.
80. 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

81. 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.
82. 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.
83. Any such objection must be referred to the Chairman of the meeting whose decision is final.

Poll votes

84. 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.
85. A poll may be demanded by-
- a. the Chairman of the meeting;
 - b. the directors;
 - c. two or more persons having the right to vote on the resolution; or
 - d. a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
86. 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.
- c. Polls must be taken immediately and in such manner as the Chairman of the meeting directs.

Content of proxy notices

87. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
- a. states the name and address of the member appointing the proxy;
 - b. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - c. is signed by or on behalf of the member appointing the proxy or is authenticated in such manner 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.
88. The company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

89. 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.
90. 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

91. 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.
92. 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.
93. 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.
94. 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.

Ordinary and Special Resolutions

95. An Ordinary Resolution is required to be passed in a general meeting in order to:
- a. Grant temporary additional powers to directors
 - b. Approve directors' loans
96. A Special Resolution is required to be passed in a general meeting in order to:
- a. Change the articles of association
 - b. Remove a director

Amendments to resolutions

97. 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.
98. 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.
99. 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 4: ADMINISTRATIVE ARRANGEMENTS

100. 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 or documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
101. 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.
102. 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

103. Any common seal may only be used by the authority of the directors.
104. The directors may decide by what means and in what form any common seal is to be used.
105. 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.
106. 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.

No right to inspect accounts and other records

107. 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.

Director's Indemnity and Insurance

108. Subject to article (3), a relevant director of the company or an associated company may be indemnified out of the company's assets against-
- a. any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - b. any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - c. any other liability incurred by that director as an officer of the company or an associated company
109. 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.
110. 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

111. 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.
112. 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.