

Company number: 7874419

The Companies Act 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

King's Cross and St. Pancras Business Partnership Limited

Incorporated on 7 December 2011

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(Amended by Special Resolution passed on 4 September 2013)

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF

King's Cross and St. Pancras Business Partnership Limited (the "company")

1. PRELIMINARY

- 1.1 These articles are the articles of association of the company and the model articles of association for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) do not apply.
- 1.2 In these articles, any reference to a provision of the Companies Act 2006 (the "Act") shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 1.3 The headings used in these articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these articles.
- 1.4 In these articles, unless the context otherwise requires:
 - (a) the singular includes the plural and vice versa; and
 - (b) the masculine includes the feminine and vice versa.

2. DEFINED TERMS

- 2.1 In the articles, unless the context requires otherwise:
 - "alternate" or "alternate director" means an alternate appointed pursuant to article 21;
 - "articles" means the company's articles of association;
 - "bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
 - "chairman" has the meaning given in article 18;
 - "chairman of the meeting" has the meaning given in article 29;
 - "director" means a director of the company, and includes any person occupying the position of director, by whatever name called;
 - "document" includes, unless otherwise specified, any document sent or supplied in electronic form;
 - "electronic form" has the meaning given in section 1168 of the Act;
 - "hard copy form" has the meaning given in section 1168 of the Act;
 - "instrument" means a document in hard copy form;
 - "ordinary resolution" has the meaning given in section 282 of the Act;
 - "participate", in relation to a directors' meeting, has the meaning given in article 12;
 - "proxy notice" has the meaning given in article 35.1;

"secretary" means the secretary of the company, if any, appointed in accordance with article 20 or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary;

"special resolution" has the meaning given in section 283 of the Act;

"subsidiary undertaking" has the meaning given in section 1162 of the Act;

"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; and

"working day" means a day that is not a Saturday or Sunday, or any day that is a bank holiday in the part of the United Kingdom where the company is registered.

Unless the context requires otherwise, other words or expressions contained in these articles bear the same meaning as in the Act as in force on the date when these articles became binding on the company.

3. LIABILITY OF MEMBERS

3.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

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

4. OBJECTS

4.1 The company's objects are:-

- (a) to promote, enhance and improve the King's Cross and St. Pancras area of London (the "Area") and to encourage and facilitate a sustainable and successful community in the Area including, without limitation:
 - (i) to support and facilitate the improvement and enjoyment of the physical environment in the Area;
 - (ii) to stimulate the growth and development of the Area, including to promote the development of existing businesses and to attract new businesses to the Area, and to encourage and facilitate funding for and investment into the Area;
 - (iii) to encourage and facilitate the marketing of the Area;
 - (iv) to enhance, encourage and facilitate training and education and to improve the skills of the residents and workforce of the Area;
 - (v) to encourage activities and services for employees working in the Area; and
 - (vi) to collaborate on community development initiatives for the Area; and
- (b) to carry on any other activities which can in the opinion of the directors be advantageously carried on in connection with or ancillary to any of the objects of the company for the betterment of the Area.

5. DIRECTORS' GENERAL AUTHORITY

The directors of the company have control over the affairs and property of the company and are responsible for management of the company's business. Subject to the articles, the directors have authority to exercise any powers of the company which are necessary and/or incidental to the promotion of any or all of the objects of the company set out at article 4.1.

6. MEMBERS' RESERVE POWER

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

7. DIRECTORS MAY DELEGATE

- 7.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
- (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;
- as they think fit.

- 7.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

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

8. COMMITTEES

- 8.1 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.
- 8.2 The directors may make rules of procedure for all or any committees, and such rules prevail over rules derived from the articles if they are not consistent with them.

9. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

Any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 10.

10. UNANIMOUS DECISIONS

- 10.1 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.
- 10.2 Such a decision may take the form of a resolution in writing, which consists of one or more instruments in the same form signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing. A resolution signed by an alternate director need not also be signed by or agreed to by his appointer.
- 10.3 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.
- 10.4 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.

11. CALLING A DIRECTORS' MEETING

- 11.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the secretary (if any) to give such notice.
- 11.2 Notice of any directors' meeting must indicate:

- (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 11.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 11.4 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 either before or 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.
- 12. **PARTICIPATION IN DIRECTORS' MEETINGS**
- 12.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
 - (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 12.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 12.3 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.
- 13. **QUORUM FOR DIRECTORS' MEETINGS**
- 13.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 13.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it may never be less than four, and unless otherwise fixed it is four.
- 13.3 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 to:
 - (a) appoint further directors; or
 - (b) call a general meeting so as to enable the members to appoint further directors.
- 14. **DIRECTORS' CONFLICTS OF INTEREST**
- 14.1 Subject to article 14.3, notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process for both quorum and voting purposes, provided that the interest has been declared by the director.
- 14.2 If the directors propose to exercise their power under section 175(4)(b) of the Act to authorise a director's conflict of interest, the director having conflict of interest is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes.
- 14.3 Subject to the provisions of the Act, and provided that (if required to do so by the said Act) a director has declared to the other directors the nature and extent of any direct or indirect interest of his, a director, notwithstanding his office:
 - (a) may be a party to or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
 - (b) may be a director or other officer or an employee of, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary undertaking of the company or body corporate in which the company is interested; and

- (c) is not accountable to the company for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest.

15. RECORDS OF DECISIONS TO BE KEPT

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

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 Subject to article 17.4, each member of the company shall be entitled, by notice to the company in writing, to appoint one director who is willing to act and who is permitted by law to do so and/or to remove such person as a director provided that each member shall be entitled to have only one director which it has appointed as a director of the company at any one time.

- 17.2 The initial directors of the company shall be: Scott Barnes, Brian Blackwell, Derek Gannon, John Graham, Nick Mercer, John Nugent, David Partridge and Jonathan Wheeldon.

- 17.3 Directors appointed under this article shall serve for up to a twelve year term of office from the date of their appointment.

- 17.4 A director whose term of office ends must vacate his office for at least one year, following which he may serve up to one further twelve year term.

18. CHAIRMAN

- 18.1 The directors may appoint a director to serve as chairman.

- 18.2 Each chairman shall hold office for a maximum term of up to seven years.

- 18.3 The directors may terminate the chairman's appointment at any time.

- 18.4 A chairman whose term of office ends must vacate his office for at least one year, following which he may serve up to one further seven year term.

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

- 18.6 The chairman shall not have a casting vote.

19. TERMINATION OF DIRECTOR'S APPOINTMENT

- 19.1 A person ceases to be a director as soon as:

- (a) that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) that person is, or may be, suffering from mental disorder and either:

- (i) is admitted to hospital in pursuance of an application for admission for treatment under mental health legislation for the time being in force in any part of the United Kingdom; or
- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or which wholly or partly prevents that person from personally exercising any powers or rights which that person otherwise would have;
- (e) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms; and
- (f) that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors make a decision to vacate that person's office; and
- (g) the member who has appointed the person as director ceases to be a member of the company.

20. **SECRETARY**

The directors may appoint a secretary to the company for such period, for such remuneration and upon such conditions as they think fit, and any secretary so appointed by the directors may be removed by them.

21. **ALTERNATE DIRECTORS**

- 21.1 (a) Any director (the "appointor") may appoint as an alternate any other director, or any other person who is willing to act, to:
- (i) exercise that director's powers; and
 - (ii) carry out that director's responsibilities
- in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
- (b) Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors. The notice must:-
- (i) identify the proposed alternate; and
 - (ii) in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of his appointor.
- 21.2 (a) An alternate director has the same rights to participate in any directors' meeting or directors' written resolution, as the alternate's appointor.
- (b) Except as these articles specify otherwise, alternate directors:
- (i) are deemed for all purposes to be directors;
 - (ii) are liable for their own acts or omissions;
 - (iii) are subject to the same restrictions as their appointors; and
 - (iv) are not deemed to be agents of or for their appointors.
- (c) A person who is an alternate director but not a director:-
- (i) may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating); and
 - (ii) may sign a directors' written resolution (but only if it is not signed or to be signed by his appointor).

- (d) An alternate shall not be counted as more than one director for such purposes and shall not be counted in determining the maximum number of directors allowed by the articles for the time being.
 - (e) An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the remuneration payable to that alternate's appointor as the appointor may direct by notice in writing made to the company.
- 21.3 An alternate director's appointment as an alternate terminates:
 - (a) when his appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
 - (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor would result in the termination of the appointor's office as director;
 - (c) on the death of his appointor; or
 - (d) when his appointor's appointment as a director terminates.
- 22. **DIRECTORS' REMUNERATION**
- 22.1 Directors may undertake any services for the company that the directors decide.
- 22.2 Directors are entitled to such remuneration as the directors determine:
 - (a) for their services to the company as directors; and
 - (b) for any other service which they undertake for the company.
- 22.3 Subject to the articles, a director's remuneration may:
 - (a) take any form; and
 - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- 22.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- 22.5 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.
- 23. **DIRECTORS' EXPENSES**
- 23.1 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:
 - (a) meetings of directors or committees of directors;
 - (b) general meetings; or
 - (c) separate meetings of the holders of 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.
- 24. **MEMBERSHIP**
- 24.1 The subscribers to these articles and such other persons as are admitted to membership in accordance with these articles shall be members of the company.
- 24.2 Any person, body or organisation that supports the objects of the company and has legal identity and is capable of membership of this company shall be eligible to seek membership of the company.

- 24.3 Applications for admittance to membership may only be made by persons who are eligible to seek membership of the company in accordance with this article. Every person who wishes to become a member shall deliver to the company an application for membership, in such form as the directors require. The directors shall determine an application for membership within one month of the date on which it is received by the company and shall give written notice to the applicant of their decision, which shall be final and binding, as soon as practicable after that decision is taken.
- 24.4 Details of every member shall be entered into the Register of Members of the company in accordance with the Act.
- 24.5 A member may at any time resign its membership of the company by giving notice in writing to the company and such resignation shall take effect immediately upon receipt of the notice by the company.
- 24.6 Membership shall not be transferable and shall cease on a winding up or dissolution, or, in the case of a person, in the event of their death.
- 24.7 Members shall pay such annual subscriptions by such dates as the directors may determine unanimously. If any member fails to pay the subscription due from him to the company by the due date, the directors may resolve that his membership is terminated. The membership shall cease at the date of that resolution. Written notice of such termination shall be given to the former member as soon as practicable.

25. NOTICE OF GENERAL MEETINGS

- 25.1 (a) Every notice convening a general meeting of the company must comply with the provisions of:
- (i) section 311 of the Act as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting; and
 - (ii) section 325(1) of the Act as to the giving of information to members regarding their right to appoint proxies.
- (b) Every notice of, or other communication relating to, any general meeting which any member is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the company.

26. WRITTEN RESOLUTION OF MEMBERS

- 26.1 (a) Subject to article 26.1(b), a written resolution of members passed in accordance with Part 13 of the Act is as valid and effectual as a resolution passed at a general meeting of the company.
- (b) The following may not be passed as a written resolution and may only be passed at a general meeting:-
- (i) a resolution under section 168 of the Act for the removal of a director before the expiration of his period of office; and
 - (ii) a resolution under section 510 of the Act for the removal of an auditor before the expiration of his period of office.
- 26.2 No member may vote on a written resolution unless all monies currently due and payable by that member to the company have been paid.

27. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 27.1 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.
- 27.2 A person is able to exercise the right to vote at a general meeting when:
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 27.3 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.
- 27.4 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.
- 27.5 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.
- 28. **QUORUM AT GENERAL MEETINGS**
- 28.1
 - (a) If and for so long as the company has one member only, one member entitled to vote on the business to be transacted, who is present at a general meeting in person or by proxy or, in the event that the member is a corporation, by corporate representative, is a quorum.
 - (b) If and for so long as the company has two or more members, three of the members, each of whom is entitled to vote on the business to be transacted and is present at a general meeting in person or by proxy or, in the event that any member present is a corporation, by corporate representative, are a quorum.
- 29. **CHAIRING GENERAL MEETINGS**
- 29.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 29.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
 - (a) the directors present; or
 - (b) (if no directors are present), the meeting,must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 29.3 The person chairing the meeting in accordance with this article is referred to as "the chairman of the meeting".
- 30. **VOTING AT GENERAL MEETINGS**
- 30.1 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.
- 30.2 Subject to articles 30.3 and 30.4, on a vote on a resolution at a general meeting on a show of hands (or, if duly demanded, on a poll), every member present in person, by proxy or (being a corporation) by corporate representative, has one vote.
- 30.3 No member may vote on a resolution in general meeting unless all monies currently due and payable by that member to the company have been paid.
- 30.4 Polls must be taken at the general meeting at which they are demanded and in such manner as the chairman directs.
- 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 members of the company 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:
- (a) the meeting consents to an adjournment; or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to 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:
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 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):
- (a) to the same persons to whom notice of the company's general meetings is required to be given; and
 - (b) containing the same information which such notice is required to contain.
- 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. **ERRORS AND DISPUTES**
- 33.1 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.
- 33.2 Any such objection must be referred to the chairman of the meeting whose decision is final.
34. **POLL VOTES**
- 34.1 A poll on a resolution may be demanded:
- (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 34.2 A poll may be demanded by:
- (a) the chairman of the meeting;
 - (b) the directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution.
- 34.3 A demand for a poll may be withdrawn if:
- (a) the poll has not yet been taken; and

- (b) the chairman of the meeting consents to the withdrawal.
- 34.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.
- 35. **CONTENT OF PROXY NOTICES**
- 35.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 35.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 35.3 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.
- 35.4 Unless a proxy notice indicates otherwise, it must be treated as:
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 36. **DELIVERY OF PROXY NOTICES**
- 36.1 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.
- 36.2 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.
- 36.3 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.
- 36.4 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.
- 36.5 A proxy notice must be received by the company at such address specified by the company in the proxy notice not less than 48 hours before the time for the holding of the meeting or adjourned meeting to which the proxy notice relates. Any proxy notice received at such address less than 48 hours before the time for holding the meeting or adjourned meeting to which the proxy notice relates shall be invalid.
- 37. **AMENDMENTS TO RESOLUTIONS**
- 37.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 37.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 37.3 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.
- 38. **COMMUNICATIONS**
- 38.1 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.
- 38.2 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.
- 38.3 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.
- 38.4 A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the company.
- 38.5
 - (a) If the company sends or supplies notices or other documents by first class post and the company proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting.
 - (b) If the company sends or supplies notices or other documents by electronic means and the company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied.
 - (c) For the purposes of this article 38.5, no account shall be taken of any part of a day that is not a working day.
- 39. **COMPANY SEALS**
- 39.1 Any common seal may only be used by the authority of the directors or any committee of directors.
- 39.2 The directors may decide by what means and in what form any common seal is to be used.
- 39.3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by:
 - (a) one authorised person in the presence of a witness who attests the signature; or
 - (b) two authorised persons.
- 39.4 For the purposes of this article, an authorised person is:
 - (a) any director;
 - (b) the secretary; or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.
- 40. **INDEMNITY**

- 40.1 Subject to article 40.2, a relevant director of the company or an associated company may be indemnified out of the company's assets against:
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;
 - (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act);
 - (c) any other liability incurred by that director as an officer of the company or an associated company.
- 40.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.
- 40.3 In this article:
- (a) companies are associated if one is a subsidiary undertaking of the other or both are subsidiary undertakings of the same body corporate; and
 - (b) a "relevant director" means any director or former director of the company or an associated company.
41. **INSURANCE**
- 41.1 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.
- 41.2 In this article:
- (a) a "relevant director" means any director or former director of the company or an associated company;
 - (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, and associated company or any pension fund or employees' share scheme of the company; and
 - (c) companies are associated if one is a subsidiary undertaking of the other or both are subsidiaries of the same body corporate.
42. **RULES**
- 42.1 (a) The directors may, acting unanimously, propose to the members for adoption (in accordance with article 42.1(b)) such rules as they consider necessary or convenient for the proper conduct and management of the company and for the purposes of prescribing the classes of and conditions of membership. In particular, and without prejudice to the generality of the foregoing, the directors may make rules regulating:-
- (i) the admission and classification of members of the company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (ii) the conduct of members of the company in relation to one another, and to the company's officers and employees;
 - (iii) the procedure at general meetings and meetings of the directors and committees of the company (in so far as such procedure is not governed by these articles); and
 - (iv) any and all other matters as are commonly the subject matter of company rules.
- (b) A special resolution of the members shall be required to adopt, alter or repeal any rules proposed by the directors in accordance with this article.

- (c) Any rules made by the members under this article will be valid and binding as against all members of the company for so long as such rules are in force.