

Registered Number 04956455

SCOUT MOOR WIND FARM LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

**RESOLUTION TO WHICH CHAPTER 3
OF PART 3 OF THE COMPANIES ACT 2006 APPLIES
CIRCULATED ON 10 OCTOBER 2012
PURSUANT TO CHAPTER 2
OF PART 13 OF THE COMPANIES ACT 2006**

The following resolution was passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as a special resolution on 10 October 2012

SPECIAL RESOLUTION

- 1 THAT the articles of association contained in the document attached (for the purpose of identification marked "A") be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company

Signed

B. Walker
Director

Date 10. 10. 2012

Signed

R. [Signature]
Director

Date 10. 10. 2012

WEDNESDAY



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24/10/2012

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COMPANIES HOUSE

A

Company no. 04956455

The Companies Act 2006

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

SCOUT MOOR WIND FARM LIMITED

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Ref: CREC/STHO/133220.01

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The Companies Act 2006
Private Company Limited by Shares

ARTICLES OF ASSOCIATION
of
SCOUT MOOR WIND FARM LIMITED

PART 1
INTERPRETATION

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,

“**capitalised sum**” has the meaning given in clause 32.1.2,

“**chairman**” has the meaning given in article 13,

“**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,

“**eligible director**” has the meaning given in article 8,

“**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,

“**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,

“**paid**” means paid or credited as paid,

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

“**persons entitled**” has the meaning given in clause 32.1.2,

“**proxy notice**” has the meaning given in clause 41.1,

“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 of any of its group undertakings,

“shares” means shares in the company,

“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

PART 2

LIMITATION OF LIABILITY AND REGISTERED OFFICE

2. Liability of members

The company is a private company and the liability of the members is limited to the amount, if any, unpaid on the shares held by them

3. Registered office

The registered office of the company is in London in the United Kingdom, at the address filed from time to time with the Registrar of Companies

PART 3

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. Directors may delegate

- 5 1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles

- 5 1 1 to such person,
- 5 1 2 by such means (including by power of attorney),
- 5 1 3 to such an extent,
- 5 1 4 in relation to such matters or territories, and
- 5 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

- 5 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
- 5 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

6. Representing the company

- 6 1 All instruments entered into by the company must be executed by (i) two directors, (ii) a director and an attorney who has been appointed to execute such instrument by acting jointly with a director, or (iii) two attorneys, each of which is appointed to execute such instrument by acting jointly with another attorney, and in each case of an attorney when acting within the limits of the powers so conferred upon him
- 6 2 If a director ceases to hold office for any reason, the remaining directors shall immediately inform the members, who will appoint a new director in due course Until such appointment, if there is only one director, all instruments entered into by the company may be executed by such director subject to the Companies Act 2006

DECISION-MAKING BY DIRECTORS

7. Directors to take decisions collectively

- 7 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 8
- 7 2 If a director ceases to hold office for any reason, the remaining directors shall immediately inform the members, who will appoint a new director in due course Until such appointment, if there is only one director the general rule shall not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making

8. Unanimous decisions

- 8 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
- 8 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
- 8 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)

- 8 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

9. Directors' meetings

- 9 1 The directors shall hold meetings of the board of directors at least once every six months to discuss the business and management of the company

- 9 2 The location for board meetings shall be at the company's registered office unless the directors agree otherwise. If it is not reasonably practicable for the meeting to be held at the company's registered office, at least one director participating in the meeting shall be in the United Kingdom

- 9 3 One of the directors participating in the board meeting shall prepare minutes of the meeting which shall be kept in the company's statutory books, and each member shall be entitled to request and access such minutes

10. Calling a directors' meeting

- 10 1 Any director may call a directors' meeting by giving 15 business days' written notice of the meeting (including by fax or email) 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,

10 2 3 the matters to be considered at the meeting, and

10 2 4 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 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, subject to 9 2. For example, directors can participate in meetings held by video or teleconference

- 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 these 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 it 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 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 by ordinary resolution of the members

- 19 2 For so long as the company has two directors, at least one such director shall have his place of residence in the United Kingdom
- 19 3 Any member or members holding a majority in nominal amount of the issued ordinary share capital that confers the right to attend and vote at general meetings 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 the relevant member or members 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. Any such removal shall be without prejudice to any claim that a director may have under any contract between him and the company
- 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, or
- 20 1 6 he is otherwise duly removed from office

PART 4

SHARES AND DISTRIBUTIONS

SHARES

- 21. All shares to be fully paid up**
- 21 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
- 21 2 This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum
- 22. Powers to issue different classes of share**
- 22 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 ordinary resolution

- 22 2 The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares

23. Company not bound by less than absolute interests

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

24. Exclusion of statutory pre-emption provisions

Sections 561 and 562 of the Companies Act 2006 shall not apply to an allotment of equity securities made by the company

25. Share certificates

- 25 1 The company must issue each member, free of charge, with one or more certificates in respect of the shares which that member holds

- 25 2 If a certificate issued in respect of a member's shares is

25 2 1 damaged or defaced, or

25 2 2 said to be lost, stolen or destroyed,

that member is entitled to be issued with a replacement certificate in respect of the same shares

- 25 3 A member exercising the right to be issued with such a replacement certificate

25 3 1 may at the same time exercise the right to be issued with a single certificate or separate certificates,

25 3 2 must return the certificate which is to be replaced to the company if it is damaged or defaced, and

25 3 3 must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide

26. Share transfers

- 26 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

- 26 2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share

- 26 3 The company may retain any instrument of transfer which is registered

- 26 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

- 26 5 Subject to article 26 6, the directors, in their absolute discretion, may refuse to register the transfer of a share, whether or not it is fully paid, and if they do so, they shall within two months after the date on which the transfer was lodged send the transferee the notice of refusal together with their reasons for refusal and, unless they suspect that the proposed transfer may be fraudulent, the instrument of transfer

- 26 6 Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer is executed by any bank or institution to whom such shares have been charged by way of security, or by a nominee of such a bank or institution, pursuant to the power of sale under such security, and a certificate by an official of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts

DIVIDENDS AND OTHER DISTRIBUTIONS

27. Procedure for declaring dividends

- 27 1 Subject to article 28, the company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends
- 27 2 A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors
- 27 3 No dividend may be declared or paid unless it is in accordance with members' respective rights
- 27 4 Unless the members' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each member's holding of shares on the date of the resolution or decision to declare or pay it
- 27 5 If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear
- 27 6 The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment
- 27 7 If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights

28. Payment of dividends and other distributions

The directors may determine the means of payment of dividends, and dividends may be declared or paid in any currency and the directors may agree with any member that dividends which may at any time or from time to time be declared or become due on that member's shares in one currency shall be paid or satisfied in another, and may agree the basis of conversion to be applied and how and when the amount to be paid in the other currency shall be calculated and paid and for the company or any other person to bear the costs involved

29. No interest on distributions

The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by

29 1 1 the terms on which the share was issued, or

29 1 2 the provisions of another agreement between the holder of that share and the company

30. Non-cash distributions

- 30 1 Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company)

- 30 2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution
- 30 2 1 fixing the value of any assets,
- 30 2 2 paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and
- 30 2 3 vesting any assets in trustees

31. Waiver of distributions

Members may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect

CAPITALISATION OF PROFITS

32. Authority to capitalise and appropriation of capitalised sums

- 32 1 Subject to the articles, the directors may, if they are so authorised by an ordinary resolution
- 32 1 1 decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve, and
- 32 1 2 appropriate any sum which they so decide to capitalise (a "**capitalised sum**") to the persons who would have been entitled to it if it were distributed by way of dividend (the "**persons entitled**") and in the same proportions
- 32 2 Capitalised sums must be applied
- 32 2 1 on behalf of the persons entitled, and
- 32 2 2 in the same proportions as a dividend would have been distributed to them
- 32 3 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct
- 32 4 A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct
- 32 5 Subject to the articles the directors may
- 32 5 1 apply capitalised sums in accordance with articles 32 3 and 32 4 partly in one way and partly in another
- 32 5 2 make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments), and
- 32 5 3 authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article

PART 5

DECISION-MAKING BY MEMBERS

GENERAL MEETINGS AND RESOLUTIONS

33. Meetings and resolutions of members

- 33 1 A general meeting shall be convened at least once a year by the directors, to be held (if practicable) at the company's registered office or, otherwise, elsewhere in the European Union
- 33 2 Subject to the Companies Acts, any resolution to be put to the members which relates to extraordinary business transactions outside the normal course of business or in respect of which one or more directors or members representing at least one third of total voting rights of all members entitled to vote on the resolution so request, shall only be put to members at a general meeting
- 33 3 A general meeting of members may be attended by video and/or teleconference, provided that the chairman is present in person at the meeting at the company's registered office or elsewhere in the European Union
- 33 4 Subject to the Companies Act, a general meeting shall be convened by the directors by written notice (including fax or email) to the member at least forty-two (42) days prior to the meeting
A general meeting may be called on shorter notice if all the members agree on such shorter notice at the meeting so called
- 33 5 The notice of meeting shall indicate the day, place and time of the meeting, as well as the matters to be considered at the general meeting
- 33 6 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action
- 33 7 No such special resolution invalidates anything which the directors have done before the passing of the resolution
- 33 8 Subject to the Companies Acts, the following matters shall require an ordinary resolution of the members
- 33 8 1 the declaring and paying of any dividend or distribution by the company,
- 33 8 2 the establishment of branches of the company, and
- 33 8 3 changing the accounting reference date of the company

ORGANISATION OF GENERAL MEETINGS

34. Attendance and speaking at general meetings

- 34 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
- 34 2 A person is able to exercise the right to vote at a general meeting when

- 34 2 1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 34 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
- 34 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
- 34 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
- 34 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
- 35. 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
- 36. Chairing general meetings**
- 36 1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so
- 36 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
- 36 2 1 the directors present, or
- 36 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
- 36 3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting"
- 37. Attendance and speaking by directors and non-members**
- 37 1 Directors may attend and speak at general meetings, whether or not they are members
- 37 2 The chairman of the meeting may permit other persons who are not
- 37 2 1 members, or
- 37 2 2 otherwise entitled to exercise the rights of members in relation to general meetings, to attend and speak at a general meeting
- 38. Adjournment**
- 38 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

- 38 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if
- 38 2 1 the meeting consents to an adjournment, or
- 38 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
- 38 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- 38 4 When adjourning a general meeting, the chairman of the meeting must
- 38 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
- 38 4 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 38 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
- 38 5 1 to the same persons to whom notice of the company's general meetings is required to be given, and
- 38 5 2 containing the same information which such notice is required to contain
- 38 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

39. 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

40. Errors and disputes

- 40 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
- 40 2 Any such objection must be referred to the chairman of the meeting, whose decision is final

41. Poll votes

- 41 1 A poll on a resolution may be demanded
- 41 1 1 in advance of the general meeting where it is to be put to the vote, or
- 41 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

41 2 A poll on a resolution may be demanded by the chairman of the meeting, the directors or by any qualifying person (as defined in section 318 of the Companies Act 2006) present and entitled to vote on the resolution

41 3 A demand for a poll may be withdrawn if

41 3 1 the poll has not yet been taken, and

41 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

41 4 Polls must be taken immediately and in such manner as the chairman of the meeting directs

42. Content of proxy notices

42 1 Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which

42 1 1 states the name and address of the member appointing the proxy,

42 1 2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed,

42 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

42 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))

42 2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

42 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

42 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

42 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

42 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

- 42 5 Unless a proxy notice indicates otherwise, it must be treated as
- 42 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
- 42 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

43. Delivery of proxy notices

- 43 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
- 43 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
- 43 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
- 43 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

44. Amendments to resolutions

- 44 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
- 44 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
- 44 1 2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- 44 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution if
- 44 2 1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- 44 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- 44 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 6

ADMINISTRATIVE ARRANGEMENTS

45. 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

45 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

45 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

46. Deemed service of notices and communications

46 1 Any document or information sent or supplied by the company shall be deemed to have been received by the intended recipient

46 1 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,

46 1 2 where 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,

46 1 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,

46 1 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, and

46 1 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

47. Company seals

47 1 Any common seal may only be used by the authority of the directors

47 2 The directors may decide by what means and in what form any common seal is to be used

47 3 If the company has a common seal and it is affixed to a document, the document must also be signed in the manner required by article 6

48. 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

49. Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary

50. 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

51. Indemnity

Subject to article 51 2 (but without prejudice to any indemnity which a relevant officer is otherwise entitled)

51 1 1 a relevant officer may be indemnified out of the company's assets to whatever extent the directors may determine against

- (a) any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the company or a group undertaking,
- (b) any liability incurred by that officer in connection with the activities of the company or a group undertaking 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 officer as an officer of the company or a group undertaking,

51 1 2 the company may, to whatever extent the directors may determine, provide funds to meet expenditure incurred or to be incurred by a relevant officer in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the company or any of its group undertakings, or any investigation, or action proposed to be taken, by a regulatory authority in that connection, or for the purposes of an application for relief, or in order to enable a director to avoid incurring such expenditure

51 2 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

52. Insurance

52 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

52 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, any of its group undertakings or any pension fund or employees' share scheme of the company or of any of its group undertakings