

Company number: 07445820

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
WRITTEN SPECIAL RESOLUTION  
OF  
**SKIN HEALTH ALLIANCE LIMITED**  
(the "**Company**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006

The following written special resolution of the member of the Company, which shall have effect as a Special Resolution and which shall be as valid and effective for all purposes as if the same had been passed at a General Meeting of the Company duly convened and held, was proposed and passed on

8 / 1 / 2018 101 ,

**SPECIAL RESOLUTION**

THAT the regulations contained in the document attached to this resolution and, for the purpose of identification initialled on the front page by the sole director, be and hereby are 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.

  
\_\_\_\_\_  
DIRECTOR



**The Companies Act 2006**  
**A private company limited by guarantee**  
**Articles of Association**  
**of**  
**Skin Health Alliance Limited**  
**(Company Number: 07445820)**

(Adopted by Special Resolution on 21/19 )

**1 DEFINITIONS AND INTERPRETATION**

1.1 In the articles, unless the context requires otherwise:

<b>Act</b>	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force
<b>Articles</b>	means the articles of association of the Company;
<b>bankruptcy</b>	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
<b>chairman</b>	has the meaning given in article 12;
<b>chairman of the meeting</b>	has the meaning given in article 41;
<b>Company</b>	means Skin Health Alliance Limited (with company number: 07445820);
<b>Companies Acts</b>	the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;
<b>director</b>	a director of the Company, and includes any person occupying the position of director, by whatever name called;
<b>document</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>electronic form</b>	the meaning given in section 1168 of the Companies Act 2006;
<b>hard copy form</b>	the meaning given in section 1168 of the Companies Act 2006;
<b>instrument</b>	means a document in hard copy form;
<b>Member</b>	Means a person whose name is entered in the Register of Members of the Company and <b>Membership</b> shall be construed accordingly;
<b>ordinary resolution</b>	has the meaning given in section 282 of the Companies Act 2006;
<b>participate</b>	in relation to a directors' meeting, has the meaning given in article 10;

<b>proxy notice</b>	has the meaning given in article 47;
<b>special resolution</b>	has the meaning given in section 283 of the Companies Act 2006;
<b>subsidiary</b>	has the meaning given in section 1159 of the Companies Act 2006;
<b>writing</b>	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 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.
- 1.3 The model articles for private companies limited by guarantee prescribed pursuant to the Act shall not apply to the Company.
- 1.4 The terms "including", "include", "in particular", "other", "otherwise" or similar expression shall be construed as illustrative and shall not limit the sense or application of any words, description, definition, phrase or term preceding or following those terms.
- 1.5 Unless expressly provided otherwise words denoting the singular shall include the plural and vice versa, and words denoting a gender shall include all genders.

## **2 GUARANTEE**

- 2.1 The liability of each Member is limited to £1.00 (one pound), being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:
  - 2.1.1 payment of the Company's debts and liabilities contracted before he ceases to be a Member;
  - 2.1.2 payment of costs, charges and expenses of the winding up; and
  - 2.1.3 adjustment of the rights of the contributories among themselves.

## **3 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.

## **4 MEMBERS' RESERVE POWER**

- 4.1 The Members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 4.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

## **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 or committee;
  - 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.
- 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 COMMITTEES**

- 6.1 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.
- 6.2 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.

## **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:
- 7.2.1 the Company only has one director, and
  - 7.2.2 no provision of the articles requires it to have more than one director,
- the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

## **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 and may consist of several documents in the like form each approved by one or more of the eligible directors in writing or by such other means as agreed to from time to time.
- 8.3 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 (but excluding in relation to the authorisation of a Conflict pursuant to article 14, any director whose vote is not to be counted in respect of the 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 CALLING A DIRECTORS' MEETING**

- 9.1 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.
- 9.2 *Notice of any directors' meeting must indicate:*
- 9.2.1 its proposed date and time;
- 9.2.2 where it is to take place; and
- 9.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 9.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 9.4 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.

## **10 PARTICIPATION IN DIRECTORS' MEETINGS**

- 10.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
- 10.1.1 the meeting has been called and takes place in accordance with the articles; and
- 10.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 10.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 10.3 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.

## **11 QUORUM FOR DIRECTORS' MEETINGS**

- 11.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 11.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, and unless otherwise so fixed shall be two.
- 11.3 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:
- 11.3.1 to appoint further directors; or
- 11.3.2 to call a general meeting so as to enable the Members to appoint further directors.
- 11.4 The provisions of this article 11 shall not apply in the event that the Company has a sole director for the time being.

## **12 CHAIRING OF DIRECTORS' MEETINGS**

- 12.1 The directors may appoint a director to chair their meetings.
- 12.2 The person so appointed for the time being is known as the chairman.
- 12.3 The directors may terminate the chairman's appointment at any time.

- 12.4 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

### **13 CASTING VOTE**

- 13.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- 13.2 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.

### **14 DIRECTORS' INTERESTS**

- 14.1 Each director shall comply with his obligations to disclose the nature and extent of his interest in an actual or proposed transaction or arrangement with the Company pursuant to sections 177 and 182 of the Act.
- 14.2 A director shall not be required to disclose the nature and extent of his interest in any proposed arrangement or transaction by virtue of that director also being a director of any group undertaking as defined under section 1161(5) of the Act.
- 14.3 Subject to article 14.4, and provided he has declared the nature and extent of his interest pursuant to the requirements of the Act, a director notwithstanding his office:
- 14.3.1 may be a party to or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise directly or indirectly interested;
  - 14.3.2 shall be counted in the quorum for the purposes of any proposed decision of the directors, or of any committee so established by the directors, in respect of such actual or proposed transaction or arrangement in which he is interested;
  - 14.3.3 shall be entitled to vote at a meeting of the directors or a committee meeting of the directors or participate in any unanimous decision in respect of such actual or proposed transaction or arrangement in which he is interested;
  - 14.3.4 may act by himself or by his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
  - 14.3.5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise directly or indirectly interested; and
  - 14.3.6 unless the directors decide otherwise, shall not be accountable to the Company for any remuneration or benefit which he, or any connected person as defined under section 252 of the Act, derives from any such office or employment or from any interest in a body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest, benefit, or receipt of remuneration.
- 14.4 If the directors elect to exercise their powers in accordance with section 175(4)(b) of the Act they may authorise any matter which would otherwise cause a director to infringe his duty under section 175 of the Act (**Conflict**) (subject to such terms and conditions as they think fit to impose, vary, or terminate from time to time).
- 14.5 Any such authorisation given by the directors pursuant to article 14.4 shall be effective provided that the conflicted director is not counted in the quorum at any part of the meeting at which his Conflict is authorised and that the conflicted director does not vote on any matter concerning its authorisation.

- 14.6 Where the directors authorise a Conflict, the conflicted director will be obliged to conduct himself in accordance with any terms and conditions (if any) so imposed by the directors in relation to his Conflict.
- 14.7 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 14.8 Subject to article 14.9, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- 14.9 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.

## **15 RECORDS OF DECISIONS TO BE KEPT**

The directors must ensure that the Company keeps a record, in written form, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors either in meeting or in writing.

## **16 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.

## **17 APPOINTMENT OF DIRECTORS**

- 17.1 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:
- 17.1.1 by ordinary resolution; or
  - 17.1.2 by a decision of the directors.
- 17.2 In any case where, as a result of death, the Company has no Members and no directors, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a director.
- 17.3 For the purposes of article 17.2, where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.

## **18 TERMINATION OF DIRECTOR'S APPOINTMENT**

- 18.1 A person ceases to be a director as soon as:
- 18.1.1 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
  - 18.1.2 a bankruptcy order is made against that person;
  - 18.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - 18.1.4 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; or

18.1.5 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.

## **19 ALTERNATE DIRECTORS**

- 19.1 Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
- 19.2 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. It shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
- 19.3 An alternate director shall cease to be an alternate director if his appointor ceases to be a director.
- 19.4 Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.
- 19.5 Save as otherwise provided in the Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

## **20 DIRECTORS' REMUNERATION**

- 20.1 Directors may undertake any services for the Company that the directors decide.
- 20.2 Directors are entitled to such remuneration as the directors determine:
  - 20.2.1 for their services to the Company as directors; and
  - 20.2.2 for any other service which they undertake for the Company.
- 20.3 Subject to the articles, a director's remuneration may:
  - 20.3.1 take any form; and
  - 20.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- 20.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- 20.5 Unless the directors decide 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.

## **21 DIRECTORS' EXPENSES**

- 21.1 The Company may pay any reasonable expenses which the directors (including alternate directors) properly incur in connection with their attendance at:



- 21.1.1 meetings of directors or committees of directors;
- 21.1.2 general meetings; or
- 21.1.3 *separate meetings of the holders 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.*

## **22 MEMBERSHIP**

- 22.1 The Company shall admit to Membership an individual or organisation which:
  - 22.1.1 applies to the Company using the application process approved by the directors; and
  - 22.1.2 is approved by the directors.

A letter shall be sent to each successful applicant confirming their Membership of the Company and the details of each successful applicant shall be entered into the Register of Members.
- 22.2 The directors may in their absolute discretion decline to accept any application for Membership and need not give reasons for doing so.
- 22.3 The directors may prescribe criteria for Membership of the Company but shall not be obliged to accept persons fulfilling those criteria as Members.
- 22.4 *The directors may establish different classes of Members and set out the different rights and obligations for each class, with such class rights and obligations to be recorded in the Register of Members.*
- 22.5 Further to 22.4 above, the directors may modify or vary the rights and obligations for each class of Members from time to time. Any such proposed modification or variation to a Members' class rights or obligations shall be communicated to all Members of the Company by giving them at least 14 days' written notice in advance of implementation.

## **23 EXPULSION OF MEMBER**

- 23.1 The directors may terminate the Membership of any Member without his consent by giving the Member written notice if, in the reasonable opinion of the directors, the Member:
  - 23.1.1 is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Members and directors into disrepute; or
  - 23.1.2 has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or
  - 23.1.3 has failed to observe the terms of these Articles or any Rules (as permitted under article 47 of the Articles which may be in force from time to time);
  - 23.1.4 ceases to be employed by the Company.

Following such termination, the directors shall procure the updating of the Register of Members accordingly.
- 23.2 The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why his membership should not be terminated. The directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the Membership of a Member.
- 23.3 A Member whose Membership is terminated under this article shall not be entitled to a refund of any subscription or Membership fee and shall remain liable

## **24 DISTRIBUTION TO MEMBERS**

- 24.1 The income and property of the Company may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Company.
- 24.2 A distribution must not be declared unless the directors have made a recommendation as to its amount. Such a distribution must not exceed the interim amount recommended by the directors.
- 24.3 A distribution must be paid by reference to the Member's respective class rights on the date of the resolution or decision to declare or pay it.
- 24.4 Where the Company has two or more classes of Members, the directors may resolve to pay distributions on one or more classes of Members and not on one or other classes of Members, and may differentiate between such classes of Members as to the amount of distribution payable.

## **25 PAYMENT OF DISTRIBUTIONS**

- 25.1 Where a distribution is payable to a Member, it must be paid by one or more of the following means:
  - 25.1.1 transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide;
  - 25.1.2 sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a Member), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide;
  - 25.1.3 sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide; or
  - 25.1.4 any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide.
- 25.2 In the articles, "the distribution recipient" means, in respect of a Member to whom a distribution or other sum is payable:
  - 25.2.1 the Member; or
  - 25.2.2 if the Member is no longer entitled to be a Member by reason of death or bankruptcy, or otherwise by operation of law, the transmittee.

## **26 UNCLAIMED DISTRIBUTIONS**

- 26.1 All distributions or other sums which are:
  - 26.1.1 payable; and
  - 26.1.2 unclaimed after having been declared or become payable, may be invested or otherwise made use of by the directors for the benefit of the Company until claimed.
- 26.2 The payment of any such dividend or other sum into a separate account does not make the Company a trustee in respect of it.
- 26.3 If:
  - 26.3.1 twelve years have passed from the date on which a distribution or other sum became due for payment; and

26.3.2 the distribution recipient has not claimed it,  
the distribution recipient is no longer entitled to that distribution or other sum and it ceases to remain owing by the Company.

## **27 WAIVER OF DISTRIBUTIONS**

- 27.1 Distribution recipients may waive their entitlement to a distribution by giving the Company notice in writing to that effect.
- 27.2 The notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the distribution.

## **28 ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

- 28.1 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.*
- 28.2 A person is able to exercise the right to vote at a general meeting when:
- 28.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- 28.2.2 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.
- 28.3 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.
- 28.4 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.
- 28.5 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.

## **29 QUORUM FOR GENERAL MEETINGS**

- 29.1 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.
- 29.2 Where the Company has a sole Member for the time being who is entitled to vote on the business to be transacted at a general meeting, that Member either present in person or by proxy shall constitute a valid quorum.
- 29.3 Where the Company has two or more Members who are entitled to vote on the business to be transacted at a general meeting, two such Members either present in person or by proxy or proxies shall constitute a valid quorum.

## **30 CHAIRING GENERAL MEETINGS**

- 30.1 *If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.*
- 30.2 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:
- 30.2.1 the directors present; or
- 30.2.2 (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.

- 30.3 The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

### **31 ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS**

- 31.1 Directors may attend and speak at general meetings, whether or not they are Members.
- 31.2 The chairman of the meeting may permit other persons who are not:
- 31.2.1 Members of the Company; or
  - 31.2.2 otherwise entitled to exercise the rights of Members in relation to general meetings,
- to attend and speak at a general meeting.

### **32 ADJOURNMENT**

- 32.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 32.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- 32.2.1 the meeting consents to an adjournment; or
  - 32.2.2 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.
- 32.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 32.4 When adjourning a general meeting, the chairman of the meeting must:
- 32.4.1 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
  - 32.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 32.5 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):
- 32.5.1 to the same persons to whom notice of the Company’s general meetings is required to be given; and
  - 32.5.2 containing the same information which such notice is required to contain.
- 32.6 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.

### **33 VOTING AT GENERAL MEETINGS**

- 33.1 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.
- 33.2 Unless otherwise so determined by the directors where the Company has multiple classes of members, on a vote on a resolution on a show of hands at a general

meeting every Member entitled to vote (whether present in person or by one or more proxies) has one vote.

#### **34 ERRORS AND DISPUTES**

- 34.1 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.
- 34.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

#### **35 POLL VOTES**

- 35.1 A poll on a resolution may be demanded:
  - 35.1.1 in advance of the general meeting where it is to be put to the vote; or
  - 35.1.2 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.
- 35.2 A poll may be demanded by:
  - 35.2.1 the chairman of the meeting;
  - 35.2.2 the directors;
  - 35.2.3 two or more persons having the right to vote on the resolution; or
  - 35.2.4 a person or persons representing not less than one tenth of the total voting rights of the Company having the right to vote on the resolution.
- 35.3 A demand for a poll may be withdrawn if:
  - 35.3.1 the poll has not yet been taken; and
  - 35.3.2 the chairman of the meeting consents to the withdrawal.
- 35.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

#### **36 CONTENT OF PROXY NOTICES**

- 36.1 Proxies may only validly be appointed by a notice in writing (**Proxy Notice**) which:
  - 36.1.1 *states the name and address of the Member appointing the proxy;*
  - 36.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - 36.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - 36.1.4 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.
- 36.2 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 36.3 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.
- 36.4 Unless a Proxy Notice indicates otherwise, it must be treated as:
  - 36.4.1 *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*

36.4.2 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.

### **37 DELIVERY OF PROXY NOTICES**

- 37.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person.
- 37.2 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.
- 37.3 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.
- 37.4 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.

### **38 AMENDMENTS TO RESOLUTIONS**

- 38.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
  - 38.1.1 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
  - 38.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 38.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
  - 38.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - 38.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 38.3 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.

### **39 MEANS OF COMMUNICATION TO BE USED**

- 39.1 Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Act 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.
- 39.2 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.
- 39.3 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.

**40 COMPANY SEALS**

- 40.1 Any common seal may only be used by the authority of the directors.
- 40.2 The directors may decide by what means and in what form any common seal is to be used.
- 40.3 Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, that document must also be signed by:
- 40.3.1 one director and the secretary of the Company;
  - 40.3.2 two directors; or
  - 40.3.3 one director in the presence of a witness who confirms the signature of the director.

**41 NO RIGHTS 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.*

**42 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.*

**43 DIRECTORS' INDEMNITY**

- 43.1 Subject to article 43.2, a relevant director of the Company or an associated company may be indemnified out of the Company's assets against:
- 43.1.1 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;
  - 43.1.2 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 Act); and
  - 43.1.3 any other liability incurred by that director as an officer of the Company or an associated company.
- 43.2 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.
- 43.3 In this article:
- 43.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
  - 43.3.2 a "relevant director" means any director or former director of the Company or an associated company.

**44 INSURANCE**

- 44.1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.
- 44.2 In this article:

44.2.1 a “relevant director” means any director or former director of the Company or an associated company;

44.2.2 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 of the Company or associated company, or any employees’ share scheme of an associated company; and

44.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

#### **45 WINDING UP**

If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by law, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the Members as he may determine, but no Member shall be compelled to accept any assets upon which there is a liability.

#### **46 DISTRIBUTION ON LIQUIDATION OR WINDING UP**

In the absence of any other specific provisions attached to Membership as set out in these Articles or determined by the directors from time to time, on a return of assets on a liquidation, or winding up, the assets of the Company remaining after paying and discharging the debts and liabilities of the Company and the costs of winding up, shall be applied to the Members pro-rata.

#### **47 RULES**

The directors may establish rules governing matters relating to the Company administration that are required from time to time for the effective operation of the Company (for example, the provisions relating to classes of Members, Membership fees and subscriptions and the admission criteria for Members).