

Company No. 03746246

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
DART LINE TRUSTEES LIMITED

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Model articles or regulations not to apply

1. No model articles or regulations contained in any statute or subordinate legislation, including the regulations in the Companies (Model Articles) Regulations 2008, apply as the regulations or articles of association of the Company.

Defined terms

2. 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 13;

“chairman of the meeting” has the meaning given in article 35;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006 (*The Companies Acts*)), in so far as they apply to the Company;

“Company” means the company named above;

“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 (*Hard copy and electronic form and related expressions*);

“fully paid” in relation to a share, means that the nominal value and any premium to be paid to the Company in respect of that share have been paid to the Company;

“hard copy form” has the meaning given in section 1168 of the Companies Act 2006 (*Hard copy and electronic form and related expressions*);

“holder” in relation to shares means the person whose name is entered in the register of members as the holder of the shares;

“instrument” means a document in hard copy form;

“meeting” includes a meeting conducted by telephone, video conference call, conference call or any other medium which permits persons taking part to communicate interactively with each other;

“MND arrangements” means any arrangements secured by the trustee of the Pension Scheme in accordance with the MND provisions for the nomination and selection of directors;

“MND provisions” means the provisions set out in the Pensions Act 2004 (and the regulations made under that Act, and any subsequent legislation amending or replacing the Pensions Act 2004) for the selection of trustees (and where a company is a trustee, the directors of that company) by the members of an occupational pension scheme established under trust;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006 (*Ordinary resolutions*);

“paid” means paid or credited as paid;

“participate”, in relation to a directors’ meeting, has the meaning given in article 11;

“Pension Scheme” means the Ropner plc Pension and Life Assurance Scheme which was established and is currently governed by a definitive trust deed dated 17 December 1974 and rules dated 27 May 1980, both as amended or replaced from time to time.

“Principal Employer” means C. RO Ports Dartford Limited (registered number 00462000) or if there is a change of principal employer of the Pension Scheme (in accordance with the terms of the Pension Scheme), the company (or other body) which becomes the principal employer of the Pension Scheme;

“proxy notice” has the meaning given in article 41;

“qualifying person” has the meaning given in section 318 of the Companies Act 2006 (*Quorum at meetings*);

“seal” means the common seal of the Company;

“secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

“shareholder” means a person who is the holder of a share;

“shares” means shares in the Company;

“signed” means signed in writing or by means of electronic signature;

“special resolution” has the meaning given in section 283 of the Companies Act 2006 (*Special resolutions*);

“specified company” means:

- (i) the Company;
- (ii) the Principal Employer;
- (iii) any “associated company” (as defined in section 256 of the Companies Act 2006 (*Associated bodies corporate*)) of the Company or the Principal Employer; or
- (iv) any “group undertaking” (as defined in section 1161 of the Companies Act 2006 (*Meaning of “undertaking” and related expressions*)) of the Company or the Principal Employer;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006 (*Meaning of “subsidiary” etc*);

“transmittee” means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law; 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.

Objects of the Company

3. The objects of the Company are unrestricted. The purpose of the Company is to be the trustee of an occupational pension scheme and to carry on all the associated offices, duties, powers and discretions associated with being a pension scheme trustee as set out in the governing documentation of such one or more occupational pension schemes, legislation and general law.

Liability of members

4. The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

5. 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.

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:

- (a) to such committee consisting of two or more persons (any of whom may be a director appointed by them);
- (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, provided that none of the powers and discretions of the Company in regard to the investment of assets of the Pension Scheme shall be delegated otherwise than to a committee consisting only of two or more 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.

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.

(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

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.

(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.

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.

(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. Such a resolution may be executed in any number of counterparts and this shall have the same effect as if signatures on the counterparts were on a single copy of the resolution.

(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

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.
- (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

11. (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) Directors may participate in a meeting by telephone, virtually or by means of any other communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in quorum accordingly.
- (4) 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

- 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.
- (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 a majority of the directors, unless specified otherwise under the MND arrangements.
- (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 shareholders to appoint further directors.

Chairing of directors' meetings

- 13. Unless the MND provisions or the MND arrangements provide otherwise, in which case the terms of the MND arrangements shall be followed to the extent that they differ from the provisions below:

- (1) the directors may appoint a director to chair their meetings;
- (2) where there is an equality of votes on the election of a chairman at any meeting, the person to be appointed chair of the meeting shall be chosen by lot;
- (3) the person so appointed for the time being is known as the chairman;
- (4) the directors may terminate the chairman's appointment at any time; and
- (5) 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

14. (1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting shall have a second or casting vote (subject to any different provision in the MND provisions or the MND arrangements).
- (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.

Conflicts of interest

Authorising situations of actual or potential conflict

15. (1) The directors may (subject always to their right to vary or terminate such authorisation at any time and subject to such terms, conditions and limitations as may be imposed from time to time in accordance with article 15(5) below) authorise any matter which would otherwise result in a director infringing his or her duty to avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a

conflict of interest, provided that authorisation under this article shall only be effective if:

- (a) the matter in question shall have been proposed in writing for consideration at a meeting of the directors, in accordance with the board's normal procedures or in such other manner as the directors may approve;
 - (b) any requirement as to the quorum at the meeting at which such matter is considered is met without counting the director in question or any other interested director (together the "Interested Directors"); and
 - (c) such matter was agreed to without any Interested Director voting or would have been agreed to if the votes of the Interested Directors had not been counted.
- (2) For the purposes of this article 15, an "interest" includes both direct and indirect interests and a "conflict" includes a conflict of interest and duty, and a conflict of duties. Any authorisation of a matter pursuant to this article 15 shall extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised.

Authorised circumstances

- (3) Notwithstanding that a director has (or may have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Company, a director is (subject to article 15(4)) authorised to act (and no further authorisation is required under article 15(1)) in the following circumstances:
- (a) where the director (or a person connected with him) is a director or other officer of, or employed by, or otherwise interested (including by the holding of shares) in any specified company;

- (b) where the director (or a person connected with him or her) acts as a trustee, or as a director or other officer of a corporate trustee, of any other pension or benefits arrangement;
- (c) where the director (or a person connected with him or her) acts (or any firm of which he is a partner, employee or member acts) in a professional capacity for any specified company (other than as auditor) whether or not for remuneration or for any other benefit;
- (d) where a director (or a person connected with him or her) is a member of the Pension Scheme or any occupational pension scheme of which the Company is a trustee;
- (e) where a director (or a person connected with him or her) is a member of any other pension or benefits arrangement; or
- (f) where a director (or a person connected with him or her) is a representative of a recognised trade union.

Authorisation subject to disclosure and other terms

- (4) (a) Authorisation under article 15(3) is subject to the director having disclosed the situation of conflict (or potential conflict) to the board in accordance with the board's normal procedures.
- (b) In accordance with article 15(7), a director acting in any of the circumstances referred to in article 15(3) will not be in breach of the general duty under section 175 of the Companies Act 2006. Such director shall also be counted as participating in the decision making process for quorum, voting or other arrangement of business purposes unless the other directors decide otherwise.
- (5) Any authorisation of a matter under articles 15(1) or 15(3) shall be subject to such terms, conditions and limitations as the directors may from time to time determine. Where a matter has been authorised by the directors subject to the terms and conditions in articles 15 or 16,

the director shall act in accordance with such terms, conditions and limitations and shall comply with any obligations imposed on him or her.

- (6) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director has an interest, that director may be counted as participating in the decision-making process for quorum, voting or arrangement purposes unless the other directors decide otherwise.
- (7) The general duties which a director owes to the Company pursuant to sections 171 to 177 of the Companies Act 2006 will not be infringed by anything done (or omitted to be done) by a director in accordance with the provisions of this article 15 or any terms, conditions or limitations imposed pursuant to this article 15.
- (8) A director shall not, by reason of his office, be accountable to the Company for any benefit which he (or a person connected with him) derives from or in relation to any matter which has been authorised by the directors pursuant to this article 15 (subject to any terms, conditions or limitations to which such authorisation was subject), nor shall the receipt of such benefit constitute a breach of his duty under section 176 of the Companies Act 2006, and any contract, transaction or arrangement relating thereto shall not be liable to be avoided on the grounds of any such benefit.
- (9) Where proposals are under consideration concerning the appointment of two or more directors to offices or employment with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- (10) If a question arises at a meeting of directors (or of a committee or sub-committee appointed pursuant to these articles) as to the right of a director or member of such committee or sub-committee to vote, the

question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director or member of such committee or sub-committee shall be final and conclusive.

Confidential information

16. (1) If a matter has been authorised by the directors in accordance with article 15(1) (or is otherwise authorised under article 15(2)) then, unless the directors resolve otherwise:

- (a) the director shall not be required to disclose any confidential information relating to such matter to the Company or to use such information in relation to the Company's affairs if to make such a disclosure or use would result in a breach of duty or obligation or confidence owed by him to another person in relation to or in connection with that matter;
- (b) the director may absent himself from meetings of the directors at which anything relating to that matter will or may be discussed; and
- (c) the director may make such arrangements (if any) as such director thinks fit for board and committee papers of the Company to be received and read by a third party on behalf of that director.

The application of this article is subject to any equitable, legal or regulatory requirement which may override it.

Records of decisions to be kept

17. 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

18. 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 AND REMOVAL OF DIRECTORS

Methods of appointing directors

19. (1) Unless and until otherwise determined by the Company in a general meeting there shall be no maximum number of directors and the minimum number of directors shall be one.
- (2) Directors will be appointed in accordance with this article 19, article 21 and the MND provisions.
- (3) Subject to article 21 below, the Principal Company shall have the power to appoint and remove directors.
- (4) Subject to (1) above, in any case where, as a result of death, the Company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director.
- (5) For the purposes of paragraph (4), where two or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder.

Termination of directors' appointment

20. A person ceases to be a director as soon as:
- (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;
- (2) a bankruptcy order is made against that person;

- (3) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (4) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (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;
- (6) he or she no longer qualifies to be a director under the MND provisions or the MND arrangements, or if the director is removed by a unanimous decision of all the other directors; or
- (7) in the case of a director appointed by the Principal Employer in accordance with article 19, that director is removed by the Principal Employer.

A person may be removed from office by reason of their mental health if, following a court order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have, all the other directors unanimously decide that he or she should be removed.

Any termination of a director's appointment under this article 20 shall comply with the MND provisions and the MND arrangements.

MND provisions

- 21. If and for so long as the Company is a trustee of a trust scheme to which the MND provisions apply, the directors and the Principal Employer shall ensure that the MND provisions are implemented. Without limiting the forgoing provision of this article:
 - (1) directors selected in accordance with the MND provisions and the MND arrangements shall be appointed to and removed from office by the other directors; and

- (2) directors not selected in accordance with (1) above shall be appointed to and removed from office by the Principal Employer.

The terms of the MND provisions and the MND arrangements shall override any provisions of these articles which are inconsistent.

Directors' remuneration

- 22.** (1) Directors may undertake any services for the Company that the Company decides.
- (2) In accordance with the governing documentation of the relevant Pension Scheme, directors are entitled to such remuneration as the Principal Employer determines:
- (a) for their services to the Company as directors; and
 - (b) for any other service which they undertake for the Company.
- (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.
- (4) Unless the Company decides otherwise, directors' remuneration accrues from day to day.
- (5) Unless the Company decides otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

Directors' expenses

- 23.** 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 any class of shares or 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

SHARES AND DISTRIBUTIONS

SHARES

All shares to be fully paid up

- 24. (1) No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue.
- (2) This does not apply to shares taken on the formation of the Company by the subscribers to the Company's memorandum.

Powers to issue different classes of share

- 25. (1) Subject to the articles, but without prejudice to the rights attached to any existing share, the Company may issue shares with such rights or restrictions as may be determined by the directors.
- (2) The Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the directors or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.

Company not bound by less than absolute interests

- 26. Except as required by law, no person is to be recognised by the Company as holding any share upon any trust, and except as otherwise required by law or the articles, the Company is not in any way to be bound by or recognise any

interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

Share certificates

- 27.** (1) The Company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.
- (2) Every certificate must specify:
- (a) in respect of how many shares, of what class, it is issued;
 - (b) the nominal value of those shares;
 - (c) that the shares are fully paid; and
 - (d) any distinguishing numbers assigned to them.
- (3) No certificate may be issued in respect of shares of more than one class.
- (4) If more than one person holds a share, only one certificate may be issued in respect of it.
- (5) Certificates must:
- (a) have affixed to them the Company's common seal; or
 - (b) be otherwise executed in accordance with the Companies Acts.

Replacement share certificates

- 28.** (1) If a certificate issued in respect of a shareholder's shares is:
- (a) damaged or defaced; or
 - (b) said to be lost, stolen or destroyed, that shareholder is entitled to be issued with a replacement certificate in respect of the same shares.

- (2) A shareholder exercising the right to be issued with such a replacement certificate:
 - (a) may at the same time exercise the right to be issued with a single certificate or separate certificates;
 - (b) must return the certificate which is to be replaced to the Company if it is damaged or defaced; and
 - (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

Share transfers

- 29. (1) Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.
- (2) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.
- (3) The Company may retain any instrument of transfer which is registered.
- (4) The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.
- (5) The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

Transmission of shares

- 30. (1) If title to a share passes to a transmittee, the Company may only recognise the transmittee as having any title to that share.
- (2) A transmittee who produces such evidence of entitlement to shares as the directors may properly require:

- (a) may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person, and;
 - (b) subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder had.
- (3) But transmittes do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.
- (4) Any director who is a shareholder shall, on ceasing to become a director, transmit his shareholding at nil consideration to such person as the remaining directors shall direct. Any director of the Company is hereby irrevocably authorised as such member's attorney to take such steps and execute such documents as may be necessary for that purpose.

Exercise of transmittes' rights

31. (1) Transmittes who wish to become the holders of shares to which they have become entitled must notify the Company in writing of that wish.
- (2) If the transmittes wishes to have a share transferred to another person, the transmittes must execute an instrument of transfer in respect of it.
- (3) Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittes has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

Transmittes bound by prior notices

32. If a notice is given to a shareholder in respect of shares and a transmittes is entitled to those shares, the transmittes is bound by the notice if it was given

to the shareholder before the transmittee's name has been entered in the register of members.

PART 4

DECISION-MAKING BY SHAREHOLDERS ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

33. (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.
- (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.
- (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.
- (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.
- (5) Two or more persons who are not in the same place as each other may 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

34. 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. Where the Company has one shareholder, the quorum for a general meeting shall be one qualifying person. Otherwise, the quorum shall be two qualifying persons.

Chairing general meetings

35. (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 shareholder 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-shareholders

36. (1) Directors may attend and speak at general meetings, whether or not they are shareholders.
- (2) The chairman of the meeting may permit other persons who are not:
- (a) shareholders of the Company; or
 - (b) otherwise entitled to exercise the rights of shareholders in relation to general meetings;

to attend and speak at a general meeting.

Adjournment

- 37.** (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

38. 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.

Errors and disputes

39. (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.
- (2) Any such objection must be referred to the chairman of the meeting, whose decision is final.

Poll votes

40. (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 shareholders 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

- 41.** (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- (a) states the name and address of the shareholder appointing the proxy;
 - (b) identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the shareholder 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

- 42. (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

- 43. (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 5

ADMINISTRATIVE ARRANGEMENTS

Company Secretary

- 44.** Subject to the provisions of the Companies Act 2006, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they think fit; and any secretary so appointed may be removed by the directors.

Means of communication to be used

- 45.** (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) 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

- 46.
- (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 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.

No right to inspect accounts and other records

47. 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 shareholder.

Provision for employees on cessation of business

48. 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

49. (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 (*Qualifying pension scheme indemnity provision*));
 - (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

50. (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.