

**COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION OF

GLOUCESTER CIVIC TRUST LIMITED

Company number 01078805

(Adopted by special resolution dated 14 April 2021)

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. 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 17.

“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.

“Council” means the Council of Management, which shall be the board of directors for the time being of the company.

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called; the directors are charity trustees as defined by section 177 of the Charities Act 2011.

“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 15.

“proxy notice” has the meaning given in article 36.

“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.

“the 2011 Act” means the Charities Act 2011: 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.

Charitable purposes

2. (1) The company is established for the public benefit for the following purposes in the area comprising the City of Gloucester, which area shall hereinafter be referred to as "the area of benefit":
 - (a) to stimulate public interest in the area of benefit and make available community and educational resources;
 - (b) to promote high standards of planning and architecture in the area of benefit;
 - (c) to secure the preservation, protection, development, and improvement of features of historic or public interest in the area of benefit;
 - (d) to operate museums, heritage centres and exhibition spaces, with associated retail facilities and to hold collections and assets;
 - (e) to make such arrangements as are necessary to enable the public to view and enjoy any buildings, land, exhibitions or collections (whether free or at a charge);
 - (f) by publishing books or pamphlets or in other appropriate manner to make known to the public the existence of such buildings, land, exhibitions or collections.(2) The above purposes are the company's charitable purposes for the purposes of the 2011 Act. For as long as the Company is a registered charity, its purposes may only be altered with the prior consent of the Charity Commission and in accordance with any conditions attached to such consent.

Powers of the Company

3. The company has power to do anything lawful in pursuit of its charitable purposes, subject to any applicable requirement of the 2011 Act or other applicable provision including to employ and remunerate staff, and to pay or provide pensions and similar benefits for the staff of the Company or their dependents.

Liability of members

4. 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
 - (1) payment of the company's debts and liabilities contracted before he ceases to be a member,
 - (2) payment of the costs, charges, and expenses of winding up, and
 - (3) adjustment of the rights of the contributories among themselves.

Restrictions on application of property and distributions

5. (1) The income of the company shall be applied solely in promoting its objects.

- (2) The company may not pay dividends or return capital to its members.

Winding up

6. (1) In the event of any winding up or other dissolution of the company, any funds and assets remaining after satisfaction of its debts and liabilities and the costs of any winding up or other dissolution:
- (a) may not be paid or distributed to the members of the company; and
 - (b) must be transferred to any one or more charities that:
 - (1) have similar charitable purposes to the company and which are charitable purposes in accordance with section 2 of the 2011 Act;
 - (2) have restrictions on the application of their property at least equivalent to the restrictions applicable under these Articles.
- (2) If that is not possible, they shall be transferred to or applied towards some other purposes that are charitable under the law of England and Wales.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

7. (1) Subject to the articles and to any special resolutions of the members, the directors have control over the company and its funds and assets and are responsible for the management of the company's activities and may exercise all such powers of the company as are not, by the Companies Act 2006 or by these articles, required to be exercised by the members of the company in general meeting or otherwise.
- (2) In the exercise of their powers and in the management of the company, the directors shall always be mindful that they are charity trustees within the definition of section 177 of the 2011 Act as the persons having the general control and management of the administration of a charity.

Directors' financial controls

8. There shall be such financial controls and procedures for the company as may be specified by the directors from time to time. All transactions on the bank accounts of the company shall be authorised as the directors may from time to time decide.

Members' reserve power

9. (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

10. (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
- (f) the terms of any delegation must be recorded in writing and include the conditions that:

(1) a committee may consist of two or more persons, but at least one member of each committee must be member of the Council and in all cases act as liaison between the committee and the Council.

(2) the relevant powers are to be exercised exclusively by the committee to whom they delegate.

(3) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.

(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.

(3) The directors may revoke any delegation in whole or part or alter its terms and conditions.

(4) All acts and proceedings of any committees must be brought to the attention of the directors as a whole as soon as is reasonably practicable.

Committees

11. (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.

(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.

(3) Where a Council member is a member of a committee that person shall be appointed as chair of that committee or in the event of two or more Council Members being members of the committee one of their number shall chair the committee

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

12. (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 13.

Unanimous decisions

13. (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.
(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.
(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.
(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.

Calling a directors' meeting

14. (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the secretary to give such notice.
(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.
(3) Notice of a directors' meeting must be given to each director but need not be in writing
(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.

Participation in directors' meetings

15. (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when
(a) the meeting has been called and takes place in accordance with the articles, and
(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

- (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.
- (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.

Quorum for directors' meetings

- 16. (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) Unless otherwise determined five shall be a quorum
- (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.

Chairing of directors' meetings

- 17. (1) The directors may appoint a director to chair their meetings.
- (2) The person so appointed for the time being is known as the Chairman.
- (3) The directors may terminate the Chairman's appointment at any time.
- (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.

Casting vote

- 18. (1) If the numbers of votes for and against a proposal are equal, the Chairman or other director chairing the meeting has a second or casting vote.
- (2) But this does not apply if, in accordance with article 19, the Chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

- 19. (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when
 - (a) 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.

- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (c) the director's conflict of interest arises from a permitted cause.
- (4) 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.
- (5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- (6) Subject to paragraph (7), 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.
- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

- 20. 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.

Directors' discretion to make further rules

- 21.
 - (1) Subject to the articles, the directors may make any rule, Code of Practice or byelaw which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors and members.
 - (2) The bye laws if made may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members.
 - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers.
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes.

(d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles; (e) generally, all such matters as are commonly the subject matter of company rules.

(3) The directors must adopt such means as they think sufficient to bring the rules, Codes of Practice, and bye laws to the notice of members of the charity.

(4) The rules, Codes of Practice or bye laws shall be binding on all members of the charity. No rule, Code of Practice or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles

APPOINTMENT OF DIRECTORS

Methods of appointing directors

22. (1) Unless otherwise determined by the members in General Meeting, the number of directors of the company shall be not less than 10 or more than 25.

(2) 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.

(3) The Council may from time to time appoint any member of the company as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum is not thereby exceeded. Any member so appointed shall remain in office only until the next Annual General Meeting but shall then be eligible for re-election.

(4) The Secretary shall be appointed by the Council for such time and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

(5) At the Annual General Meeting, one third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, who have been in office longest since their last appointment shall retire from office. A retiring member of the Council shall be eligible for re-election. For the purpose of determining the members who retire from office under this paragraph, the phrase "members of the Council for the time being" does not include any members who, since the last Annual General Meeting, were appointed under paragraph (3).

(6) 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.

(7) For the purposes of paragraph (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.

(8) Every director shall register with the Charity Commission as a Trustee of Gloucester Civic Trust Ltd as defined by section 177 of the 2011 Act.

(9) The directors may appoint an Honorary Life President in recognition of exceptional service by a former director. The Honorary Life President if so appointed shall be invited to preside at Annual General Meetings.

Termination of director's appointment

- 23.** 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) 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.
 - (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.

Directors' remuneration

- 24.** (1) Directors may undertake any services for the company that the directors decide.
- (2) A director must not receive from the company any payment of money or other material benefit except
- (a) a director or connected person may receive interest on money lent to the company at a reasonable and proper rate which must be not more than the base rate of the Bank of England.
 - (b) a director or connected person may receive rent for premises let by the director or connected person to the company. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - (c) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the company.
 - (d) an indemnity in respect of any liabilities properly incurred in running the company (including the costs of a successful defence to criminal proceedings).

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for membership

- 25.** (1) Membership shall be open to all who are interested in actively furthering the purposes of the company. No member shall have power to vote at any meeting of the company if his/her membership is in arrears at the time.
- (2) 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 paid the subscription amount which may be varied from time to time and it shall be payable on or before January 1st each year; and
- (b) the directors have approved the application.
- (3) The subscriptions of a member joining the company in the four months preceding January 1st in any year shall be regarded as covering membership for the company's year commencing on January 1st following the date of joining the company.

Termination of membership

26. (1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist.
- (4) Membership shall lapse if the subscription is unpaid three months after it is due.

Disputes between members

- 27 If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

ORGANISATION OF GENERAL MEETINGS

Annual General Meetings and Members' attendance and speaking at general meetings

28. (1) The company shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place (if it shall be held in person) or that it shall be held virtually, as may be determined by the Council of Management, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. All general meetings, other than the Annual General Meeting, shall be called Extraordinary General Meetings. At the Annual General Meeting in every year the Council shall present a proper income and expenditure account and balance sheet for the period since the last preceding account. The accounts will be examined annually by one or more properly qualified independent examiner(s).
- (2) A member is able to exercise the right to speak at a general meeting when that member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that member has on the business of the meeting.
- (3) A member is able to exercise the right to vote at a general meeting when

- (a) that member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that member'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 members attending the meeting.
- (4) 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.
- (5) 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.
- (6) 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.

Quorum for general meetings

29. 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. Unless otherwise determined twenty-five shall be a quorum

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.
- (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.
- (3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

Attendance and speaking by directors and non-members

31. (1) Directors may attend and speak at general meetings.
- (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.

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.

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

Voting: general

- 33. (1) Every member shall have one vote.
- (2) A resolution put to the vote of a general meeting must be decided on a show of hands by members unless a poll is duly demanded in accordance with the articles.

Errors and disputes

- 34. (1) No objection may be raised to the qualification of any member 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.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

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.
- (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.
- (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.
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

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.
- (2) The company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- (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.
- (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.

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.
- (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.
- (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.

(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.

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.
- (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.
- (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

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.
- (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.
- (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.

Company seals

- 40.** (1) Any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal is to be used.

(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.

(4) For the purposes of this article, an authorised person is

(a) any director of the company.

(b) the secretary or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

41. 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.

Provision for employees on cessation of business

42. 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

Indemnity

43. (1) Subject to paragraph (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),
 - (c) any other liability incurred by that director as an officer of the company or an associated company.
- (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.
- (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.

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.
- (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.