

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **9366339**

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

RESPONSIBLE LEADERSHIP FOUNDATION LIMITED

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

Given at Companies House, Cardiff, on **23rd December 2014**



N09366339Q

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



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: 23/12/2014



X3NDMFLQ

*Company Name
in full:*

RESPONSIBLE LEADERSHIP FOUNDATION LIMITED

Company Type:

Private limited by guarantee

*Situation of Registered
Office:*

England and Wales

*Proposed Register
Office Address:*

**20 MANCHESTER SQUARE
LONDON
UNITED KINGDOM
W1U 3PZ**

I wish to adopt entirely bespoke articles

Company Director **1**

Type: **Person**

Full forename(s): **MR DAVID JEREMY**

Surname: **RHODES**

Former names:

Service Address: **58 SOMERSET ROAD
LONDON
UNITED KINGDOM
SW19 5JX**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **07/04/1958** *Nationality:* **BRITISH**

Occupation: **MANAGEMENT CONSULTANT**

Consented to Act: **Y** *Date authorised:* **23/12/2014** *Authenticated:* **YES**

Company Director 2

Type: **Person**

Full forename(s): **MR ADAM ALEXANDER SIEMASZKO**

Surname: **GRODECKI**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **23/07/1987** *Nationality:* **BRITISH**

Occupation: **MANAGEMENT CONSULTANT**

Consented to Act: **Y** *Date authorised:* **23/12/2014** *Authenticated:* **YES**

Company Director **3**

Type: **Person**

Full forename(s): **SIR ANTHONY MICHAEL VAUGHAN**

Surname: **SALZ**

Former names:

Service Address: **NEW COURT ST. SWITHIN'S LANE
LONDON
UNITED KINGDOM
EC4N 8AL**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **30/06/1950** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

Consented to Act: **Y** *Date authorised:* **23/12/2014** *Authenticated:* **YES**

Company Director 4

Type: **Person**
Full forename(s): **MS CAITRIONA RUTH**

Surname: **TURNER**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **20/08/1970** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

Consented to Act: **Y** *Date authorised:* **23/12/2014** *Authenticated:* **YES**

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 :

- payment 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: DAVID JEREMY RHODES

Address: 58 SOMERSET ROAD
 LONDON
 UNITED KINGDOM
 SW19 5JX

Amount Guaranteed: GBP1

Name: ADAM ALEXANDER SIEMASZKO GRODECKI

Address: 20 MANCHESTER SQUARE
 LONDON
 UNITED KINGDOM
 W1U 3PZ

Amount Guaranteed: GBP1

Name: ANTHONY MICHAEL VAUGHAN SALZ

Address: NEW COURT ST. SWITHIN'S LANE
 LONDON
 UNITED KINGDOM
 EC4N 8AL

Amount Guaranteed: GBP1

Statement of Compliance

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

Authorisation

Authoriser Designation: **subscriber**

Authenticated: **Yes**

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of

Responsible Leadership Foundation Limited

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

Name of each subscriber	Authentication by each subscriber
Mr David Jeremy Rhodes	Mr David Jeremy Rhodes
Mr Adam Alexander Siemaszko Grodecki	Mr Adam Alexander Siemaszko Grodecki
Sir Anthony Michael Vaughan Salz	Sir Anthony Michael Vaughan Salz

Dated 23/12/2014

COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION
OF
THE RESPONSIBLE LEADERSHIP FOUNDATION LIMITED (THE *COMPANY*)**

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1. Interpretation and limitation of liability

1.1 Defined terms

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 article 4.10;

chairman of the meeting has the meaning given in article 5.6;

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;

officer means any director, company secretary or any other employee or adviser of the company;

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 4.8;

proxy notice has the meaning given in article 5.12;

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, by electronic mail or otherwise.

References to a *person* include any individual, firm, body corporate (wherever incorporated), government, state or agency of a state, association or partnership.

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.

1.2 Liability of members

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:

- (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.

2. Objects and powers

2.1 Objects of the company

- (a) The objects of the company are the following:
 - (i) considering and improving culture in organisations and the behaviours of those working in or engaged by such organisations
 - (ii) training and equipping individuals with perspectives, experiences and skills to demonstrate responsible leadership;
 - (iii) advancing innovation and promoting best practice and discussion in businesses, organisations and institutions as to their relationships with society;
 - (iv) advancing a culture and understanding of approaches to responsible business practices in the business community and wider society; and
 - (v) any other lawful, ancillary objects that directly or indirectly further the objects stated above.

2.2 Amendment of the company's objects

- (a) Approval of all members of the company shall be required to amend the objects of the company.

2.3 Powers of the company

- (a) In pursuance of the objects set out in Article 2.1, the company has the power to:
 - (i) buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the company;
 - (ii) borrow and raise money in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the company's property and assets;

- (iii) invest and deal with the funds of the company not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
- (iv) subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;
- (v) lend and advance money or give credit on such terms as may seem expedient and with or without security to persons, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any person including any holding company or subsidiary;
- (vi) lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal object in any way;
- (vii) pay all or any expenses incurred in connection with the promotion, formation and incorporation of the company and to contract with any person, firm or company to pay the same;
- (viii) enter into contracts to provide services to or on behalf of other bodies;
- (ix) provide and assist in the provision of money, materials or other help;
- (x) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- (xi) incorporate subsidiary companies to carry on any trade or other activity; and
- (xii) do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the objects set out in article 2.1.

3. Property of the company

3.1 Not for distribution

- (a) The income and property of the company shall be applied solely in promoting the objects of the company as set out in Article 2.1.
- (b) No dividends or bonus may be paid or capital otherwise returned to the members, provided that nothing in these Articles shall prevent any payment in good faith by the company of:

- (i) reasonable and proper remuneration to any member or officer of the company for any services rendered to the company;
- (ii) any interest on money lent by any member or any director at a reasonable and proper rate;
- (iii) reasonable and proper rent for premises demised or let by any member or director;
- (iv) reasonable out-of-pocket expenses properly incurred by any officer; or
- (v) any payments in respect of any indemnity or insurance under Articles 6.5 and 6.6.

3.2 Winding up

- (a) On the winding-up or dissolution of the company, any assets or property that remains available to be distributed or paid to the members shall not be paid or distributed to such members but shall be transferred to another body (charitable or otherwise) with objects similar to those of the company, such body to be determined by the members at the time of winding-up or dissolution.

4. Directors

DIRECTORS' POWERS AND RESPONSIBILITIES

4.1 Directors' general authority

Subject to the articles, the directors are responsible for furthering the company's objects, for which purpose they may exercise all the powers of the company.

4.2 Members' reserve power

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

4.3 Directors may delegate

- (a) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
 - (i) to such person or committee;
 - (ii) by such means (including by power of attorney);
 - (iii) to such an extent;
 - (iv) in relation to such matters; and
 - (v) on such terms and conditions;
 as they think fit.

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

4.4 Committees

- (a) 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.
- (b) 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

4.5 Directors to take decisions collectively

- (a) Subject to article 4.17, the general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 4.6.

4.6 Written resolutions

- (a) Any director may propose a directors' written resolution.
- (b) The company secretary must propose a directors' written resolution if a director so requests.
- (c) A directors' written resolution is proposed by giving notice of the proposed resolution to the directors.
- (d) Notice of a proposed directors' written resolution must indicate:
 - (i) the proposed resolution, and
 - (ii) the time by which it is proposed that the directors should adopt it.
- (e) Notice of a proposed directors' written resolution must be given in writing to each director.
- (f) Any decision which a person giving notice of a proposed directors' written resolution takes regarding the process of adopting that resolution must be taken reasonably in good faith.
- (g) A proposed directors' written resolution is adopted when a majority of all the directors who would have been entitled to receive notice of a directors' meeting and vote on the resolution at a directors' meeting have signed one or more copies of it or otherwise indicated their agreement in writing, provided that those directors would have formed a quorum at a meeting.
- (h) It is immaterial whether any director signs the resolution before or after the time by which the notice proposed that it should be adopted.

- (i) Once a directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting in accordance with the articles.
- (j) The company secretary must ensure that the company keeps a record, in writing, of all directors' written resolutions for at least ten years from the date of their adoption.

4.7 Calling a directors' meeting

- (a) 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.
- (b) Notice of any directors' meeting must indicate:
 - (i) its proposed date and time;
 - (ii) where it is to take place; and
 - (iii) 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.
- (c) Notice of a directors' meeting must be given to each director, but need not be in writing.
- (d) 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.

4.8 Participation in directors' meetings

- (a) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
 - (i) the meeting has been called and takes place in accordance with the articles, and
 - (ii) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (b) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (c) 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.

4.9 Quorum for directors' meetings

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

- (c) 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:
 - (i) to appoint further directors, or
 - (ii) to call a general meeting so as to enable the members to appoint further directors.

4.10 Chairing of directors' meetings

- (a) The directors may appoint a director to chair their meetings.
- (b) The person so appointed for the time being is known as the chairman.
- (c) The directors may terminate the chairman's appointment at any time.
- (d) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

4.11 Casting vote

- (a) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- (b) 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.

4.12 Conflicts of interest

- (a) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement or other matter 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.
- (b) But if paragraph (c) 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.
- (c) This paragraph applies when:
 - (i) 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;
 - (ii) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (iii) the director's conflict of interest arises from a permitted cause.
- (d) For the purposes of this article, the following are permitted causes—

- (i) 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; and
 - (ii) 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.
- (e) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- (f) Subject to paragraph (g), 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.
- (g) 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.

4.13 Records of decisions to be kept

The directors must ensure that the company keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

4.14 Directors' discretion to make further rules

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

4.15 Number of directors

- (a) The number of directors shall be subject to a maximum of ten, and shall not be less than three.

4.16 Methods of appointing directors

- (a) 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:
 - (i) by ordinary resolution, or
 - (ii) by a decision of the directors.
- (b) 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.

- (c) For the purposes of paragraph (b), 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.

4.17 Removal of director by the board

- (a) Directors may remove a director (or directors) from the board if at least 75% of the directors, excluding the director(s) whose removal is being proposed, decide in favour of the removal. The director(s) whose removal is (or are) being proposed shall not be counted as participating in the decision-making process for quorum or voting purposes.

4.18 Termination of director's appointment

- (a) A person ceases to be a director as soon as:
 - (i) 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;
 - (ii) a bankruptcy order is made against that person;
 - (iii) a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - (iv) that person is unable to pay its debts as they fall due within the meaning of section 123(1)(e) of the Insolvency Act 1986 (but as if the words "if it is proved to the satisfaction of the court that" were deleted) or has a voluntary arrangement proposed under section 1 of the Insolvency Act 1986 or admits in writing its inability to pay its debts as they mature or applies for winding-up or liquidation proceedings or is successfully put into compulsory or voluntary liquidation (except for the purpose of voluntary reorganisation not involving the insolvency of that person);
 - (v) 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;
 - (vi) 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;
 - (vii) a resolution of the board removing that person as director takes effect according to its terms.

4.19 Directors' remuneration

- (a) Directors may undertake any services for the company that the directors decide.
- (b) Subject to the articles, directors are entitled to such remuneration as the directors determine:
 - (i) for their services to the company as directors, and

- (ii) for any other service which they undertake for the company.
- (c) Subject to the articles, a director's remuneration may:
 - (i) take any form, and
 - (ii) 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.
- (d) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- (e) Unless the directors decide 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.

4.20 Directors' expenses

- (a) The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:
 - (i) meetings of directors or committees of directors,
 - (ii) general meetings,
 or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

5. Members

BECOMING AND CEASING TO BE A MEMBER

5.1 Applications for membership

- (a) No person shall become a member of the company unless:
 - (i) that person has completed an application for membership in a form approved by the directors,
 - (ii) that person's application has been seconded by a director, and
 - (iii) the directors have approved the application.
- (b) The directors may decline to accept any application for membership and need not give reasons for doing so.
- (c) The directors may prescribe criteria for membership of the company but shall not be obliged to accept persons fulfilling those criteria as members.

5.2 Expulsion of members

- (a) The directors may terminate the membership of any member without his consent by giving him written notice if, in the reasonable opinion of the directors:

- (i) he is guilty of conduct which has or is likely to have a serious adverse effect on the company or bring the company or any or all of the members and directors into disrepute;
 - (ii) he has threatened to act in a way which is likely to have a serious adverse effect on the company or bring the company or any or all of the members and directors into disrepute; or
 - (iii) he has acted or has threatened to act in a manner which is contrary to any or all of the objects of the company.
- (b) Following such termination, the member shall be removed from the Register of Members by the company secretary.
 - (c) The notice to the member must give the member the opportunity to be heard in writing or in person as to why his membership should not be terminated. The directors must consider any representations made by the member and inform the member of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the membership of a member.

5.3 Termination of membership

- (a) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- (b) Membership is not transferable.
- (c) A person's membership terminates when that person dies or ceases to exist.

ORGANISATION OF GENERAL MEETINGS

5.4 Attendance and speaking at general meetings

- (a) 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.
- (b) A person is able to exercise the right to vote at a general meeting when:
 - (i) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (ii) 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.
- (c) 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.
- (d) 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.

- (e) 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.

5.5 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.

5.6 Chairing general meetings

- (a) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (b) 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:
 - (i) the directors present, or
 - (ii) (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.
- (c) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

5.7 Attendance and speaking by directors and non-members

- (a) Directors may attend and speak at general meetings, whether or not they are members.
- (b) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

5.8 Adjournment

- (a) 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.
- (b) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
 - (i) the meeting consents to an adjournment, or
 - (ii) 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.
- (d) When adjourning a general meeting, the chairman of the meeting must:

- (i) 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
 - (ii) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (e) 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):
 - (i) to the same persons to whom notice of the company's general meetings is required to be given, and
 - (ii) containing the same information which such notice is required to contain.
- (f) 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

5.9 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.

5.10 Errors and disputes

- (a) 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.
- (b) Any such objection must be referred to the chairman of the meeting whose decision is final.

5.11 Poll votes

- (a) A poll on a resolution may be demanded:
 - (i) in advance of the general meeting where it is to be put to the vote, or
 - (ii) 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.
- (b) A poll may be demanded by:
 - (i) the chairman of the meeting;
 - (ii) the directors; or
 - (iii) any member of the company.
- (c) A demand for a poll may be withdrawn if:
 - (i) the poll has not yet been taken, and

- (ii) the chairman of the meeting consents to the withdrawal.
- (d) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

5.12 Content of proxy notices

- (a) Proxies may only validly be appointed by a notice in writing (a *proxy notice*) which:
 - (i) states the name and address of the member appointing the proxy;
 - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (iv) 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.
- (b) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (c) 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.
- (d) Unless a proxy notice indicates otherwise, it must be treated as:
 - (i) 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
 - (ii) 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.

5.13 Delivery of proxy notices

- (a) 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.
- (b) 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.
- (c) 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.
- (d) 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.

5.14 Amendments to resolutions

- (a) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - (i) 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
 - (ii) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (b) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - (i) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (ii) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (c) 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.

6. Administrative arrangements

6.1 Company secretary

- (a) The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

6.2 Means of communication to be used

- (a) 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.
- (b) 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.
- (c) 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.

6.3 No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

6.4 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

6.5 Indemnity

- (a) Subject to paragraph (b), a relevant director of the company or an associated company may be indemnified out of the company's assets against:
 - (i) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the affairs of the company or an associated company,
 - (ii) 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),
 - (iii) any other liability incurred by that director as an officer of the company or an associated company.
- (b) 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.
- (c) In this article:
 - (i) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (ii) a **relevant director** means any director or former director of the company or an associated company.

6.6 Insurance

- (a) 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.
- (b) In this article:
 - (i) a **relevant director** means any director or former director of the company or an associated company,

- (ii) 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
- (iii) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.