

**INCORPORATED UNDER THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY SHARES**

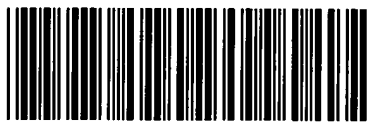
---

**ARTICLES OF ASSOCIATION  
OF  
WALES & WEST UTILITIES LIMITED  
(INCORPORATED ON THE 17TH DAY OF  
FEBRUARY 2004)**

**(ADOPTED BY SPECIAL RESOLUTION PASSED ON  
8 SEPTEMBER 2023)**

---

THURSDAY



\*ACDHPYKQ\*

A23

05/10/2023

#106

COMPANIES HOUSE

## CONTENTS

Clause	Page
1. Definitions .....	2
2. Table A .....	3
3. Power to Allot Shares .....	4
4. Disapplication of statutory pre-emption provisions .....	4
5. Alteration of share capital .....	4
6. Execution of certificates .....	4
7. Company's Lien .....	5
8. Quorum .....	6
9. Procedure if a quorum is not present .....	6
10. Procedure if a single member company .....	6
11. Execution by or on behalf of members .....	6
12. Right to demand a poll .....	7
13. Resolution in Writing .....	7
14. Voting .....	7
15. Proxies .....	7
16. Board of directors .....	9
17. Directors not to rotate .....	11
18. No share qualification .....	11
19. Disqualification of directors .....	11
20. Proceedings of directors .....	11
21. Secretary .....	12
22. Sealing .....	13
23. Official seal .....	13
24. Payment of dividends .....	13
25. Form of notice .....	13
26. Service of notice .....	14
27. When notice deemed served .....	14
28. Service of notice on person entitled by transmission .....	15
29. Officers' indemnity .....	15
30. Directors' power to purchase indemnity insurance .....	15

**Incorporated under the Companies Act 1985**

**Private Company Limited by Shares**

**ARTICLES OF ASSOCIATION**

**of**

**WALES & WEST UTILITIES LIMITED**

**DEFINITIONS AND INTERPRETATION**

**1. DEFINITIONS**

In these articles

<b>"Act"</b>	means the Companies Act 1985;
<b>"address"</b>	includes (but only in relation to electronic communications) any number or address used for the purposes of such communications;
<b>"board"</b>	means the board of directors for the time being of the company or those directors present at a duly convened meeting of the directors at which a quorum is present;
<b>"business day"</b>	means a day (excluding Saturdays) on which banks generally are open in London for the transaction of normal banking business;
<b>"CA 2006"</b>	means the Companies Act 2006;
<b>"committee"</b>	means a committee of the board duly appointed pursuant to these articles;
<b>"communication"</b>	is as defined in the Electronic Communications Act 2000;
<b>"conflict"</b>	means, in relation to any director, a conflict in relation to that director for the purposes of any relevant agreement;
<b>"director"</b>	means a director for the time being of the company;
<b>"electronic communication"</b>	is as defined in the Electronic Communications Act 2000;
<b>"MGN"</b>	means Macquarie Gas Networks (UK) Limited, a company incorporated in England and Wales (registered number 5095454) and whose registered office is at Level 30, CityPoint, 1 Ropemaker Street, London EC2Y 9HD;
<b>"Statutes"</b>	means every statute (including any statutory instrument, order, regulation or subordinate legislation made under it)

for the time being in force concerning companies and affecting the company;

**"Table A"** means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985;

**"these articles"** means these articles of association (including such regulations in Table A as apply to the company) as originally adopted or as altered from time to time and reference to any numbered article is to the corresponding article in these articles;

**"relevant agreement"** means any agreement to which MGN and any shareholders of MGN (in their capacity as shareholders in MGN) are parties relating to the business affairs of the company; and

**"writing"** includes any method of reproducing or representing words in a legible and non-transitory form.

References in regulation 1 of Table A to "these regulations" shall include a reference to these articles. Headings to these articles are inserted for convenience only and shall not affect their construction.

References to the execution or the signing of an electronic communication include references to its being executed by such means as the directors may from time to time approve (including for the purpose of establishing the authenticity or integrity of the communication). Except insofar as these articles expressly require a communication to be in writing, any electronic communication purporting to contain a copy of a document need not be in writing **provided that** it faithfully and intelligibly reproduces all the relevant information given in writing in the document. References to anything given, sent or received by, or contained in, an electronic communication include references to its being published on a web site and such publication being notified (by electronic communication or otherwise) to the relevant person in such manner that, where relevant, that person would be deemed to have notice of it, and access on that web site to it, for at least the duration of any relevant period of notice or availability prescribed by these articles or by the Statutes.

## 2. **TABLE A**

The regulations contained in Table A (as modified by these articles) shall apply to the company except in so far as they are excluded by or are inconsistent with these articles. Regulations 8, 24, 40, 41, 53, 54, 60 to 62 (inclusive), 64, 65, 67, 73 to 78 (inclusive), 80, 83, 94 to 98 (inclusive), 108, 111, 112, 115, 116 and 118 of Table A shall not apply to the company.

## **SHARE CAPITAL**

### **3. POWER TO ISSUE DIFFERENT CLASSES OF SHARE**

- 3.1 Subject to CA 2006 and 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 or by the directors **provided that** no shares shall be issued at a discount.
- 3.2 If rights and restrictions attaching to shares are determined by ordinary resolution or by the directors pursuant to this article 3, those rights and restrictions shall apply in place of any rights or restrictions that would otherwise apply by virtue of CA 2006 in the absence of any provisions in the articles, as if those rights and restrictions were set out in the articles.

### **4. DISAPPLICATION OF STATUTORY PRE-EMPTION PROVISIONS**

Pursuant to section 567 of CA 2006, the pre-emption provisions of sections 561 and 562 of CA 2006 do not apply to an allotment of the company's equity securities (including, for the avoidance of doubt, an allotment of equity securities by virtue of sections 560(2) and 560(3) of CA 2006).

### **5. ALTERATION OF SHARE CAPITAL**

Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve, any share premium account or other distributable reserve in any way.

### **6. AUTHORITY TO CAPITALISE AND APPROPRIATION OF CAPITALISED SUMS**

- 6.1 Subject to the articles and the CA 2006, the directors may, if they are so authorised by an ordinary resolution:
  - 6.1.1 decide to capitalise any profits of the company and any amounts standing to the credit of the company's reserves (including the share premium account, capital redemption reserve, merger reserve, revaluation reserve and capital contribution reserve) whether or not available for distribution, which are not required for paying a preferential dividend; and
  - 6.1.2 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.
- 6.2 Capitalised sums must be applied:
  - 6.2.1 on behalf of the persons entitled; and
  - 6.2.2 in the same proportions as a dividend would have been distributed to them.

- 6.3 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.
- 6.4 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.
- 6.5 Subject to the articles, the directors may:
- 6.5.1 apply capitalised sums in accordance with articles 5.3 and 5.4 partly in one way and partly in another;
  - 6.5.2 make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article 5 (including the issuing of fractional certificates or the making of cash payments);
  - 6.5.3 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 5; and
  - 6.5.4 generally do all things required to give effect to the resolution.

## **7. EXECUTION OF CERTIFICATES**

Every certificate for shares or other securities of the company shall be issued under the seal or in such other manner as the directors, having regard to the terms of issue and the Statutes, may authorise, and each share certificate shall specify the shares to which it relates, the distinguishing number (if any) of the shares and the amount paid up on the shares. The directors may determine, either generally or in relation to any particular case, that any signature on any certificate need not be autographic but may be applied by some mechanical or other means, or printed on the certificate, or that certificates need not be signed.

## **8. COMPANY'S LIEN**

- 8.1 The company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all monies owing to the company from him or his estate, either alone or jointly with any other person, whether as a member or not and whether such monies are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The company's lien on a share shall extend to any amount payable in respect of it.
- 8.2 Subject to the provisions of the Act and these articles, a forfeited share shall become the property of the Company and may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person, and at any time before sale, re-allotment or other disposition the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be

transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.

## **PROCEEDINGS AT GENERAL MEETINGS**

### **9. QUORUM**

No business shall be transacted at any general meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum **provided that** if and for so long as the company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.

### **10. PROCEDURE IF A QUORUM IS NOT PRESENT**

If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved, in any other case it shall stand adjourned to such day and at such time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

### **11. PROCEDURE IF A SINGLE MEMBER COMPANY**

11.1 If the membership of the company falls to one member or, having been one member, increases to more than one member, an appropriate statement of such event shall together with the date of that event be entered in the register of members in accordance with section 352A of the Act.

11.2 If and for so long as the company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the company in general meeting save that this article shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act. Any decision taken by a member pursuant to this article shall be recorded in writing and delivered (including by electronic communication) by that member to the company for entry in the company's minute book.

11.3 If and for so long as the company has only one member and that member is a director, the company shall, except as to contracts in the ordinary course of the company's business, comply with the obligation in section 322B of the Act to ensure that any contract between the company and that member is in writing or set out in a memorandum in writing or is recorded in the minutes of the first meeting of the directors following the making of that contract.

### **12. EXECUTION BY OR ON BEHALF OF MEMBERS**

12.1 For all purposes, including the execution or signature of any appointment of proxy, resolution in writing, notice or other document (including electronic communications) executed, signed or approved pursuant to any provision of these articles,

- 12.1.1 in the case of a share registered in the name of joint holders, signing by any one of such joint holders shall be deemed to be and shall be accepted as signing by all the joint holders, and
- 12.1.2 in the case of a member which is a corporation, signing by any director or the secretary of that corporation or any other person who appears to any officer of the company (acting reasonably and in good faith) to have been duly authorised to sign shall be deemed to be and shall be accepted as signing by that corporation.

### **13. RIGHT TO DEMAND A POLL**

A poll may be demanded at any general meeting by any member (or his proxy or, in the case of a corporation, his duly authorised representative) entitled to vote at the meeting. Regulation 46 of Table A shall be modified accordingly.

### **14. RESOLUTION IN WRITING**

- 14.1 A resolution in writing of all the members who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held if it consists of either:
  - 14.1.1 an instrument (including one contained in an electronic communication) in writing signed by or on behalf of each such member, or
  - 14.1.2 several instruments (including any contained in electronic communications) in writing in substantially similar form each signed by or on behalf of one or more of such members.
- 14.2 Any such instrument in writing may be accepted notwithstanding that the original is not available at the office **provided that** a copy of it has been sent (including by electronic communication) by or on behalf of one or more of such members and deposited or received at the office or received by any director or by the secretary.

### **15. VOTING**

Subject to any rights or restrictions as to voting attached to any shares by the terms on which they were issued or by or in accordance with these articles or otherwise, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by its duly authorised representative, not being himself a member entitled to vote, shall have one vote, and on a poll every member who is present in person or by proxy or (being a corporation) is present by its duly authorised representative shall have one vote for every share of which he is the holder.

### **16. PROXIES**

- 16.1 If the appointment of a proxy is:
  - 16.1.1 an instrument not contained in an electronic communication, it shall be executed under the hand of the appointor or of his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign it,



16.1.2 contained in an electronic communication, it shall be executed by or on behalf of the appointor.

16.2 The directors may (but need not) allow proxies to be appointed by means of electronic communication, and if they do they may make such appointments subject to such stipulations, conditions or restrictions, and require such evidence of valid execution, as the directors think fit.

16.3 The appointment of a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority certified notarially or in some other way approved by the directors, shall:

16.3.1 in the case of an instrument not contained in an electronic communication, be deposited at the office (or at such other place within the United Kingdom as is specified for the purpose in the notice convening the meeting or in the instrument) not less than 48 hours before the time of the holding of the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or

16.3.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:

- (a) in the notice convening the meeting, or
- (b) in any instrument of proxy sent out by the company in relation to the meeting, or
- (c) in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting,

be received at such address (or, where the thing in question is not contained in an electronic communication, at the office or at such other place as may be specified for the purpose) not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote,

16.3.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or

16.3.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of the meeting or to any director,

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). Otherwise, an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

- 16.4 The appointment of a proxy shall be in any usual form or any other form which the directors may approve and may relate to more than one meeting. The directors may, if they think fit but subject to the Statutes, include with the notice of any meeting forms of appointment of proxy for use at the meeting. The appointment of proxy shall be deemed to include the right to demand or join in demanding a poll and (except to the extent that the appointment comprises instructions to vote in a particular way) to vote or abstain as the proxy thinks fit on any business properly dealt with at the meeting, including a vote on any amendment of a resolution put to the meeting or on any motion to adjourn. The appointment shall, unless the contrary is stated in it, be as valid for any adjournment of the meeting as for the meeting to which it relates. A proxy may not speak at any meeting except with the permission of the chairman of the meeting.
- 16.5 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid, notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of such determination was received by the company at the office (or at such other place at which the appointment of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which the appointment was duly received) not later than the last time at which an appointment of proxy should have been deposited, delivered or received in order to be valid for use at the meeting or on the holding of the poll at which the vote was given or the poll demanded.

## **DIRECTORS**

### **17. BOARD OF DIRECTORS**

#### **17.1 Appointment**

Subject to the terms of any relevant agreement, the members may appoint directors by resolution in general meeting. The board may not appoint additional directors. The total number of directors appointed to the board at any one time shall not exceed 9.

#### **17.2 Removal**

Subject to the terms of any relevant agreement, a director may only be removed if they cease to be a director of MGN or, in the case of the chief executive officer of the company, if he ceases to be the chief executive officer of the Company.

#### **17.3 Chairman**

Subject to any relevant agreement, the directors may appoint a chairman to the board. Regulation 91 shall be modified accordingly.

#### **17.4 Remuneration**

Subject to any relevant agreement, no director shall be entitled to any remuneration, but each director shall be entitled to the refund of any reasonable expenses incurred in the performance of his duties as a director.

## **17.5 Alternate Directors**

- 17.5.1 Subject to any relevant agreement, any director (other than an alternate director) may, with the approval of the board in accordance with Article 20.2 (with the directors acting reasonably) from time to time appoint any person (including any other director) to be an alternate director of the Company and to attend and vote in his place, and may at any time remove from office any alternate director so appointed by him, and appoint another person in his place. Any appointment of an alternate director may provide for two or more persons in the alternative to act as an alternate director.
- 17.5.2 Any such appointment or removal shall be by notice to the Company signed by the director making or revoking the appointment and shall take effect upon service on the Company at its registered office or in any other manner approved by the directors.
- 17.5.3 An alternate director shall ipso facto cease to be an alternate director if his appointor ceases for any reason to be a director.
- 17.5.4 An alternate director shall be entitled to receive notices of all meetings of directors, and to attend, to be counted in the quorum for and to vote as a director (with the same designation as the director appointing him) at any such meeting at which the director appointing him is not personally present and generally to perform all functions of his appointor as a director in the absence of such appointor including, without prejudice to the generality of the foregoing, power to sign any written resolution.
- 17.5.5 A director acting as an alternate shall have one vote at meetings of the Board for each director for whom he acts as alternate but he shall only count as one person for the purpose of determining whether a quorum is present.
- 17.5.6 Save as otherwise provided in these Articles, an alternate director shall not have power to act as a director nor shall he be deemed to be a director for the purposes of these Articles.

## **17.6 Alternate director responsible for own acts**

An alternate director shall be deemed to be an officer of the Company and shall alone be responsible for his own acts and defaults and the director so appointing him shall not be responsible for the acts and defaults of an alternate director so appointed.

## **17.7 Delegation to committees**

The directors may, by means of a resolution passed with the approval of all the directors delegate any of their powers to a committee of the board consisting of at least one director together with such other person or persons as determined unanimously by the board and otherwise on such terms as the board may unanimously determine from time to time. Regulation 72 shall be modified accordingly.

**18. DIRECTORS NOT TO ROTATE**

The directors shall not be liable to retire by rotation and accordingly in Regulation 79, the second and third sentences thereof shall be deleted and in Regulation 78, the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted.

**19. NO SHARE QUALIFICATION**

A director and alternate director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any general meeting of the Company and at any separate meeting of the holders of any class of shares of the Company.

**20. DISQUALIFICATION OF DIRECTORS**

The office of a director shall be vacated:

- (A) if by notice in writing to the Company he resigns the office of director,
- (B) if he is prohibited from being or is disqualified as a director by an order made under any provision of the Insolvency Act 1986 or the Company Directors Disqualification Act 1986, or
- (C) if he is removed from office under the terms of any relevant agreement, section 303 of the Act or Article 16.2

**21. PROCEEDINGS OF DIRECTORS**

**21.1 Quorum**

21.1.1 No business shall be transacted at any meeting of the board unless a quorum is present at the time when the meeting proceeds to business and remains present during the transaction of business.

21.1.2 The quorum necessary for the transaction of the business of the board shall be five directors. Should such quorum not be constituted at any board meeting the relevant meeting shall be adjourned for seven days and at the adjourned meeting the necessary quorum shall be the any two directors.

**21.2 Voting**

All questions arising at any meeting of the board shall be decided by a majority of votes.

**21.3 Conflict of interests**

A director shall not be entitled to vote at any meeting of directors or of a committee of directors on any resolution concerning a matter in relation to which he has a conflict and he shall not count in the quorum in respect of any such resolution.

## 21.4 Regulation of meetings

- 21.4.1 The chairman of the board, or any other two directors, may, and the secretary, on the requisition of the chairman of the board or any other two directors, shall, at any time convene a meeting of the board.
- 21.4.2 There shall not be more than 3 months between any 2 consecutive meetings of the board.
- 21.4.3 A minimum of fourteen days' notice of meetings of the board, accompanied by details of the venue for such meeting and an agenda of the business to be transacted (together with where practicable all papers to be circulated or presented to the same), shall be given to all the directors. Where the chairman of the board determines that urgent business has arisen, notice of meetings of the board may be reduced to five business days.
- 21.4.4 Subject to Article 20.3 and Article 16.5.5, each director shall be entitled to one vote and in the case of an equality of votes no person, including without limitation the chairman of the board, shall have a second or casting vote.

## 21.5 Meetings by Conference Facilities

A meeting of the directors may consist of a conference between directors some or all of whom are in different places **provided that** each director who participates in the meeting is able:

- 21.5.1 to hear each of the other participating directors addressing the meeting, and
- 21.5.2 if he so wishes, to address each of the other participating directors simultaneously,

whether directly, by conference telephone or by any other form of communication equipment or by a combination of such methods. A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number and designation of directors required to form a quorum. A meeting held in this way shall be deemed to take place at the place where the largest group of directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates at the start of the meeting.

## 21.6 Signed resolutions

A resolution or other consent executed or approved in writing by a majority of the directors who would have been entitled to vote thereon had the same been proposed at a meeting of the board shall be as valid and effective for all purposes (**provided that** all directors have been given notice of such resolutions as proposed and adopted) as a resolution passed at a meeting of the board duly convened and held and may consist of several documents in the like form, each signed by one or more of the directors.

## 22. SECRETARY

Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and

any secretary so appointed may be removed by them. If thought fit, two or more persons may be appointed as joint secretaries. The directors may also appoint from time to time on such terms as it thinks fit one or more assistant or deputy secretaries.

## **THE SEAL**

### **23. SEALING**

- 23.1 If the company has a seal it shall only be used with the authority of the directors or of a committee. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director.
- 23.2 Without limiting the directors or any committee's powers pursuant to regulation 101 of Table A, the directors or a committee authorised to do so by the directors may by electronic communication (whether or not in writing) authorise any person to use the seal and the transmission of such authority shall constitute a determination in such a case that that person may sign any instrument to which the seal is to be affixed pursuant to that authority.

### **24. OFFICIAL SEAL**

In accordance with section 39 of the Act, the company may have an official seal for use in any territory, district or place outside the United Kingdom.

## **DIVIDENDS**

### **25. PAYMENT OF DIVIDENDS**

- 25.1 The payment by the directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the company as trustee in respect of such monies. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company.
- 25.2 The directors may retain any dividend or other monies payable on or in respect of a share on which the company has a lien and may apply the same in or towards satisfaction of the debts or other liabilities in respect of which the lien exists.

## **NOTICES**

### **26. FORM OF NOTICE**

Any notice, document or other communication (including copies of accounts or summary financial statements) to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of directors) shall be in writing except that, if it is given using electronic communications, it need not be in writing unless these articles specifically require it to be.

## **27. SERVICE OF NOTICE**

- 27.1 The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications in accordance with this article. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who notifies the company of an address within the United Kingdom at which notices, documents or other communications may be served on or delivered to him shall be entitled to have notices or other communications served on or delivered to him at that address (in the manner referred to above), but otherwise no such member shall be entitled to receive any notice, document or other communications from the Company. Such address may, at the directors' discretion, be an address for the purposes of electronic communications but the directors may at any time without prior notice (and whether or not the company has previously sent electronic communications to that address) refuse to send electronic communications to that address.
- 27.2 Any notice, document or other communication sent by electronic communication shall be sent to an address for the time being notified (by the person wishing to receive the electronic communication) for that purpose to the person sending the communication. Except insofar as the Statutes require otherwise, for electronic communications given by the company to any member (but not *vice versa*) the company may treat an address notified for the purpose of any electronic communication as that member's address for all electronic communications, whatever their content, until the member notifies the company otherwise.

## **28. WHEN NOTICE DEEMED SERVED**

- 28.1 Any notice, document or other communication:
- 28.1.1 if sent by the company by post or other delivery service shall be deemed to have been served or delivered on the day following that on which it was put in the post or given to the delivery agent and, in proving service or delivery, it shall be sufficient to prove that the notice, document or communication was properly addressed, prepaid and put in the post or duly given to the delivery agent,
  - 28.1.2 if sent by the company by way of an electronic communication shall be deemed to have been served or delivered at the expiration of 48 hours after the time it was sent, and proof that the notice or communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that it was served or delivered,
  - 28.1.3 not sent by post or other delivery service but served or delivered personally or left by the company at the address for that member on the register shall be deemed to have been served or delivered on the day and at the time it was so left.

**29. SERVICE OF NOTICE ON PERSON ENTITLED BY TRANSMISSION**

Where a person is entitled by transmission to a share, any notice, document or other communication shall be served upon or delivered to him by the company as if he were the holder of that share and his address were that noted in the register as the registered address or (to the extent compatible with the nature of the thing served, and subject to the directors' discretion) that given by the holder for the purposes of electronic communications. Otherwise, any notice, document or other communication served on or delivered to any member pursuant to these articles shall, notwithstanding that the member is then dead or bankrupt or that any other event giving rise to the transmission of the share by operation of law has occurred and whether or not the company has notice of the death, bankruptcy or other event, be deemed to have been properly served or delivered in respect of any share registered in the name of that member as sole or joint holder.

**INDEMNITY**

**30. OFFICERS' INDEMNITY**

Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the company shall be entitled to be indemnified by the company against all costs, charges, expenses, losses and liabilities sustained or incurred by him in the actual or purported execution of his duties or in the exercise or purported exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or in connection with any application in which relief is granted to him by the Court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the company.

**31. DIRECTORS' POWER TO PURCHASE INDEMNITY INSURANCE**

The directors shall have power to purchase and maintain for any director, secretary, auditor or other officer of the company insurance against any such liability as is referred to in section 310(1) of the Act.