

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**WRITTEN RESOLUTIONS**

**OF**

**VINDEX TRUSTEES LIMITED**

**Company Number SC026895**

**(the "Company")**

The following written resolutions were duly passed, resolution numbered 1 as a special resolution and resolution numbered 2 as an ordinary resolution on *6 February* 2012:

**RESOLUTION 1 (SPECIAL)**

"THAT the draft articles of association of the Company annexed to these written resolutions be adopted as the new articles of association of the Company in substitution for and to the exclusion of the Company's existing articles of association."

**RESOLUTION 2 (ORDINARY)**

"THAT pursuant to paragraph 47(3) of Schedule 4 to The Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007, the directors of the Company may in accordance with s175(5)(a) of the Companies Act 2006 authorise any matter in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (and for this purpose a conflict of interest includes a conflict of interest and duty and a conflict of duties)."

*Chau m Ku*  
.....

Director

WEDNESDAY



\*S12PSVSA\*

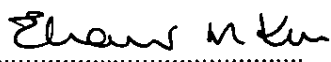
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#470

COMPANIES HOUSE

These articles of association  
were adopted by special  
resolution on 6 February  
2012

  
.....  
Director

**ARTICLES OF ASSOCIATION**

of

**VINDEX TRUSTEES LIMITED**

**(Company Number: SC026895)**

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**Adopted by Special Resolution passed on**

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

**ARTICLES OF ASSOCIATION**

**of**

**VINDEX TRUSTEES LIMITED**

**(Company Number: SC026895)**

**(the "Company")**

(Adopted by Special Resolution passed on **6 February 2012**)

**PART 1**

**INTERPRETATION AND LIMITATION OF LIABILITY**

**1. DEFINED TERMS**

**1.1** In these articles, unless the context requires otherwise:

**"Act"** means the Companies Act 2006;

**"alternate" or "alternate director"** has the meaning given in article 23.1;

**"articles"** means these articles of association;

**"bankruptcy"** means sequestration and includes individual insolvency proceedings in a jurisdiction other than Scotland which have an effect similar to that of sequestration, such as bankruptcy in England and Wales;

**"chairman"** has the meaning given in article 16.2;

**"chairman of the meeting"** has the meaning given in article 30.3;

**"Companies Acts"** means the Companies Acts (as defined in section 2 of the Act), in so far as they apply to the company;

<b>“director”</b>	means a director of the company, and includes any person occupying the position of director, by whatever name called;
<b>“document”</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>“electronic form”</b>	has the meaning given in section 1168 of the Act;
<b>“hard copy form”</b>	has the meaning given in section 1168 of the Act;
<b>“member”</b>	has the meaning given in section 112 of the Act;
<b>“ordinary resolution”</b>	has the meaning given in section 282 of the Act;
<b>“parent”</b>	means any person who for the time being is the sole member;
<b>“participate”</b>	in relation to a directors’ meeting, has the meaning given in article 14.1;
<b>“proxy notice”</b>	has the meaning given in article 36.1
<b>“special resolution”</b>	has the meaning given in section 283 of the Act;
<b>“subsidiary”</b>	has the meaning given in section 1159 of the Act;
<b>“writing”</b>	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.

- 1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Act as in force on the date when these articles become binding on the company.
- 1.3 Headings in these articles are used for convenience only and shall not affect the construction or interpretation of these articles.
- 1.4 A reference in these articles to an **“article”** is a reference to the relevant article of these articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of any subordinate

legislation from time to time made under it and any amendment or re-enactment, and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

- 1.6 Words denoting the singular shall include the plural and *vice versa*. Words denoting the masculine shall include the feminine and *vice versa*. References to persons shall include bodies corporate, unincorporated associations, partnerships (including limited liability partnerships) and trusts.
- 1.7 Any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

## 2. **LIABILITY OF MEMBERS**

- 2.1 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 its being wound up while he is a member or within one year after he ceases to be a member, for:
- 2.1.1 payment of the company’s debts and liabilities contracted before he ceases to be a member;
- 2.1.2 payment of the costs, charges and expenses of winding up; and
- 2.1.3 adjustment of the rights of the contributories among themselves.

## 3. **EXCLUSION OF PRESCRIBED ARTICLES**

No regulations or articles prescribed by regulations under any statute concerning companies shall form part of the articles of the company and all such regulations and articles are hereby excluded.

## 4. **NAME OF COMPANY**

For the purposes of section 77 of the Act, the directors may (with the consent of any parent) change the name of the company by a decision taken in accordance with article 11.

# **PART 2**

## **DIRECTORS**

### **DIRECTORS’ POWERS AND RESPONSIBILITIES**



## 5. **DIRECTORS' GENERAL AUTHORITY**

Subject to these 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. The specific powers referred to in articles 6 and 7 below are without prejudice to the generality of this article 5.

## 6. **BORROWING POWERS**

6.1 Subject to article 6.2, the directors may exercise all the powers of the company to:

- 6.1.1 borrow or raise money without limit as to amount and upon such terms and in such manner as they think fit;
- 6.1.2 mortgage or charge the whole or any part of the company's undertaking, property and uncalled capital; and
- 6.1.3 issue debentures, debenture stock and other securities, whether outright or as collateral security for any debt, liability or obligation of the company or of any third party.

6.2 If the company has for the time being a parent:

- 6.2.1 the power to borrow money from the bankers of the company shall be exercisable by the directors only within such limits as shall from time to time be intimated in writing to the directors and to such bankers by such parent; and
- 6.2.2 the directors shall not without the prior consent in writing of the parent have power to exercise any of the other powers conferred by this article or to enter on behalf of the company into hire purchase or capital expenditure commitments.

## 7. **EMPLOYEE BENEFITS**

7.1 If the company has for the time being a parent, the powers conferred by this article 7 shall be exercisable only with the prior consent in writing of the parent.

7.2 The directors may establish or concur or join with any relevant undertakings in establishing and making contributions out of the company's moneys to any relevant scheme.

7.3 The directors may pay, enter into agreements to pay or make grants (revocable or irrevocable and either subject or not subject to any terms and conditions) of pensions or other benefits to employees and ex-employees and their dependents, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or their dependents are or may become entitled under any relevant scheme. Any such pension or benefit

may, as the directors consider desirable, be granted to an employee either before and in anticipation of, or upon or at any time after, his actual retirement.

7.4 In this article:

7.4.1 “**employees**” includes any director who may hold or have held any executive office or other office or place of profit, or have been appointed to exercise special powers or authorities;

7.4.2 “**relevant scheme**” means any scheme or fund for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees and ex-employees of the company (and any other participating undertaking) and their dependents, or any class or classes of such persons; and

7.4.3 “**relevant undertaking**” means any parent or subsidiary undertakings of such parent or undertakings with which the company is associated in business.

8. **MEMBERS’ RESERVE POWER**

8.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

8.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

9. **DIRECTORS MAY DELEGATE**

9.1 Subject to these articles, the directors may delegate any of the powers which are conferred on them under these articles:

9.1.1 to such person or committee;

9.1.2 by such means (including by power of attorney);

9.1.3 to such an extent;

9.1.4 in relation to such matters or territories; and

9.1.5 on such terms and conditions;

as they think fit.

9.2 If the directors so specify, any such delegation may authorise further delegation of the directors’ powers by any person to whom they are delegated.

- 9.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

10. **COMMITTEES**

- 10.1 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 these articles which govern the taking of decisions by directors.
- 10.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from these articles if they are not consistent with them.

**DECISION-MAKING BY DIRECTORS**

11. **DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

- 11.1 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 written resolution in accordance with article 12.
- 11.2 If:
- 11.2.1 the company only has one director in office; and
- 11.2.2 no provision of these articles requires it to have more than one director;
- the general rule does not apply, and the director may (for so long as he remains the sole director) take decisions without regard to any of the provisions of these articles relating to directors' decision making.

12. **WRITTEN RESOLUTIONS**

- 12.1 A decision of the directors may take the form of a resolution in writing, to which each eligible director has indicated agreement in writing, whether by signing a copy of the resolution or otherwise.
- 12.2 References in this article to eligible directors are to directors who would have been entitled to vote on the matter, and whose vote would be counted under these articles, had it been proposed as a resolution at a directors' meeting.
- 12.3 A decision may not be taken in accordance with this article 12 if the eligible directors would not have formed a quorum at such a meeting.

### 13. **CALLING A DIRECTORS' MEETING**

- 13.1 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.
- 13.2 Notice of any directors' meeting must indicate:
- 13.2.1 its proposed date and time;
  - 13.2.2 where it is to take place; and
  - 13.2.3 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.
- 13.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 13.4 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. 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.

### 14. **PARTICIPATION IN DIRECTORS' MEETINGS**

- 14.1 Subject to these articles, directors "**participate**" in a directors' meeting, or part of a directors' meeting, when:
- 14.1.1 the meeting has been called and takes place in accordance with these articles; and
  - 14.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 14.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 14.3 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.

### 15. **QUORUM FOR DIRECTORS' MEETINGS**

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

- 15.2 Subject to articles 11.2 and 15.3, 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.
- 15.3 For the purposes of any meeting (or part of a meeting) held to consider or decide on any matter in which one or more directors have an interest, if there is only one director in office who would, if present, be counted in the quorum at that meeting (or part of a meeting), the quorum is one.
- 15.4 If the total number of directors for the time being in office is less than the quorum required, the directors must not take any decision other than a decision:
- 15.4.1 to appoint further directors; or
  - 15.4.2 to call a general meeting or approve the circulation of a written resolution so as to enable the members to appoint further directors.

16. **CHAIRING OF DIRECTORS' MEETINGS**

- 16.1 The directors may appoint a director to chair their meetings.
- 16.2 The person so appointed for the time being is known as the "**chairman**".
- 16.3 The directors may terminate the chairman's appointment at any time.
- 16.4 If there is no chairman, or if the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, or if he is unwilling to chair the meeting, the participating directors must appoint one of themselves to chair it.

17. **CASTING VOTE**

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

18. **DIRECTORS' DUTIES**

- 18.1 If the company has for the time being a parent, a director may act in accordance with any directions given by the parent and (without prejudice to his other duties) shall not be in breach of any duty to the company to exercise independent judgment by so doing.

- 18.2 A director may be a director or other officer of, or employed by, or otherwise interested in, any parent or any subsidiary undertaking of such parent, provided that he has disclosed the matter to the other directors (to the extent that they are not already aware of the matter) and in such case:
- 18.2.1 he shall not be accountable to the company for any profit, remuneration or benefit realised by or accruing to him in consequence of any such office, employment or interest, and no transaction or arrangement shall be liable to be avoided, by reason of his office as a director of the company or of the fiduciary relationship thereby established; and
  - 18.2.2 if he has obtained any information, otherwise than as a director of the company, in respect of which he owes a duty of confidentiality to the parent or subsidiary undertaking (as the case may be), the director is under no obligation to disclose such information to the company or to use or apply such information in performing his duties as a director of the company where to do so would be a breach of that duty of confidentiality.
- 18.3 Without prejudice to article 18.2, provided that the matter has been authorised by the directors in accordance with section 175 of the Act or by resolution of the members, a director may be in any situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company and which he would otherwise be under a duty to avoid pursuant to section 175 of the Act ("authorised conflict situation"). For this purpose, a conflict of interest includes a conflict of interest and duty and a conflict of duties.
- 18.4 A director shall not be accountable to the company for any profit, remuneration or benefit realised by or accruing to him in consequence of any authorised conflict situation, and no transaction or arrangement shall be liable to be avoided, by reason of his office or of the fiduciary relationship thereby established.
- 18.5 Any authorisation pursuant to article 18.3 shall be for such duration and subject to such terms and conditions as the directors or members (as the case may be) shall determine and may be varied or terminated at any time. In particular, but without limitation, any such authorisation may (but need not) provide that:
- 18.5.1 if the director has obtained any information in relation to the matter which has been authorised, otherwise than as a director of the company, in respect of which he owes a duty of confidentiality to another person, the director is under no obligation to disclose such information to the company or to use or apply such information in performing his duties as a director of the company where to do so would be a breach of that duty of confidentiality; and/or

- 18.5.2 the director shall not be given any information relating to the matter which has been authorised; and/or
- 18.5.3 if a proposed decision of the directors is concerned with the matter which has been authorised, the director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 18.6 A director is not to be counted as participating in the decision-making process for quorum or voting purposes:
- 18.6.1 in respect of any decision of the directors to authorise a matter in accordance with section 175 of the Act pursuant to article 18.3; or
- 18.6.2 in respect of any decision relating to an authorised conflict situation where the terms of the authorisation do not permit this; or
- 18.6.3 in respect of any decision, other than a decision of the directors to authorise a matter in accordance with section 175 of the Act or which relates to an authorised conflict situation, in which he has an interest unless:
- (a) his interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - (b) he has disclosed the nature and extent of his interest to the other directors (to the extent that they are not already aware of it).
- 18.7 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 18.8 Subject to article 18.9, if a question arises in relation to a proposed decision of the directors or of a committee of directors as to the right of a director to participate in the decision-making process for voting or quorum purposes, the question may be referred to the chairman (or other director chairing the relevant meeting) whose ruling in relation to any director other than himself is to be final and conclusive.
- 18.9 If a question arises in relation to a proposed decision of the directors or of a committee of directors as to the right of the chairman (or other director chairing the relevant meeting) to participate in the decision-making process for voting or quorum purposes, the question is to be decided by a decision of the directors excluding the chairman or such other director (as the case may be).

**19. RECORDS OF DECISIONS TO BE KEPT**

The directors must ensure that the company keeps a record, in accordance with section 1135 of the Act, for at least ten years from the date of the decision recorded, of every decision taken by the directors, whether at a meeting or otherwise.

**20. DIRECTORS' DISCRETION TO MAKE FURTHER RULES**

Subject to these 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**

**21. METHODS OF APPOINTING DIRECTORS**

21.1 Subject to article 21.2 below, 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.

21.2 If the company has for the time being a parent which is a body corporate or partnership (including a limited liability partnership), any director of the company must be either:

21.2.1 a member or partner (as appropriate) of the parent; or

21.2.2 an employee of the parent or of any subsidiary of the parent; or

21.2.3 a person otherwise approved by the parent.

21.3 If the company has for the time being a parent, the power to appoint directors resides exclusively in the parent. Any such appointment or removal shall be effected by notice in writing and shall be effective forthwith upon the receipt of such notice by the company.

21.4 If the company does not for the time being have a parent:

21.4.1 a director may be appointed by ordinary resolution, or by a decision of the directors;

21.4.2 in any case where the company has no directors, then any member may call a general meeting (or instruct the company secretary, if any, to do so) for the purpose of appointing one or more directors; and

21.4.3 in any case where, as a result of death or bankruptcy, the company has no members and no directors, the transmittee(s) of the last member to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a person who is willing to act and is permitted by law to do so to be a director.



- 21.5 For the purposes of article 21.4.3, 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.

22. **TERMINATION OF DIRECTOR'S APPOINTMENT**

- 22.1 A person ceases to be a director as soon as:

- 22.1.1 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
- 22.1.2 a bankruptcy order is made against that person;
- 22.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 22.1.4 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;
- 22.1.5 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;
- 22.1.6 if the company has for the time being a parent, notification is received by the company from the parent removing that person as a director;
- 22.1.7 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.

23. **ALTERNATE DIRECTORS**

- 23.1 Any person entitled for the time being pursuant to article 21.3 to appoint directors of the company shall be entitled to appoint as an "**alternate**" any person to exercise the powers and carry out the responsibilities of any director and to remove any alternate so appointed.
- 23.2 Any such appointment or removal shall be effected by notice in writing and shall be effective forthwith upon the receipt of such notice by the company.
- 23.3 The notice must identify the proposed alternate and, in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director specified in the notice.

23.4 Except as these articles specify otherwise, alternate directors:

23.4.1 are deemed for all purposes to be directors;

23.4.2 are liable for their own acts and omissions;

23.4.3 are subject to the same restrictions as the director for whom they act as alternate; and

23.4.4 are not deemed to be agents of or for the directors for whom they act as alternate.

23.5 Subject to articles 23.6, 23.7 and 23.8, an alternate director has the same rights, in relation to any directors' meeting or directors' written resolution as the director for whom he acts as alternate.

23.6 An alternate director may indicate agreement to a written resolution in place of the director for whom he acts as alternate, in which case the director appointing him shall be deemed to have indicated agreement to the written resolution.

23.7 A person who is an alternate director but not a director may be counted as participating in a directors' meeting for the purposes of determining whether a quorum is participating (but only if the director for whom he acts as alternate is not participating). No alternate may be counted as more than one director for such purpose.

23.8 In addition to any vote he may have as a director in his own right, an alternate director has an additional vote on behalf of each director for whom he acts as alternate who is:

23.8.1 not participating in a directors' meeting; and

23.8.2 would have been entitled to vote if they were participating in it.

23.9 An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director.

23.10 An alternate director shall cease to be an alternate director if the director appointing him ceases for any reason to be a director.

## 24. **DIRECTORS' REMUNERATION**

24.1 Directors may undertake any services for the company that the directors decide.

24.2 Directors are entitled to such remuneration as the directors determine:

24.2.1 for their services to the company as directors; and

24.2.2 for any other service which they undertake for the company.

24.3 Subject to these articles, a director's remuneration may:

24.3.1 take any form; and

24.3.2 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.

24.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.

## 25. **DIRECTORS' EXPENSES**

25.1 The company may pay any reasonable expenses which the directors, and the company secretary (if any), properly incur in connection with their attendance at:

25.1.1 meetings of directors or committees of directors;

25.1.2 general meetings; or

25.1.3 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**

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

## 26. **APPLICATIONS FOR MEMBERSHIP**

26.1 No person shall become a member of the company unless:

26.1.1 that person has completed an application for membership in a form approved by the directors, and

26.1.2 the directors have approved the application.

## 27. **TERMINATION OF MEMBERSHIP**

27.1 A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.

27.2 Membership is not transferable.

- 27.3 A person's membership terminates when that person dies or ceases to exist.

## **PART 4**

### **DECISION-MAKING BY MEMBERS**

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

##### **28. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

- 28.1 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.
- 28.2 A person is able to exercise the right to vote at a general meeting when:
- 28.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- 28.2.2 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.
- 28.3 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.
- 28.4 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.
- 28.5 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.

##### **29. QUORUM FOR GENERAL MEETINGS**

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.

##### **30. CHAIRING GENERAL MEETINGS**

- 30.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

- 30.2 If the directors have not appointed a chairman, or 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:

30.2.1 the directors present; or

30.2.2 (if no directors are present), the 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.

- 30.3 The person chairing a meeting in accordance with this article is referred to as the “**chairman of the meeting**”.

### 31. **ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS**

- 31.1 Directors may attend and speak at general meetings, whether or not they are members.

- 31.2 The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

### 32. **ADJOURNMENT**

- 32.1 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.

- 32.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

32.2.1 the meeting consents to an adjournment; or

32.2.2 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.

- 32.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

- 32.4 When adjourning a general meeting, the chairman of the meeting must:

32.4.1 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

32.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

32.5 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):

32.5.1 to the same persons to whom notice of the company's general meetings is required to be given; and

32.5.2 containing the same information which such notice is required to contain.

32.6 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**

### **33. VOTING: GENERAL**

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 these articles.

### **34. ERRORS AND DISPUTES**

34.1 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.

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

### **35. POLL VOTES**

35.1 A poll on a resolution may be demanded:

35.1.1 in advance of the general meeting where it is to be put to the vote; or

35.1.2 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.

35.2 A poll may be demanded by any person having the right to vote on the resolution.

35.3 A demand for a poll may be withdrawn if:

35.3.1 the poll has not yet been taken; and

35.3.2 the chairman of the meeting consents to the withdrawal.

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

36. **CONTENT OF PROXY NOTICES**

36.1 Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which:

36.1.1 states the name and address of the member appointing the proxy;

36.1.2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;

36.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

36.1.4 is delivered to the company in accordance with these articles and any instructions contained in the notice of the general meeting to which they relate.

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

36.3 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.

36.4 Unless a proxy notice indicates otherwise, it must be treated as:

36.4.1 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

36.4.2 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.

37. **DELIVERY OF PROXY NOTICES**

37.1 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.

37.2 A proxy notice shall be invalid unless it is received (together with such evidence as the directors may require in relation to any authority under which it is executed) by the company before the commencement of the meeting or adjourned meeting which the proxy is to attend or the time appointed for taking the poll at which the proxy is to vote.

37.3 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.

- 37.4 A notice revoking a proxy appointment or the appointment of a duly authorised representative of a corporation only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates or, in the case of a poll, the time appointed for taking the poll.
- 37.5 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.
- 38. AMENDMENTS TO RESOLUTIONS**
- 38.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 38.1.1 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
  - 38.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 38.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 38.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - 38.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 38.3 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**

#### **39. MEANS OF COMMUNICATION TO BE USED**

- 39.1 Subject to these articles, anything sent or supplied by or to the company under these articles may be sent or supplied in any way in which the Act 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.



39.2 This article 39.2 applies to anything sent or supplied by the company to any member or by any member to the company:

39.2.1 where it is sent by post (whether in hard copy or electronic form) and the sender or supplier is able to show that it was properly addressed, prepaid and posted, it is deemed to have been received by the proposed recipient 24 hours after it was posted to an address in the United Kingdom or 5 days after posting to an address outside the United Kingdom;

39.2.2 where it is sent or supplied by electronic means and the sender or supplier is able to show that it was properly addressed, it is deemed to have been received by the proposed recipient at the time it was sent.

39.3 Subject to these 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.

39.4 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.

#### 40. **COMPANY SEAL**

The company shall not have a common seal.

#### 41. **RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

Every member is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

#### 42. **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.

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

#### 43. **INDEMNITY**

43.1 Subject to article 43.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled, each relevant officer of the company shall be indemnified out of the company's assets against all losses or liabilities which he may sustain or incur:

43.1.1 in or about the execution of the duties of his office or otherwise in relation thereto;

43.1.2 in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;

43.1.3 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 Act ).

43.2 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.

43.3 In this article:

43.3.1 companies are "**associated**" if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

43.3.2 a "**relevant officer**" means any director or secretary, or former director or secretary, of the company or an associated company.

#### 44. **INSURANCE**

44.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer or employee in respect of any relevant loss.

44.2 In this article:

44.2.1 a "**relevant officer or employee**" means any director, secretary or employee, or former director, secretary or employee, of the company or an associated company;

44.2.2 a "**relevant loss**" means any loss or liability which has been or may be incurred by a relevant officer or employee in connection with that officer's or employee'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

44.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

- 44.3 Without prejudice to the generality of Article 18 at a meeting of the directors where such insurance is under consideration a director may form part of the quorum and vote notwithstanding any interest he may have in such insurance.