

Company number: 03533766

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY GUARANTEE

RESOLUTION IN WRITING

OF

**BASFORD HALL MINERS' WELFARE SOCIAL CLUB
LIMITED**

The following resolution of the Company was passed on ^{9th} APRIL 2018:

THAT the regulations set out in the document annexed hereto and marked "A" be and are hereby adopted as the new articles of association of the Company to the exclusion of all existing regulations or articles.

Dated: ^{9th} APRIL 2018

S. AD STEVEN NIKES

Director

WEDNESDAY



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COMPANIES HOUSE

Company Number: 03533766

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

**BASFORD HALL MINERS' WELFARE SOCIAL CLUB
LIMITED**

Adopted by Special Resolution passed

9th APRIL, 2018

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INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

1.1 In these Articles, unless the context otherwise requires the following expressions have the following meanings:

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| “Articles” | means the company’s articles of association |
| “Bankruptcy” | includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy |
| “Chairman” | has the meaning given in article 15 |
| “Chairman of the Meeting” | has the meaning given in article 28 |
| “Charity” | Basford Hall Miners’ Welfare with the registered charity number 522202 |
| “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 |
| “Management Board” | the board of Directors of the company from time to time |
| “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 article 13 |
| “Proxy Notice” | has the meaning given in article 34 |
| “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 |
| “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. |

- 1.2 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. Objects

The objects for which the company is established are:-

- 2.1 to carry on the business of a club by providing for the use of its members the means of social intercourse, mutual helpfulness, mental and moral improvement, rational recreation and the other advantages of a club at the premises of the Charity;
- 2.2 to support the objects, activities and financing of the Charity;
- 2.3 to pay all its net income to the Charity less income tax;
- 2.4 to carry on any other business or trade which, in the opinion of the Management Board, may be usefully carried on in connection the Charity;
- 2.5 to co-operate fully with the Charity in the implementation of any rules which the Charity may make for the use of its premises;
- 2.6 to accept the grant of an occupational licence from the trustees of the Charity, on such terms as the Management Board may approve provided that the company shall not seek to or occupy any premises except as the trustees of the Charity may allocate to the company’s use from time to time;

- 2.7 to accept any composition or any security for any debt or claim, or to allow any time for payment of any debt, and to compromise, abandon, compound, submit arbitration or otherwise settle any debt, account, claim or thing;
- 2.8 to borrow or raise money for the purposes of the company on such terms and on such security as may be thought fit;
- 2.9 to advance, deposit or lend money to or with such persons, companies and bodies and on such terms as may be thought fit;
- 2.10 to do all such other things as are incidental or conducive to the attainment of the above objects or any of them;
- 2.11 the objects set out in this **article 2** shall not be restrictively construed but the widest interpretation shall be given thereto and they shall not, except when the context expressly so requires, be in any way limited or restricted by reference to or inference from any other objects in this **article 2**. No one of the objects in this article specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in this **article 2**, but the company shall have full power to exercise all or any of the powers and to achieve or endeavour to achieve all or any of the objects conferred by and provided in this **article 2**.

3. Income and Property

The income and property of the company, whensoever derived, shall be applied solely towards the promotion of the objects of the company as set out in **article 2**, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the company, provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to the Management Board or to any Member in return for any services actually rendered to the company, nor prevent the payment of interest on money lent or reasonable and proper rent for premises demised or let by the Management Board or any member of the company.

4. Dissolution

If upon the winding up or dissolution of the company there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members generally, but shall be paid or transferred to the Charity.

5. Liability of Members

- 5.1 The liability of each Member is limited to £1.00, 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:-
 - 5.1.1 payment of the company's debts and liabilities contracted before he ceases to be a Member;

- 5.1.2 payment of the costs, charges and expenses of winding up; and
- 5.1.3 adjustment of the rights of the contributories among themselves.

DIRECTORS' POWERS AND RESPONSIBILITIES

6. Directors' general authority

Subject to the Articles, the Management Board is responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

7. Members' reserve power

- 7.1 The Members may, by Special Resolution, direct the Management Board to take, or refrain from taking, specified action.
- 7.2 No such Special Resolution invalidates anything which the Management Board has done before the passing of the resolution.

8. Directors may delegate

- 8.1 Subject to the Articles, the Management Board may delegate any of the powers which are conferred on it under the Articles:-

- 8.1.1 to such person or committee;
- 8.1.2 by such means (including by power of attorney);
- 8.1.3 to such an extent;
- 8.1.4 in relation to such matters or territories; and
- 8.1.5 on such terms and conditions

as they think fit.

- 8.2 If the Management Board so specifies, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- 8.3 The Management Board may revoke any delegation in whole or part, or alter its terms and conditions.

9. Committees

- 9.1 Committees to which the Management Board delegates any of its powers must follow procedures which are based as far as they are applicable on those

provisions of the Articles which govern the taking of decisions by the Management Board.

- 9.2 The Management Board 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

10. Directors to take decisions collectively

- 10.1 The general rule about decision-making by Directors is that any decision of the Management Board must be either a majority decision at a meeting or a decision taken in accordance with **article 11**.

- 10.2 If:-

10.2.1 the company only has one Director; and

10.2.2 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 Directors' decision-making.

11. Unanimous decisions

- 11.1 A decision of the Management Board is taken in accordance with this article when all eligible Directors indicate to each other by any means that they share a common view on a matter.
- 11.2 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.
- 11.3 References in this article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.
- 11.4 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.

12. Calling a Directors' meeting

- 12.1 Any Director may call a meeting of the Management Board by giving notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice.
- 12.2 Notice of any meeting of the Management Board must indicate:-

- 12.2.1 its proposed date and time;
 - 12.2.2 where it is to take place; and
 - 12.2.3 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.
- 12.3 Notice of a meeting of the Management Board must be given to each Director, but need not be in Writing.
- 12.4 Notice of a meeting of the Management Board need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

13. Participation in meetings of the Management Board

- 13.1 Subject to the Articles, Directors Participate in a meeting of the Management Board, or part of a meeting of the Management Board, when:-
 - 13.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 13.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.2 In determining whether Directors are participating in a meeting of the Management Board, it is irrelevant where any Director is or how they communicate with each other.
- 13.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14. Quorum for Directors' meetings

- 14.1 At a meeting of the Management Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 14.2 The quorum for meetings of the Management Board 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.
- 14.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:-
 - 14.3.1 to appoint further Directors; or

- 14.3.2 to call a general meeting so as to enable the Members to appoint further Directors.

15. Chairing of Directors' meetings

- 15.1 The Management Board may appoint a Director to chair their meetings.
- 15.2 The person so appointed for the time being is known as the Chairman.
- 15.3 The Management Board may terminate the Chairman's appointment at any time.
- 15.4 If the Chairman is not participating in a meeting of the Management Board within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

16. Casting vote

- 16.1 If the numbers of votes for and against a proposal are equal, the Chairman or other Director chairing the meeting has a casting vote.
- 16.2 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.

17. Conflicts of interest

- 17.1 If a proposed decision of the Management Board 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.
- 17.2 If **article 17.3** 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 and voting purposes.
- 17.3 This clause applies when:-
 - 17.3.1 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;
 - 17.3.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 17.3.3 the Director's conflict of interest arises from a permitted cause.
- 17.4 For the purposes of this article, the following are permitted causes:-

- 17.4.1 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;
 - 17.4.2 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
 - 17.4.3 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.
- 17.5 For the purposes of this article, references to proposed decisions and decision-making processes include any meeting of the Management Board or part of a meeting of the Management Board.
- 17.6 Subject to **article 17.7** if a question arises at a meeting of the Management Board or of a committee of the Management Board 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.
- 17.7 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.

18. Records of decisions to be kept

The Management Board 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 Management Board.

19. Directors' discretion to make further rules

Subject to the Articles, the Management Board 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 the Management Board.

APPOINTMENT OF DIRECTORS

20. Methods of appointing Directors

- 20.1 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:-

- 20.1.1 by Ordinary Resolution; or
 - 20.1.2 by a decision of the Management Board.
- 20.2 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.
- 20.3 For the purposes of **article 20.2** 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.

21. Termination of Director's appointment

- 21.1 A person ceases to be a Director as soon as:-
 - 21.1.1 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;
 - 21.1.2 a Bankruptcy order is made against that person;
 - 21.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 21.1.4 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; or
 - 21.1.5 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.

22. Directors' remuneration

- 22.1 Directors may undertake any services for the company that the Management Board decides.
- 22.2 Directors are entitled to such remuneration as the Management Board determines:-
 - 22.2.1 for their services to the company as Directors; and
 - 22.2.2 for any other service which they undertake for the company.
- 22.3 Subject to the Articles, a Director's remuneration may:-
 - 22.3.1 take any form; and
 - 22.3.2 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.

- 22.4 Unless the Management Board decides otherwise, Directors' remuneration accrues from day to day.
- 22.5 Unless the Management Board decides otherwise, Directors are not accountable to the company for any remuneration which they receive as Directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

23. Directors' expenses

The company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:-

- 23.1 meetings of the Management Board or committees of Directors;
- 23.2 general meetings;
- 23.3 separate meetings of the holders of debentures of the company; or
- 23.4 otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

BECOMING AND CEASING TO BE A MEMBER

24. Applications for Membership

- 24.1 No person shall become a Member of the company unless:-
- 24.1.1 that person has completed an application for Membership in a form approved by the Directors; or
- 24.1.2 the Directors have approved the application.
- 24.2 All members of the Management Board will, subject to the provisions of these Articles, become Members upon appointment to the Management Board.

25. Termination of Membership

- 25.1 A Member may withdraw from Membership of the company by giving 7 days' notice to the company in Writing.
- 25.2 Membership is not transferable.
- 25.3 A person's Membership terminates when that person dies or ceases to exist.
- 25.4 In the event a member of the Management Board withdraws their membership in accordance with this **article 25** then they shall be deemed to

have tendered their resignation from the Management Board and such resignation will take effect immediately.

ORGANISATION OF GENERAL MEETINGS

26. Attendance and speaking at general meetings

- 26.1 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.
- 26.2 A person is able to exercise the right to vote at a general meeting when:-
 - 26.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 26.2.2 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.
- 26.3 The Management Board may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 26.4 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.
- 26.5 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.

27. 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.

28. Chairing general meetings

- 28.1 If the Management Board has appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so.
- 28.2 If the Management Board has 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:-
 - 28.2.1 the Directors present; or
 - 28.2.2 (if no Directors are present), the Members

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.

- 28.3 The person chairing a meeting in accordance with this article is referred to as “the Chairman of the Meeting”.

29. Attendance and speaking by Directors and non-Members

The Chairman of the Meeting may permit other persons who are not Members of the company to attend and speak at a general meeting.

30. Adjournment

- 30.1 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.
- 30.2 The Chairman of the Meeting may adjourn a general meeting at which a quorum is present if:-
- 30.2.1 the meeting consents to an adjournment; or
 - 30.2.2 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.
- 30.3 The Chairman of the Meeting must adjourn a general meeting if directed to do so by the meeting.
- 30.4 When adjourning a general meeting, the Chairman of the Meeting must:-
- 30.4.1 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
 - 30.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 30.5 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):-
- 30.5.1 to the same persons to whom notice of the company’s general meetings is required to be given; and
 - 30.5.2 containing the same information which such notice is required to contain.

- 30.6 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

31. 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 the Articles.

32. Errors and disputes

- 32.1 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.
- 32.2 Any such objection must be referred to the Chairman of the Meeting whose decision is final.

33. Poll votes

- 33.1 A poll on a resolution may be demanded:-
- 33.1.1 in advance of the general meeting where it is to be put to the vote;
or
 - 33.1.2 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.
- 33.2 A poll may be demanded by:-
- 33.2.1 the Chairman of the Meeting;
 - 33.2.2 the Management Board;
 - 33.2.3 two or more persons having the right to vote on the resolution; or
 - 33.2.4 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.
- 33.3 A demand for a poll may be withdrawn if:-
- 33.3.1 the poll has not yet been taken; and
 - 33.3.2 the Chairman of the Meeting consents to the withdrawal.

- 33.4 Polls must be taken immediately and in such manner as the Chairman of the Meeting directs.

34. Content of Proxy Notices

- 34.1 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:-
- 34.1.1 states the name and address of the Member appointing the proxy;
 - 34.1.2 identifies the person appointed to be that Member's proxy and the general meeting in;
 - 34.1.3 relation to which that person is appointed;
 - 34.1.4 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Management Board may determine; and
 - 34.1.5 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.
- 34.2 The company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 34.3 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.
- 34.4 Unless a Proxy Notice indicates otherwise, it must be treated as:-
- 34.4.1 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
 - 34.4.2 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.

35. Delivery of Proxy Notices

- 35.1 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.
- 35.2 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.
- 35.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

- 35.4 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

36. Amendments to resolutions

- 36.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:-
- 36.1.1 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
 - 36.1.2 the proposed amendment does not, in the reasonable opinion of the Chairman of the Meeting, materially alter the scope of the resolution.
- 36.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:-
- 36.2.1 the Chairman of the Meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 36.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 36.3 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.

ADMINISTRATIVE ARRANGEMENTS

37. Means of communication to be used

- 37.1 Subject to the Articles, anything sent or supplied by or to the company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- 37.2 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.
- 37.3 A Director may agree with the company that notices or Documents sent to that Director in a particular way are to be deemed to have been received

within a specified time of their being sent, and for the specified time to be less than 48 hours.

38. Company seals

- 38.1 Any common seal may only be used by the authority of the Directors.
- 38.2 The Directors may decide by what means and in what form any common seal is to be used.
- 38.3 Unless otherwise decided by the Directors, if the company has a common seal and it is affixed to a Document, the Document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 38.4 For the purposes of this article, an authorised person is:-
 - 38.4.1 any Director of the company;
 - 38.4.2 the company secretary (if any); or
 - 38.4.3 any person authorised by the Management Board for the purpose of signing Documents to which the common seal is applied.

39. No right to inspect accounts and other records

Except as provided by law or authorised by the Management Board 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.

40. Provision for employees on cessation of business

The Management Board 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

41. Indemnity

- 41.1 Subject to **article 41.2**, a relevant Director of the company or an associated company may be indemnified out of the company's assets against:-
 - 41.1.1 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;
 - 41.1.2 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); or

41.1.3 any other liability incurred by that Director as an officer of the company or an associated company.

41.2 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.

41.3 In this article:-

41.3.1 companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate; and

41.3.2 a “relevant Director” means any Director or former Director of the company or an associated company.

42. 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 of any relevant loss.

42.2 In this article:-

42.2.1 a “relevant Director” means any Director or former Director of the company or an associated company;

42.2.2 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

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