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**CERTIFICATE OF INCORPORATION
OF A
PRIVATE COMPANY LIMITED BY GUARANTEE
EXEMPT UNDER SECTION 60**

Company Number **10900540**

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

MORE IN COMMON

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 **4th August 2017**



* N109005406 *



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: **04/08/2017**

X6C476WQ

*Company Name in
full:*

MORE IN COMMON

*I confirm that the above proposed company meets the conditions for exemption from the requirements to have
a name ending with 'Limited' or permitted alternatives*

Company Type:

Private company limited by guarantee

Situation of

England and Wales

Registered Office:

*Proposed Registered
Office Address:*

**METAL BOX FACTORY 30 GREAT GUILDFORD STREET
LONDON
UNITED KINGDOM SE1 0HS**

Sic Codes:

94990

Company Director 1

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

Company Director 2

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

Company Director 3

Type:	Person		
Full Forename(s):	MR TIMOTHY EDWIN		
Surname:	DIXON		
Service Address:	recorded as Company's registered office		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/07/1970	Nationality:	BRITISH
Occupation:	EXECUTIVE DIRECTOR		

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

Company Director 4

Type:	Person		
Full Forename(s):	MR MATHIEU		
Surname:	LEFEVRE		
Service Address:	recorded as Company's registered office		
Country/State Usually Resident:	FRANCE		
Date of Birth:	**/02/1976	Nationality:	FRENCH
Occupation:	EXECUTIVE DIRECTOR		

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

Persons with Significant Control (PSC)

Statement of no PSC

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

Statement of Guarantee

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

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

Name: **BRENDAN COX**

Address **METAL BOX FACTORY 30 GREAT GUILDFORD STREET
LONDON
UNITED KINGDOM
SE1 0HS**

Amount Guaranteed **£1.00**

Name: **MATHIEU LEFEVRE**

Address **METAL BOX FACTORY 30 GREAT GUILDFORD STREET
LONDON
UNITED KINGDOM
SE1 0HS**

Amount Guaranteed **£1.00**

Name: **GEMMA RACHEL MORTENSEN**

Address **METAL BOX FACTORY 30 GREAT GUILDFORD STREET
LONDON
UNITED KINGDOM
SE1 0HS**

Amount Guaranteed **£1.00**

Name: **TIMOTHY EDWIN DIXON**

Address **METAL BOX FACTORY 30 GREAT GUILDFORD STREET
LONDON
UNITED KINGDOM
SE1 0HS**

Amount Guaranteed **£1.00**

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

MORE IN COMMON

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

BRENDAN COX

TIMOTHY EDWIN DIXON

MATHIEU LEFEVRE

GEMMA RACHEL MORTENSEN

Dated: 4 August 2017

Date: 4 August 2017

Company number

A private company limited by guarantee

**Articles of Association of More In
Common**

Fieldfisher Riverbank House 2 Swan Lane London EC4R 3TT

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Company no.

A private company limited by guarantee

Articles of Association of More In Common

Part 1 – Interpretation and limitation of liability

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;

"**business days**" means a day (other than a Saturday or Sunday) when clearing banks are open for general business in London

"**chairman**" has the meaning given in article 15;

"**chairman of the meeting**" has the meaning given in article 30;

"**Companies Acts**" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

"**director**" means a director of the company, and includes any person occupying the position of director, by whatever name called;

"**document**" includes, unless otherwise specified, any document sent or supplied in electronic form;

"**electronic form**" has the meaning given in section 1168 of the Companies Act 2006;

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

"**ordinary resolution**" has the meaning given in section 282 of the Companies Act 2006;

"**participate**", in relation to a directors' meeting, has the meaning given in article 13;

"**proxy notice**" has the meaning given in article 36;

"**socially excluded**" means being excluded or perceived as being excluded from society, or parts of society, as a result of one or more of the following factors:

- (i) being a member of a socially and economically deprived community;
- (ii) ethnic origin, religion, belief, creed,
- (iii) people who are refugees, asylum seekers or other migrants who are socially excluded on the grounds of their social and economic position;

- (iv) unemployment;
- (v) financial hardship;
- (vi) youth or old age;
- (vii) ill health (physical or mental);
- (viii) substance abuse or dependency including alcohol and drugs; discrimination on the grounds of sex,
- (ix) disability,
- (x) sexual orientation or gender re-assignment;
- (xi) poor educational or skills attainment;
- (xii) relationship and family breakdown; and
- (xiii) crime (either as a victim of crime or as an offender rehabilitating into society;

"**special resolution**" has the meaning given in section 283 of the Companies Act 2006;

"**subsidiary**" has the meaning given in section 1159 of the Companies Act 2006; and

"**writing**" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

2. Objects and powers

- 2.1 The objects for which the Company is established are to promote closer, more inclusive and resilient societies and communities for the public benefit throughout the world by preventing people from becoming socially excluded.
- 2.2 In pursuance of those objects, the Company has the power to:
 - (a) research into achieving and maintaining social inclusion;
 - (b) raise awareness of the issues affecting those who are socially excluded;
 - (c) bring together bodies to address issues affecting those who are socially excluded;
 - (d) promote public support for social inclusion through community initiatives;
 - (e) provide workshops, forums, advocacy and general support;
 - (f) provide technical advice to governments and others on social inclusion matters;
 - (g) comment on proposed legislation affecting those who are socially excluded;

- (h) provide international advocacy on social inclusion;
- (i) generally 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 its object in any way;
- (j) 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;
- (k) borrow and raise money in such manner as the directors 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;
- (l) invest and deal with the funds of the Company not immediately required for its operations in or upon such investments, securities or property as the directors think fit;
- (m) 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;
- (n) lend and advance money or give credit on such terms as the directors think fit and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan on such terms as the directors think fit and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person;
- (o) 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;
- (p) enter into contracts to provide services to or on behalf of other bodies;
- (q) provide and assist in the provision of money, materials or other help;
- (r) 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;
- (s) incorporate subsidiary companies to carry on any trade; and
- (t) do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of its object.

3. Application of the property of the Company

- 3.1 The income and property of the Company 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, to the members of the Company, provided that nothing in this Article shall prevent:

- (a) the payment, in good faith, of reasonable and proper remuneration to any director, officer or servant of the Company or other persons (whether members of the Company or not) in return for any services rendered to the Company;
 - (b) the reimbursement to any director, officer or servant of the Company (whether members of the Company or not) of expenses reasonably and properly incurred on behalf of the Company; or
 - (c) the payment of interest on money lent or reasonable and proper rent for premises demised or let by any member to the Company.
- 3.2 If on the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, such property shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other company or association (incorporated or unincorporated) having objects similar to the objects of the Company, and which similarly prohibits the distribution of its income to its members, such company or association to be determined by the members of the Company at or before the time of winding up or dissolution.

4. 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.

5. Change of Company name

In accordance with Section 77 of the Companies Act, the name of the Company may be changed by an ordinary resolution of the members.

Part 2 - Directors

Directors' Powers and Responsibilities

6. Directors' general authority

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

7. Members' reserve power

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

8. Directors may delegate

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

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions,

as they think fit.

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

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

9. Committees

9.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

9.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

Decision-Making by Directors

10. Directors to take decisions collectively

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

10.2 If:

- (a) the company only has one director; and
- (b) no provision of the articles requires it to have more than one director,

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

11. Unanimous decisions

11.1 A decision of the directors is taken in accordance with this article when a majority of 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 directors' meeting 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 directors' meeting must indicate:

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

12.3 Notice of a directors' meeting must be given to each director, but need not be in writing.

12.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the 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 directors' meetings

13.1 Directors may participate in a directors' meeting by means of:

- (a) a conference call;
- (b) a video conferencing facility; or
- (c) similar communications equipment which allows all persons participating in the meeting to hear each other.

13.2 If all the directors participating in a meeting are not in the same place, the meeting is to be treated as taking place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is.

14. Quorum for directors' meetings

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

14.2 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.

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:

- (a) to appoint further directors; or

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

15. Chairing of directors' meetings

- 15.1 The directors 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 directors may terminate the chairman's appointment at any time.
- 15.4 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.

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. Director's interests

- 17.1 A director, notwithstanding his office and that in this situation he has, or can have, a direct or indirect interest or duty that conflicts, or possibly may conflict, with the interests of the Company, may be:
 - (a) a member or an employee or director or other officer of, or otherwise engaged by or interested in, any member;
 - (b) an employee or director or other officer of any body corporate in which the company is interested.
- 17.2 The directors shall have power, in accordance with this Article 17, to authorise (an "**Authorisation**") any other matter which would or might give rise to any breach of the duty of a director under Section 175 of the Act to avoid a 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. For this purpose any reference to a conflict of interest includes a conflict of interest and duty and a conflict of duties.
- 17.3 An Authorisation may be proposed to and resolved on by the directors in accordance with these Articles in the same way as any other matter but shall only be effective where:
 - (a) reasonable details of the matter or situation to which the Authorisation relates were disclosed to the directors; and
 - (b) in accordance with Section 175(6) of the 2006 Act, any requirement as to the quorum at the meeting at which the Authorisation is considered is met without counting the director in question or any other interested director and the Authorisation was agreed to without their voting or would have been agreed to if their votes had not been counted.
- 17.4 An Authorisation may be given subject to such terms and conditions as the directors may determine at their absolute discretion (including as to the period, extent and scope of the Authorisation, participation by the director in question in the decision making process where a decision of the directors is concerned with the matter to which the Authorisation relates and the

disclosure and use of confidential information).

- 17.5 The directors may revoke or vary an Authorisation at any time, but this shall not affect anything previously done or omitted to be done by the relevant director in accordance with the terms of the Authorisation.
- 17.6 A director shall not be in breach of any duty he owes to the Company by virtue of the fact that pursuant to the terms of an Authorisation (for so long as he reasonably believes the matter to which the Authorisation relates subsists) he:
- (a) absents himself from meetings of the directors or other proceedings of the directors at which the matter to which the Authorisation relates will or may be discussed; or
 - (b) makes arrangements not to receive, or refrains from considering, any documents relating to the matter to which the Authorisation relates, or makes arrangements for a professional adviser to receive any such documents on his behalf.
- 17.7 A director is not required to disclose to the Company any confidential information he obtains in any capacity described in Article 17.1 or in relation to any matter to which an Authorisation relates, or to apply any such information in performing his duties as a director of the Company, if to do so would result in a breach of a duty or obligation of confidence owed by him.
- 17.8 A director shall not be liable to account to the Company for any remuneration, profit or other benefit he derives directly or indirectly as a result of any situation described in Article 17.1 or (save as provided by the Authorisation) resulting from any matter to which any Authorisation relates, and no contract shall be liable to be avoided on the grounds of any such remuneration, profit or benefit.
- 17.9 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company or any other matter in which a director is interested, or in relation to which he owes a duty to someone other than the Company, that director is not to be counted as participating in the decision-making process for quorum or voting purposes unless Article 17.10 applies.
- 17.10 This Article applies when:
- (a) the director's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - (b) the director's interest or duty arises only out of any matter to which any Authorisation relates and the terms of the Authorisation permit him to participate in the decision-making process;
 - (c) the director's interest or duty arises only from a situation described in Article 17.1;
 - (d) the director has declared the nature and extent of his interest or duty to the other directors at a directors' meeting or by notice in writing in accordance with section 184 of the Act or by general notice in accordance with section 185 of the Act;
 - (e) the director's conflict of interest or duty arises from a permitted cause; or
 - (f) the company by ordinary resolution disapplies Article 17.9.
- 17.11 For the purposes of this article, the following are permitted causes:

- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- 17.12 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 17.13 Subject to article 17.14, 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.
- 17.14 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.
- 17.15 The Company may by ordinary resolution suspend or relax the provisions of this article 17 to any extent.

18. Records of decisions to be kept

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

19. 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

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:
- (a) by ordinary resolution; or
 - (b) by a decision of the directors.
- 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

A person ceases to be a director as soon as:

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) the directors resolve to remove him from office on the grounds that they reasonably believe he has become mentally or physically incapable of acting as a director and may remain so for more than three months; or
- (e) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

22. Alternate directors

Alternate directors are not permitted.

23. Directors' remuneration

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

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

- (a) for their services to the company as directors; and
- (b) for any other service which they undertake for the company.

23.3 Subject to the articles, a director's remuneration may:

- (a) take any form; and
- (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

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

23.5 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.

24. Directors' expenses

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

- (a) meetings of directors or committees of directors;
- (b) general meetings; or

- (c) separate meetings of the holders of debentures of the company,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

Part 3 - Members

Becoming and Ceasing to be a Member

25. Applications for membership

No person shall become a member of the company unless:

- (a) that person has completed an application for membership in a form approved by the directors; and
- (b) the directors have approved the application.

26. Termination of membership

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

27. Expulsion of members

- 27.1 If, in the reasonable opinion of the directors, any member:
 - (a) 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; or
 - (b) has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or
 - (c) has failed to observe the terms of these articles;

the directors may convene a general meeting of the Company to consider a special resolution of the members for the expulsion of the member.
- 27.2 The member facing expulsion must be given the opportunity to be heard in either writing or in person at the general meeting as to why his membership should not be terminated.
- 27.3 The general meeting will inform the member of their decision following the meeting. There shall be no right to appeal from a decision of the directors to terminate the membership of a member.
- 27.4 A member whose membership is terminated under this article shall remain liable to pay to the Company any subscription or other sum owed by him.

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:
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 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:
- (a) the directors present; or
 - (b) (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:
- (a) the meeting consents to an adjournment; or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 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:
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 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):
- (a) to the same persons to whom notice of the company's general meetings is required to be given; and
 - (b) containing the same information which such notice is required to contain.
- 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 the 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:

- (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 35.2 A poll may be demanded by:
 - (a) the chairman of the meeting;
 - (b) the directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 35.3 A demand for a poll may be withdrawn if:
 - (a) the poll has not yet been taken; and
 - (b) the chairman of the meeting consents to the withdrawal.
- 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:
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 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:
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

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 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.
- 37.3 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.
- 37.4 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.

38. Amendments to resolutions

- 38.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 38.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 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 4 – Administrative arrangements

39. Means of communication to be used

- 39.1 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.
- 39.2 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.

- 39.3 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.

40. Rules

- 40.1 The directors may establish rules governing matters relating to Company administration that are required from time to time for the effective operation of the Company (for example, relating to classes of members, membership fees and subscriptions and the admission criteria for members). If there is a conflict between the terms of these Articles and any rules established under this Article, the terms of these Articles shall prevail.

41. Company seals

- 41.1 Any common seal may only be used by the authority of the directors.
- 41.2 The directors may decide by what means and in what form any common seal is to be used.
- 41.3 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.
- 41.4 For the purposes of this article, an authorised person is:
- (a) any director of the company;
 - (b) the company secretary (if any); or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

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

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:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a "relevant director" means any director or former director of the company or an associated company.

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 director in respect of any relevant loss.

44.2 In this article:

- (a) a "relevant director" means any director or former director of the company or an associated company;
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company; and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.