

Company Number: 08329791

THE COMPANIES ACT 2006

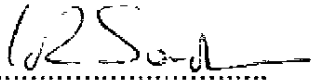
PRIVATE COMPANY LIMITED BY GUARANTEE

CAMBRIDGE BID LIMITED ("the Company")

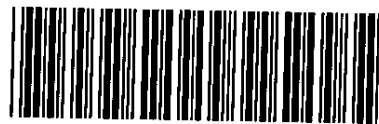
At a general meeting ("**Meeting**") of the Company duly convened and held in the Trinity Room 2.4 at John Lewis, 10 Downing Street, Grand Arcade, Cambridge CB2 3DS on 27 September 2018, the following resolution was duly passed as a special resolution.

Special Resolution

1. THAT the articles of association of the Company be amended by replacing the existing articles of association in their entirety with the new articles of association in the form attached hereto.

Signed: 
Ian Sandison, Director and Chairman of the Meeting

WEDNESDAY



A07 *A7G9YXØY* 10/10/2018 #175
COMPANIES HOUSE

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION

- of -

CAMBRIDGE BID LIMITED (the "Company")

Adopted by Special Resolution passed on 27 September 2018

PART 1: INTERPRETATION

1 Defined terms

In the articles, unless the context requires otherwise—

"articles"	means the Company's articles of association;
"the Auditors"	means the auditors for the time being of the Company as appointed by the Board subject to the provisions of the Companies Acts;
"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;
"BID"	Cambridge Business Improvement District;
"BID Area"	means the area within which the Company operates the BID;
"BID Levy"	means the charge to be levied and collected against businesses within the BID Area in accordance with the business plan of the Company from time to time, to be spent in accordance with the BID Proposal;
"BID Levy Payers"	means those businesses who are responsible for paying the BID Levy;
"Nominated Representative"	means (a) the representative of a member nominated by a member in writing from time to time to vote on behalf of that member at general meetings of the Company and on any written resolutions or (b) where the member is a sole trader, the member himself;
"BID Proposal"	means the BID Business Proposal voted for by the Cambridge businesses from time to time under the Business Improvement District Regulations 2004;
"Board"	means the board of directors of the Company acting collectively;
"chairman"	has the meaning given in article 15;

"chairman of the meeting"	has the meaning given in article 27;
"Companies Acts"	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
"director"	means a director of the Company, and includes any person occupying the position of director, by whatever name called;
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"electronic form"	has the meaning given in Section 1168 of the Companies Act 2006;
"member"	means a person whose application in accordance with article 23 is accepted by the Board and whose membership has not terminated pursuant to article 24, and "membership" shall be construed accordingly;
"Objects"	means the objects set out in Article 3.1;
"ordinary resolution"	has the meaning given in Section 282 of the Companies Act 2006;
"participate"	in relation to a directors' meeting, has the meaning given in article 13;
"person"	includes an individual, firm, company, corporation, partnership, unincorporated body, government, state or agency of a state or any association, trust, joint venture or consortium (whether or not having separate legal personality);
"proxy notice"	has the meaning given in article 33;
"special resolution"	has the meaning given in Section 283 of the Companies Act 2006;
"subsidiary"	has the meaning given in Section 1159 of the Companies Act 2006;
"writing"	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company.

2 Model Articles

The Model Articles for Private Companies Limited by Guarantee set out at schedule 2 of the Companies (Model Articles) Regulations 2008 shall not apply to the Company.

PART 2: OBJECTS

3 The Company objects

- 3.1 The Objects for which the Company is established are to develop a long term sustainable model for city centre partnership working that will create a cleaner, safer, more welcoming and vibrant environment for all who live work and visit Cambridge.
- 3.2 The Company has power to do anything within the law that may promote or help promote the Objects. In particular (but without limitation) the Company has the following powers:
- a. To pay out of the Company's funds the costs incurred in forming the Company;
 - b. To acquire or hire property of any kind, and any interest in or right over property of any kind;
 - c. To acquire the whole or any part of the business or assets of any person, firm, or company carrying on any activity which supports or is capable of supporting the Objects and to give any form of consideration in return for the business assets;
 - d. To borrow or raise or secure the payment of money in such manner as the directors shall think fit, to charge the undertaking and all or any of the real and personal property and assets of the Company, present and future, and to become a member of any building society;
 - e. To issue debenture or debenture stock, whether permanent or redeemable or repayable, at par or at a premium or discount, and for such consideration and with and subject to such rights and conditions as the directors may think fit;
 - f. To invest and deal with the Company's money in any manner and to hold or invest and to hold or otherwise deal with any investments made;
 - g. To sell, dispose of, let, mortgage, or charge all or any property of the Company and to grant licences, options, rights and privileges in respect of or otherwise deal with, all or any part of the property and rights of the Company and to accept anything of value in return;
 - h. To make grants or loans of money and to give guarantees and indemnities on any terms, and to support and subscribe to any charitable or public object;
 - i. To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the company, or of undertaking any business or operations which (in the opinion of the directors) is likely to assist or benefit the Company, and to subscribe for or

otherwise acquire all or any part of the shares or securities of any such company;

- j. To act as agent or broker or trustee for any person, firm or company, and to undertake and perform any form of contract;
- k. To reward any person, firm or company providing services to the Company by cash payment or any other means;
- l. To set up, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of the employees of the Company or of any subsidiary, holding company or fellow subsidiary of the Company and of their spouses, civil partners, children and other relatives and dependants, and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained;
- m. To pay out of the Company funds premiums on insurance policies obtained in accordance with article 41;
- n. To amalgamate with or support any other company or undertaking whose objects may (in the opinion of the directors) advantageously be combined with the Objects; and
- o. To do all or any of the things or matters permitted by these articles in any part of the world, and as principal, agent, contractor or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

PART 3: APPLICATION OF INCOME AND LIMITATION OF LIABILITY

4 Application of income and property

- 4.1 The Company's income and property shall be applied towards the promotion of the Objects and shall not be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the members.
- 4.2 This article 4 shall not prevent any payment in good faith by the Company:
 - a. of reasonable and proper remuneration to or for the benefit of any member, officer, employee or agent of the Company for any services provided to the Company;
 - b. of interest on money lent by any member or director to the Company at a reasonable and proper rate;
 - c. of reasonable and proper rent for premises demised or let to the Company by any member or director of the Company;
 - d. reasonable out of pocket expenses properly incurred by any director;
 - e. of fees, remuneration or other benefit in money or money's worth to any Company (i) of which a director may also be a member holding not more than 1% of the capital in that Company or (ii) which is a service company of a

director (to the extent and in place of that director's entitlement to any such fees, remuneration or other benefit under these Articles);

f. of any amount by way of indemnity pursuant to article 40; and

g. of any premium for insurance of a type referred to in article 41.

- 4.3 On the winding-up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid shall not be distributed or paid to the members but shall be transferred to another body with objects similar to those of the Company and which prohibits the distribution of income and property to an extent at least as great as is imposed on the Company by this article 4.

5 Liability of members

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.

PART 4: DIRECTORS

Directors' powers and responsibilities

6 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.

7 Members' reserve power

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

8 Directors may delegate

- 8.1 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.

- 8.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 8.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

9 Committees

- 9.1 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.

Decision-making by directors

10 Directors to take decisions collectively

- 10.1 The general rule about decision-making by directors is that any decision of the directors must be by a majority decision
 - a. at a meeting of the directors; or
 - b. taken in accordance with article 11.
- 10.2 If—
 - a. the Company only has one director; and
 - b. no provision of the articles requires it to have more than one director;
 the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

11 Unanimous decisions

- 11.1 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.
- 11.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 11.3 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.

- 11.4 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.

12 Calling a directors' meeting

- 12.1 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.
- 12.2 The directors as far as practicable will meet quarterly to oversee the delivery of the Objects.
- 12.3 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.
- 12.4 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 12.5 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.

13 Participation in directors' meetings

- 13.1 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.
- 13.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 13.3 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.

14 Quorum for directors' meetings

- 14.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 14.2 The quorum for directors' meetings shall be one third (1/3) of the total number of directors (any fraction contained within that one third being rounded up to the nearest whole number), or two directors, whichever is greater.

- 14.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

- a. to appoint further directors; or
- b. to call a general meeting so as to enable the members to appoint further directors.

15 Chairing of directors' meetings

- 15.1 The directors may appoint a director to chair their meetings.
- 15.2 The person so appointed for the time being is known as the chairman.
- 15.3 The directors may terminate the chairman's appointment at any time.
- 15.4 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.

16 Casting vote

- 16.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- 16.2 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.

17 Conflicts of interest

- 17.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director may be counted as participating in the decision-making process for quorum or voting purposes only if he has complied with his duty (if any) to declare that interest in accordance with section 177 of the Companies Act.
- 17.2 Subject to the Companies Acts and article 4, and provided that he has complied with his duty (if any) to declare his interest in accordance with section 177 of the Companies Act 2006, a director shall not be accountable to the Company for any benefit which he derives from any transaction or arrangement with the Company or in which the Company is otherwise interested and no such transaction or arrangement shall be liable to be voided on the ground of any such interest or benefit.
- 17.3 Subject to article 17.4, 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 or other director chairing the meeting whose rules in relation to any director other than himself is to be final and conclusive.
- 17.4 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman or other director chairing the meeting

pursuant to article 15.4, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman or such other director is not to be counted as participating in the meeting (or that part of the meeting) for voting purposes.

17.5 If the directors propose to authorise a director's conflict of interest in accordance with section 175 of the Companies Act 2006, the director in question and any other interested director shall not be counted as participating in the decision making process for quorum and voting purposes.

17.6 When authorising a conflict of interest, the directors may attach conditions and limits to the authorisation, specify any particular rules of conduct to be followed in relation to the conflict and may relieve the director concerned from any obligation to communicate any confidential information relating to the conflict to the Company or to use it for the Company's benefit in circumstances where that confidential information is received by him in a capacity other than that of director or employee of the Company.

18 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.

19 Directors' discretion to make further rules

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

Appointment of directors

20 Methods of appointing directors

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—

- a. by ordinary resolution; or
- b. by a decision of the directors

20.1 The number of directors shall not be less than two, and shall not have a maximum.

20.2 The directors shall seek to ensure a balanced Board that is representative of businesses in the BID Area.

20.3 Cambridge City Council and Cambridgeshire County Council will be permitted to nominate 1 Director each.

- 20.4 The directors shall conduct an open process among the members for the nomination, election or selection of directors for vacancies which might exist from time to time as they consider appropriate to achieve the objectives of representation set out in article 20.2 and of constituting an effective Board best able to deliver the BID Proposal.
- 20.5 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.
- 20.6 For the purposes of article 20.5, where 2 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.

21 Termination of director's appointment

- 21.1 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 Companies Act 2006 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. 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;
 - e. by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - f. 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;
 - g. if he is also a Nominated Representative, the member nominating him as such ceases to be a member;
 - h. the Board decide that the activities of that director are materially detrimental to the interests of the Company and that his office be vacated.

22 Alternate directors

- 22.1 Any director (other than an alternate director) may at any time by writing under his hand and deposited at the registered office of the Company, or delivered at a meeting of the Directors, appoint any person to be his alternate director (provided that such person, if not himself a director, has been approved by the Board) and may in like manner at any time terminate such appointment. An alternate director may be

appointed for all or any limited purposes with the consent of the board. An appointing director may make one appointment of an alternate director to attend one board meeting within any twelve month period without the consent of the Board having first been obtained. The appointment of an alternate director shall determine on the happening of any event which if he were a director would cause him to vacate such office or if his appointor ceases to be a director. Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate (in addition to his own vote if he is also a director) and shall be counted in the quorum (subject to these Articles) if he holds office only as an alternate director.

- 22.2 Subject to the terms of appointment of the alternate director, an alternate director shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of the directors of which his appointor is a member and shall be entitled to attend and vote as a director at any such meetings at which his appointor is not personally present and generally at such meetings to perform all the functions of his appointor as a director in his absence and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a director. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability, an alternate director's signature to any resolution in writing of the directors shall be as effective as the signature of his appointor.

PART 5: MEMBERS

Becoming and ceasing to be a member

23 Application for membership

- 23.1 The Company shall admit to its membership a person who:
- a. is a BID Levy Payer;
 - b. applies to the Board by completing an application form approved by the Board; and
 - c. is approved by the Board.
- 23.2 The directors shall not be required to give reasons for any decision to accept or refuse an application for membership.
- 23.3 For the avoidance of doubt:
- a. any person required to pay the BID Levy in respect of more than one property shall only be entitled to one vote as a single member; and
 - b. no person shall be entitled to make an application for membership if it is responsible for paying the BID Levy only on a short-term or transitory basis.

24 Termination of membership

- 24.1 A member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.
- 24.2 A member's membership shall terminate automatically if that person:
- a. ceases to be a BID Levy Payer;

- b. does not pay the levy within 6 months of their original levy invoice; or
 - c. being sole trader, dies; or
 - d. being any form of business or undertaking other than a sole trader, ceases to exist.
- 24.3 If, in the opinion of the Board, the activities of a member are materially detrimental to the interests of the Company, then the Board may, on written notice to that member, terminate its membership.
- 24.4 Membership is not transferable.
- 24.5 All members who are not BID Levy Payers shall cease to be members on the date of the adoption of these articles.

Organisation of general meetings

25 Attendance and speaking at general meetings

- 25.1 A member's right to attend, speak and vote at a general meeting must be exercised by its Nominated Representative or its duly appointed proxy.
- 25.2 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.
- 25.3 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.
- 25.4 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.
- 25.5 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.
- 25.6 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.

26 Quorum for general meetings

- 26.1 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.
- 26.2 If the Company has only one member, the presence at a general meeting of that member or its proxy constitutes a quorum.
- 26.3 The presence of eight (8) members at a general meeting constitutes a quorum.
- 26.4 The references in this article 26 to a proxy are to a proxy appointed in relation to the meeting in question in accordance with section 324 of the Companies Act 2006.

27 Chairing general meetings

- 27.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 27.2 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 Nominated Representative to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

- 27.3 The person chairing a meeting in accordance with this article is referred to as ‘the chairman of the meeting’.

28 Attendance and speaking by directors and non-members

- 28.1 Directors may attend and speak at general meetings, whether or not they are members.
- 28.2 The chairman of the meeting may permit other persons who are not Nominated Representatives to attend and speak at a general meeting.

29 Adjournment

- 29.1 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.
- 29.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if—
- a. the meeting consents to an adjournment; or
 - b. it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

- 29.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 29.4 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.
- 29.5 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.
- 29.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting at general meetings

30 Voting: general

- 30.1 A resolution put to the vote of members at a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

31 Errors and disputes

- 31.1 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.
- 31.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

32 Poll votes

- 32.1 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.
- 32.2 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.
- 32.3 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.
- 32.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.
- 33 Content of proxy notices**
- 33.1 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 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.
- 33.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 33.3 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.
- 33.4 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.
- 34 Delivery of proxy notices**
- 34.1 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.
- 34.2 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.

34.3 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.

34.4 If a proxy notice is not executed by the Nominated Representative of the member 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.

35 Amendments to resolutions

35.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

- a. notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
- b. the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

and, in either case, the proposed amendment does not, in the reasonable opinion of the chairman of the general meeting, materially alter the scope of the general meeting.

35.2 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.

35.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 6: ADMINISTRATIVE ARRANGEMENTS

36 Means of communication to be used

36.1 Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

36.2 The Company may give any notice, document or other information to a member by delivering it to the Nominated Representative of that member either in person or by post in a prepaid envelope addressed to the Nominated Representative at the registered address or by leaving it at that address or by giving it using an electronic form of communication to an address for the time being notified to the Company by the Nominated Representative of the member. In this article 'address', in relation to an electronic form of communication, includes any number or address used for the purposes of such communication.

- 36.3 A communication sent or supplied by the Company shall be deemed to have been received by the intended recipient
- a. If it is sent by post, 24 hours after it was posted;
 - b. If it is hand delivered, at the time of such delivery;
 - c. If it is sent by electronic form, immediately upon being sent; and
 - d. If it is made available on a website, when the notification of the presence of the communication on the website was received by the intended recipient or, if later, on the date on which the communication appeared on the website.

- 36.4 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.

- 36.5 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.

37 Company seal

- 37.1 Any common seal may only be used by the authority of the directors.
- 37.2 The directors may decide by what means and in what form any common seal is to be used.
- 37.3 Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 37.4 For the purposes of this article, an authorised person is—
- a. any director of the Company;
 - b. the Company secretary (if any); or
 - c. any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

38 Accounts

- 38.1 The directors shall cause proper accounting records to be kept in accordance with the Companies Acts.
- 38.2 The accounting records shall be kept at the registered office of the Company or subject to the provisions of the Companies Acts at such other place or places as the directors shall think fit, and shall always be open to the inspection of the directors.
- 38.3 The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and

books of the Company or any of them shall be open to the inspection of the members not being directors and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the directors or by the Company in General Meeting or ordered by the court of competent jurisdiction.

- 38.4 A proper income and expenditure account shall be made up in respect of each financial year of the Company in accordance with the Companies Acts together with a proper balance sheet made up as at the date to which the said account is made up. The said account and the said balance sheet shall be accompanied by proper reports of the directors and of the Auditors and by any other documents required by law to annexed or attached thereto ("**the Accounts**"). The Accounts shall from time to time be laid before the Company in General Meeting in accordance with the Companies Acts and shall not less than twenty one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are directed to be served in accordance with these articles.

39 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.

Directors' indemnity and insurance

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 Companies Act 2006),
 - 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 Companies Acts or by any other provision of law.
- 40.3 In this article—
- a. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

- b. a 'relevant director' means any director or former director of the Company or an associated company.

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, any associated company or any pension fund or employees' share scheme of the Company or associated company, and
- c. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.