

COMPANY NO. 00293640

**The Companies Act 2006
Private Company Limited by Guarantee**

**ARTICLES OF ASSOCIATION
of
THE ROYAL COMMERCIAL TRAVELLERS SCHOOLS TRUST LIMITED**



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PART 1

INTERPRETATION, NAME, OBJECTS AND LIMITATION OF LIABILITY

1 Defined terms and interpretation

1 1 In the articles, unless the context requires otherwise

address	has the meaning given in section 1148 of the Companies Act 2006,
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 13,
chairman of the meeting	has the meaning given in article 28,
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,
electronic means	has the meaning given in section 1168 of the Companies Act 2006,
eligible director	has the meaning given in article 9,
hard copy form	has the meaning given in section 1168 of the Companies

- Act 2006,
- instrument** means a document in hard copy form,
- 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 11,
- proxy notice** has the meaning given in article 34,
- relevant officer** means any person who is or was at any time a director, secretary or other officer (except an auditor) of the company or any undertaking in the same group as the company,
- 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
- 1 2 The relevant model articles (within the meaning of section 20 of the Companies Act 2006) are excluded
- 1 3 Unless the context otherwise requires, other words or expressions contained in the articles bear the same meaning as in the Companies Act 2006 as in force on the date when the articles become binding on the company
- 1 4 Except where the contrary is stated or the context otherwise requires, any reference in the articles to a statute or statutory provision includes any order, regulation, instrument or other subordinate legislation made under it for the time being in force, and any reference to a statute, statutory provision, order, regulation, instrument or other subordinate legislation includes any amendment, extension, consolidation, re-enactment or replacement of it for the time being in force
- 1 5 Words importing the singular number only include the plural and vice versa Words importing the masculine gender include the feminine and neuter gender Words importing persons include corporations
- 2 Name and Objects**
- 2 1 The name of the company is The Royal Commercial Travellers Schools Trust Limited.
- 2 2 The objects for which the company is established are as follows

- 2.2 1 To hold office and act as a nominee for The Royal Pinner School Foundation or as the trustee of any other trust, to promote, administer and manage any such trust, to undertake, do and perform all things that the directors shall consider necessary, desirable or appropriate in connection with the performance of any such office
- 2 2 2 To accept, take, and hold as trustee (with or without any discretion) the property of any trust and any other property that may from time to time be conveyed, assigned or otherwise transferred to such trust
- 2 2 3 To undertake, administer and manage as trustee, in accordance with the terms of any trust, any property of such trust and to exercise any rights of ownership or any other rights or powers, discretionary or otherwise, relating in any manner to any such property
- 2 2 4 To accept, take and assume, as trustee, the liabilities of such trust and any other liabilities that may from time to time be incurred, assumed or otherwise accepted by or novated to such trust
- 2 2 5 To perform any duty, function, or act in compliance with, and otherwise to carry into effect, any directions or instructions relating to any property vested in the company or any directions or instructions that may be given to the company by any duly constituted body entitled to give such directions or instructions
- 2 2 6 To grant licences, easements, options and other rights over, or to sell, lease or in any other manner deal with or dispose of all or any part of or any right or interest in, the undertaking, property, rights and effects held by the company as trustee, upon such terms (including the giving of warranties, indemnities, guarantees or undertakings) as the Board may think fit
- 2 2 7 To receive money on deposit or loan (with or without allowance of interest) and, subject to any consents that may be required, to borrow or otherwise raise money whether with or without security, to secure the payment by the company or any other person of money by mortgage, charge, pledge or lien or in any other manner, either with or without the company receiving any consideration or advantage, to mortgage, charge, pledge or otherwise grant security over all or any of the property held by the company in connection with any of the objects of such trust
- 2 2 8 To invest all or any part of the capital or income held by the company as trustee of such trust not immediately required for the objects of such trust and to sell, realise and deal in any such investments in each case in accordance with the terms of the trust or otherwise as may be permitted by law (including any order of any body that has jurisdiction over such trust)
- 2 2 9 To do all such things as are incidental or the company may think conducive to the attainment of the above objects

3 Liability of members

- 3 1 The liability of the Members is limited
- 3 2 Every member of the company undertakes to contribute to the assets of the company in the event of the company being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the company contracted before he ceases to be a member and of the costs, charges and expenses of winding up the

company, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, not exceeding £1

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

4 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.

5 Members' reserve power

5 1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action

5 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

6 Directors may delegate

6 1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles

6 1 1 to such person or committee,

6 1 2 by such means (including by power of attorney),

6 1 3 to such an extent,

6 1 4 in relation to such matters or territories, and

6 1 5 on such terms and conditions as they think fit

The power to delegate shall be effective in relation to the powers, authorities and discretions of the directors generally and shall not be limited by the fact that in certain of the articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the directors or by a committee authorised by the directors

6 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

6 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

7 Committees

7 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

7 2 A member of a committee need not be a director

7 3 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

8 Directors to take decisions collectively

8 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 9

8 2 If

8 2 1 the company only has one director, and

8 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

9 Unanimous decisions

9 1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter

9 2 Such a decision may take the form of a resolution in writing signed by each eligible director (whether or not each signs the same document) or to which each eligible director has otherwise indicated agreement in writing

9 3 References in the articles 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 (but excluding any director whose vote is not to be counted in respect of that particular matter).

9 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

10 Calling a directors' meeting

10 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

10 2 Notice of any directors' meeting must indicate

10 2 1 its proposed date and time,

10 2 2 where it is to take place, and

10 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

10 3 Notice of a directors' meeting need not be in writing and must be given to each director provided that, if a director is absent (whether habitually or temporarily) from the United Kingdom, the company has an address for sending or receiving documents or information by electronic means to or from that director outside the United Kingdom

10 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 seven 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

11 Participation in directors' meetings

11 1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when

11 1 1 the meeting has been called and takes place in accordance with the articles, and

11 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

11 2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

11 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

12 Quorum for directors' meetings

12 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

12 2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors and unless otherwise fixed it is two provided that

12 2 1 if and so long as there is only one director the quorum shall be one, and

12 2 2 for the purposes of any meeting held pursuant to article 16 to authorise a director's conflict, if there is only one director besides the director concerned and directors with a similar interest, the quorum shall be one

12 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

12 3 1 to appoint further directors, or

12 3 2 to call a general meeting so as to enable the members to appoint further directors

13 Chairing of directors' meetings

13 1 The directors may appoint a director to chair their meetings

13 2 The person so appointed for the time being is known as the chairman

13 3 The directors may terminate the chairman's appointment at any time

- 13 4 If no director has been appointed chairman, or the chairman is unwilling to chair the meeting or is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

14 Casting vote

- 14 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
- 14 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

15 Directors' interests

Except to the extent that article 16 applies or the terms of any authority given under that article otherwise provide, and without prejudice to such disclosure as is required under the Companies Act 2006, a director may be a party to, or otherwise interested in, any transaction or arrangement with the company and shall be entitled to participate in the decision-making process for quorum and voting purposes on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty that conflicts or may conflict with the interests of the company

16 Directors' conflicts of interest

- 16 1 Subject to the provisions of the Companies Act 2006 and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may, notwithstanding his office or that, without the authorisation conferred by this article 16 1, he would or might be in breach of his duty under the Companies Act 2006 to avoid conflicts of interest, be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any undertaking in the same group as the company, or promoted by the company or by any undertaking in the same group as the company, or in which the company or any undertaking in the same group as the company is otherwise interested
- 16 2 No director shall
- 16 2 1 by reason of his office, be accountable to the company for any benefit which he derives from any office or employment, or from any transaction or arrangement, or from any interest in any undertaking, that is authorised under article 16 1 (and no such benefit shall constitute a breach of the duty under the Companies Act 2006 not to accept benefits from third parties, and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit),
- 16 2 2 be in breach of his duties as a director by reason only of his excluding himself from the receipt of information, or from participation in decision-making or discussion (whether at meetings of the directors or otherwise), that will or may relate to any office, employment, transaction, arrangement or interest that is authorised under article 16 1, or
- 16 2 3 be required to disclose to the company, or use in relation to the company's affairs, any confidential information obtained by him in connection with any office, employment, transaction, arrangement or interest that is authorised under article 16 1 if his doing so would result in a breach of a duty or an obligation of confidence owed by him in that connection

16 3 A general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified, and an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

16 4 The directors may, if the quorum and voting requirements set out below are satisfied, authorise any matter that would otherwise involve a director breaching his duty under the Companies Act 2006 to avoid conflicts of interest, and any director (including the director concerned) may propose that the director concerned be authorised in relation to any matter the subject of such a conflict provided that

16 4 1 such proposal and any authority given by the directors shall be effected in the same way that any other matter may be proposed to and resolved upon by the directors under the provisions of the articles, except that the director concerned and any other director with a similar interest

- (a) shall not be counted for quorum purposes as participating in the decision-making process while the conflict is under consideration,
- (b) may, if the other directors so decide, be excluded from participating in the decision-making process while the conflict is under consideration, and
- (c) shall not vote on any resolution authorising the conflict except that, if any such director does vote, the resolution will still be valid if it would have been agreed to if his votes had not been counted, and

16 4 2 where the directors give authority in relation to such a conflict

- (a) they may (whether at the time of giving the authority or at any time or times subsequently) impose such terms upon the director concerned and any other director with a similar interest as they may determine, including, without limitation, the exclusion of that director and any other director with a similar interest from the receipt of information, or participation in any decision-making or discussion (whether at meetings of the directors or otherwise) related to the conflict,
- (b) the director concerned and any other director with a similar interest will be obliged to conduct himself in accordance with any terms imposed from time to time by the directors in relation to the conflict but will not be in breach of his duties as a director by reason of his doing so,
- (c) the authority may provide that, where the director concerned and any other director with a similar interest obtains information that is confidential to a third party, the director will not be obliged to disclose that information to the company, or to use the information in relation to the company's affairs, where to do so would amount to a breach of that confidence,
- (d) the authority may also provide that the director concerned or any other director with a similar interest shall not be accountable to the company for any benefit that he receives as a result of the conflict,

- (e) the receipt by the director concerned or any other director with a similar interest of any remuneration or benefit as a result of the conflict shall not constitute a breach of the duty under the Companies Act 2006 not to accept benefits from third parties;
 - (f) the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded), and
 - (g) the directors may withdraw such authority at any time
- 16 5 Subject to article 16 6, 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
- 16 6 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 Records of decisions to be kept**
- The directors must ensure that the company keeps a record, in hard copy form, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors
- 18 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

19 Methods of appointing and removing directors

- 19 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
- 19 1 1 by ordinary resolution, or
 - 19 1 2 by a decision of the directors
- 19 2 If the company has no directors and, by virtue of death or bankruptcy, no member is capable of acting, the transmittee of the last member to have died or to have had a bankruptcy order made against him has the right, by notice in writing, to appoint a person to be a director
- 19 3 For the purposes of article 19 2, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member
- 19 4 The Royal Pinner School Foundation may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed and any alternate director Any such appointment or

removal shall be effected by notice in writing to the company by that member signed by a member of the board or the secretary of The Royal Pinner School Foundation. Any such appointment or removal shall take effect when it is delivered to the registered office of the company or, if it is produced at a meeting of the directors, when it is so produced or, if sent by electronic means to an address generally used by the company, when it is sent (and article 38 2 shall not apply to it)

20 Termination of director's appointment

20 1 A person ceases to be a director as soon as.

20 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,

20 1 2 a bankruptcy order is made against that person,

20 1 3 a composition is made with that person's creditors generally in satisfaction of that person's debts,

20 1 4 he becomes, in the opinion of all his co-directors, physically or mentally incapable of discharging his duties as a director,

20 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,

20 1 6 he ceases to be a director of The Royal Pinner School Foundation for any reason, or

20 1 7 he is otherwise duly removed from office

21 Directors' remuneration

21 1 Directors may undertake any services for the company that the directors decide

21 2 Directors are entitled to such remuneration as the directors determine

21 2 1 for their services to the company as directors, and

21 2 2 for any other service which they undertake for the company

21 3 Subject to the articles, a director's remuneration may

21 3 1 take any form, and

21 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

21 4 Unless the directors decide otherwise, directors' remuneration accrues from day to day

22 Directors' expenses

22 1 The company may pay any reasonable expenses which the directors (and any alternate directors or company secretary) properly incur in connection with their attendance at

22 1 1 meetings of directors or committees of directors, or

22 1 2 general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company

23 Alternate directors

No director may appoint an alternate director.

PART 3

MEMBERS

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, and

24 1 2 the directors have approved the application

25 Termination of membership

25 1 A member may withdraw from membership of the company by giving 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 A member shall cease to be a member immediately if, for any reason, they cease to be a director.

PART 4

DECISION-MAKING BY MEMBERS

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 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
- 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 directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 28 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
- 28 2 1 the directors present, or
- 28 2 2 (if no directors are present), the meeting,
- must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting
- 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

29 1 Directors may attend and speak at general meetings, whether or not they are members

29 2 The chairman of the meeting may permit other persons who are not

29 2 1 members, or

29 2 2 otherwise entitled to exercise the rights of members in relation to general meetings,

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, if the meeting was convened by the members, the meeting shall be dissolved and, in any other case, the chairman of the meeting must adjourn it. If at the adjourned meeting the persons attending within half an hour of the time at which the meeting was due to start do not constitute a quorum, the members present shall constitute a quorum.

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 seven 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.

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 on a resolution may be demanded by

33 2 1 the chairman of the meeting,

33 2 2 the directors,

33 2 3 any qualifying person (as defined in section 318 of the Companies Act 2006) present and entitled 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

A demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made

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 relation to which that person is appointed,

- 34 1 3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
- 34 1 4 is delivered to the company in accordance with the articles not less than 48 hours before the time appointed for holding the general meeting in relation to which the proxy is appointed and in accordance with any instructions contained in the notice of the general meeting to which they relate (but notwithstanding this an appointment of a proxy may be accepted by the directors at any time prior to the meeting at which the person named in the appointment proposes to vote (or, where a poll is demanded at the meeting, but not taken forthwith, at any time prior to the taking of the poll))
- 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, but the company shall not be obliged to ascertain that any proxy has complied with those or any other instructions given by the appointor and no decision on any resolution shall be vitiated by reason only that any proxy has not done so
- 34 4 On a vote on a resolution on a show of hands at a meeting, every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has one vote, except that if the proxy has been duly appointed by more than one member entitled to vote on the resolution and
- 34 4 1 has been instructed by one or more of those members to vote for the resolution and by one or more other of those members to vote against it, or
- 34 4 2 has been instructed to vote the same way (either for or against) on the resolution by all of those members except those who have given the proxy discretion as to how to vote on the resolution
- the proxy is entitled to one vote for and one vote against the resolution
- 34 5 Unless a proxy notice indicates otherwise, it must be treated as
- 34 5 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 5 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

PART 5

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 Except insofar as the Companies Acts require otherwise, the company shall not be obliged to accept any notice, document or other information sent or supplied to the company in electronic form unless it satisfies such stipulations, conditions or restrictions (including, without limitation, for the purpose of authentication) as the directors think fit, and the company shall be entitled to require any such notice, document or information to be sent or supplied in hard copy form instead
- 37 3 In the case of a member that is a corporation, for all purposes, including the execution of any appointment of proxy, resolution in writing, notice or other document (including anything sent or supplied in electronic form) executed or approved pursuant to any provision of the articles, execution by any director or the secretary of that corporation or any other person who appears to any officer of the company (acting reasonably and in

good faith) to have been duly authorised to execute shall be deemed to be and shall be accepted as execution by that corporation

37 4 A member whose registered address is not within the United Kingdom and who notifies the company of an address within the United Kingdom at which notices, documents or other information may be served on or delivered to him shall be entitled to have such things served on or delivered to him at that address (in the manner referred to above), but otherwise no such member shall be entitled to receive any notice, document or other information from the company. If the address is that member's address for sending or receiving documents or information by electronic means the directors may at any time without prior notice (and whether or not the company has previously sent or supplied any documents or information in electronic form to that address) refuse to send or supply any documents or information to that address

37 5 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 6 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 When information deemed to have been received by the company

Any document or information sent or supplied by the company shall be deemed to have been received by the intended recipient

38 1 where the document or information is properly addressed and sent by first class post or other delivery service to an address in the United Kingdom, on the day (whether or not it is a working day) following the day (whether or not it is a working day) on which it was put in the post or given to the delivery agent and, in proving that it was duly sent, it shall be sufficient to prove that the document or information was properly addressed, prepaid and put in the post or duly given to the delivery agent,

38 2 where (without prejudice to article 37 4) the document or information is properly addressed and sent by post or other delivery service to an address outside the United Kingdom, five working days after it was put in the post or given to the delivery agent and, in proving that it was duly sent, it shall be sufficient to prove that the document or information was properly addressed, prepaid and put in the post or duly given to the delivery agent,

38 3 where the document or information is not sent by post or other delivery service but delivered personally or left at the intended recipient's address, on the day (whether or not a working day) and time that it was sent,

38 4 where the document or information is properly addressed and sent or supplied by electronic means, on the day (whether or not a working day) and time that it was sent and proof that it was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that it was sent,

38 5 where the document or information is sent or supplied by means of a website, when the material was first made available on the website or (if later) when the intended recipient received (or is deemed to have received) notice of the fact that the material was available on the website

39 Company seals

- 39 1 Any common seal may only be used by the authority of the directors
- 39 2 The directors may decide by what means and in what form any common seal is to be used
- 39 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
- 39 4 For the purposes of this article, an authorised person is
- 39 4 1 any director of the company,
- 39 4 2 the company secretary (if any), or
- 39 4 3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied
- 39 5 Any instrument signed
- 39 5 1 by any one Director and the Secretary or by two Directors, or
- 39 5 2 by one Director in the presence of a witness who attests his or her signature,
- and expressed to be executed by the Company shall have the same effect as if executed under the seal

40 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

41 Secretary

Subject to the Companies Act 2006, the directors may appoint a company secretary (or two or more persons as joint secretary) for such term, at such remuneration and upon such conditions as the directors may think fit, and any company secretary (or joint secretary) so appointed may be removed by the directors. The directors may also from time to time appoint on such terms as they think fit, and remove, one or more assistant or deputy secretaries

DIRECTORS' INDEMNITY AND INSURANCE

42 Indemnity

- 42 1 Subject to Article 43 3, the company may purchase and maintain insurance for or for the benefit of any persons who are or were at any time a director, other officer or employee of the company or any other company or any trust against any liability
- 42 2 Subject to the provisions of the Companies Acts, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director, other officer or employee of the company or any other company shall be indemnified out of the assets of

the company against any liability incurred by him or her as a director, other officer or employee to the fullest extent permitted by law from time to time

- 42 3 This article does not authorise any indemnity that would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

43 Insurance

- 43 1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss

- 43 2 In this article, a “**relevant loss**” means any loss or liability which has been or may be incurred by a relevant officer in connection with that officer’s duties or powers in relation to the company