

Company number
10285790

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
WRITTEN SPECIAL RESOLUTION
OF
MORE UNITED LIMITED (the **Company**)
UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006
(passed on 6 December 2017)

By a written resolution dated 6 December 2017, members representing not less than 75% of the total voting rights of members who were entitled to vote on the resolution on its circulation date agreed to the following resolution being passed as a special resolution:

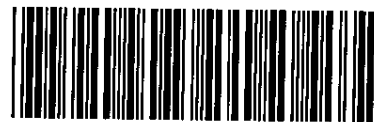
Special resolution

That the articles of association set out in the document sent or submitted to every eligible Company member with this resolution and initialled by the Chair for the purpose of identification be 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.



Mr Austin Rathe
Secretary

WEDNESDAY



A14 *A6LPTW3S* #562
20/12/2017
COMPANIES HOUSE

More United Limited
(the Company)

A14

A6LPTW48
20/12/2017 #564
COMPANIES HOUSE

Minutes of a meeting of the directors of the
Company held at SHM, 20 Bedford Road, London, WC1R 4EB on
6 December 2017 at 5pm

Present: Maurice Biriotti (the Chair), Jeremy Ashdown, Austin Rathe, Corinne Sawers, Dan Snow

In attendance: Iona Gaskell, Bess Mayhew

1. Maurice Biriotti was appointed the Chair of the meeting.
2. The Chair reported that notice of the meeting had been given to all of the directors in accordance with the Company's articles of association and that a quorum of two directors was present.
3. Each of the directors confirmed that he / she had no interest in the business to be considered at the meeting which he / she was required by section 177 or section 182 of the Companies Act 2006 and section 14(13) of the articles of association of the Company to disclose.
4. Each of the directors confirmed that he had no conflict of interest in relation to the business to be considered at the meeting which would constitute a conflict of interest in breach of section 175 Companies Act 2006 were it not authorised either by the directors or the members of the Company.
5. The Chair reported that it was proposed that the Company adopt new articles of association. The draft new articles of association were produced to the meeting.
6. There was produced a copy of a proposed written shareholder resolution to be passed in order to adopt the new articles of association (**the Resolution**).
7. It was resolved that the Resolution be proposed for approval by the Company members and that the Secretary be instructed to dispatch the Resolution and the draft new articles of association immediately to the members and to the auditors of the Company and seek from members their agreement (in hard copy or electronic form) to the Resolution.
8. The meeting was then adjourned.
9. Upon the resumption of the meeting, the Chair reported that the Resolution had been duly passed.
10. It was resolved that the Secretary be instructed to arrange for the filing with the registrar of companies of:
 - (a) a record of the Resolution; and
 - (b) a copy of the new articles of association of the Company.
11. The meeting then ended.

Chair



Company number
10285790

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
OF

MORE UNITED LIMITED (the Company)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed that the following resolution be passed as a special resolution:

Special resolution

That the articles of association set out in the document sent or submitted to every eligible Company member with this resolution and initialled by the Chair for the purpose of identification be 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.

WED

A14

A6LPTW40
20/12/2017
COMPANIES HOUSE

#563

AGREEMENT OF ELIGIBLE COMPANY MEMBER

The undersigned, being an eligible Company member on 6 December 2017 (the **Circulation Date**), irrevocably agrees to the resolution set out above:

Signed by:

..... M/C
Name: MAURICE SICOM
Date: 6/12/17

Signed by:

..... J-S
Name: JAW SNAW
Date: 6/12/17

Signed by:

..... Gaddy Ashdown
Name: JEREMY (PADDY) ASHDOWN
Date: 6/12/17

Signed by:

..... C. S. S. S.
Name: CORINNE SAWERS
Date: 6/12/17

Eligible Company members must signify their agreement to the proposed resolution as follows: (i) **by hand**, by delivering a signed copy to Mr Austin Rathe, More United, 32 Great Peter Street, London, SW1P 2DB; (ii) **by post**, by sending a signed copy to Mr Austin Rathe, More United, 32 Great Peter Street, London, SW1P 2DB; or (iii) **by e-mail**, by replying to this e-mail and indicating their agreement to the proposed resolution OR by sending a scanned signed copy of the resolution to Austin@moreunited.org.uk. Eligible

Company members must signify their agreement to the proposed resolution within the period of 28 days from and including the Circulation Date. However, eligible Company members who do not agree with the proposed resolution do not need to reply. Once eligible Company members have signified their agreement to the proposed resolution, their agreement may not be revoked. The proposed resolution will lapse if it is not passed by the end of that 28 day period.

DRAFT: 07.08.17

THE COMPANIES ACT 2006
A PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
of
MORE UNITED LIMITED
(Adopted by Special Resolution on 6 December 2017)

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise—

“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;

“byelaws” means the byelaws of the company made by the directors under the powers conferred on them by these articles, as from time to time altered;

“chair” has the meaning given in article 12;

“chair 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;

“company member” has the meaning given to “member” in section 112 of the Companies Act 2006;

“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;

“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 10;

“proxy notice” has the meaning given in article 33;

“relevant situation” has the meaning given in article 14(1);

“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; and

“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.

Liability of company members

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

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

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

3.—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.

Company members' reserve power

4.—(1) The company members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

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—

- (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.

(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.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

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.

(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.

DECISION-MAKING BY DIRECTORS

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.

(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.

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.

(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.

(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.

(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.

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.

(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.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(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.

Participation in directors' meetings

10.—(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.

(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.

(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.

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.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

(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 company members to appoint further directors.

Chairing of directors' meetings

12.—(1) The directors may appoint a director to chair their meetings.

- (2) The person so appointed for the time being is known as the chair.
- (3) The directors may terminate the chair's appointment at any time.
- (4) If the chair 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.

Casting vote

13.—(1) If the numbers of votes for and against a proposal are equal, the chair or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

14.—(1) If a proposed decision of the directors is concerned with either an actual or proposed transaction or arrangement with the company in which a director is interested, or a situation (a **relevant situation**) in which a director has, or can have, a direct or indirect interest that conflicts, or may conflict with the interests of the company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the company could take advantage of it but excluding any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest) that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company or who is subject to a relevant situation is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the directors (other than the director and any other director with a similar interest who shall not be counted in the quorum at the meeting and shall not vote on the resolution) resolve to authorize the transaction or arrangement with the company or the relevant situation and the continuing performance by the director of his duties on such terms as they may determine;

(b) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(c) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(d) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(6) For the purposes of this article, any terms determined by the directors under paragraph 3(a) may be imposed at the time of the authorisation or may be imposed or varied subsequently by the directors.

(7) An interested director must act in accordance with any terms determined by the directors under paragraph 3(a).

(8) Any resolution given under paragraphs (a) or (b) may be withdrawn by either the directors or the company members by giving notice to the director concerned.

(9) If the directors make an authorisation under paragraph 3(a), impose or vary the terms of an authorisation under paragraph 6 or withdraw an authorization under paragraph 8, they shall, as soon as reasonably practicable, notify the company members of this fact and provide, where applicable, any relevant particulars regarding the authorization or its terms.

(10) If the company members pass a resolution under paragraph 3(b) or withdraw the resolution under paragraph 8, they shall, as soon as reasonably practicable, notify the directors of this fact and provide, where applicable, any relevant particulars regarding the resolution or its terms. (11) Subject to paragraph (12), 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 chair whose ruling in relation to any director other than the chair is to be final and conclusive.

(12) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

(13) A director shall, as soon as reasonably practicable, declare the nature and extent of his interest in a relevant situation to the other directors and the company members. Failure to comply with this requirement does not affect the underlying duty to make the declaration of interest.

(14) If a declaration of interest in relation to a relevant situation proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.

Records of decisions to be kept

15. 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.

Directors' discretion to make further rules

16. 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

Methods of appointing directors

17.—(1) Any person who is willing to act as a director, and is permitted by law to do so, and is a company member may be appointed to be a director—

- (a) by ordinary resolution, or
- (b) by a decision of the directors.

(2) In any case where, as a result of death, the company has no company members and no directors, the personal representatives of the last company member to have died have the right, by notice in writing, to appoint a person to be a director.

(3) For the purposes of paragraph (2), where 2 or more company members die in circumstances rendering it uncertain who was the last to die, a younger company member is deemed to have survived an older company member.

Term and termination of director's appointment

18. (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) that person ceases to be a company member;

(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.

(2) Subject to paragraph 1, each director shall hold office for a period of 3 years from the date of his appointment (or such shorter period as he may agree), and if qualified, is eligible for reappointment for a further period of 3 years.

Directors' remuneration

19.—(1) Directors may undertake any services for the company that the directors decide.

(2) A director may:

(a) be reimbursed by the company for reasonable expenses properly incurred by him in the circumstances specified in article 20.

(b) receive an indemnity from the company in the circumstances specified in article 41.

(3) Subject to paragraph 2, no director may:

(a) receive any remuneration from the company; or

(b) receive any other financial benefit from the company.

(4) For the purposes of this article, "benefit" means a direct or indirect benefit of any nature.

(5) For the purposes of this article, "remuneration" includes any benefit in kind.

Directors' expenses

20. 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.

Honorary Officers

21. – (1) The directors may from time to time appoint any person (whether or not a director or a company member) to any honorary office of the company carrying such title or designation as the directors may decide and may revoke any such appointment.

(2) A person holding any such office shall not (as such) be a director of the company.

PART 3

COMPANY MEMBERS

BECOMING AND CEASING TO BE A COMPANY MEMBER

Applications for company membership

22. No person shall become a company member unless—

- (a) that person has completed an application for company membership in a form *approved by the directors, and*
- (b) the directors have approved the application.

Termination of company membership

23.—(1) A company member may withdraw from membership of the company by giving 7 days' notice to the company in writing.

(2) Company membership is not transferable.

(3) A person's company membership terminates when that person withdraws from company membership in accordance with paragraph (1), dies or ceases to exist, ceases to be a director of the company, or is excluded from company membership under paragraph (4) below.

(4) Any company member may be excluded from membership of the company by resolution of a majority of at least three-fourths of the directors present and voting at a meeting at which not less than two-thirds of the total number of directors are present. Such company member shall have seven clear days' notice sent to him of the meeting and he shall be entitled to attend the meeting and be heard in defence but shall not be entitled to be present at the voting or take part in the proceedings otherwise than as the directors shall permit.

One class of company membership

24. - For the purposes of the Companies Act there shall be only one class of company membership. Other classes of company membership may be established from time to time by the directors but persons admitted to those classes shall not be company members for the purposes of the Companies Act. The directors shall also have power at their discretion to discontinue admissions to any class of company membership not conferring company membership for the purposes of the Companies Act or to close down any such class or classes. Particulars of persons admitted to the classes which do not confer company

membership for the purposes of the Companies Act will not be entered in the company's register of company members.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

25.—(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.

(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.

(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.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more company members attending it are in the same place as each other.

(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.

Quorum for general meetings

26. No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

27.—(1) If the directors have appointed a chair, the chair shall serve as chair of general meetings if present and willing to do so.

(2) If the directors have not appointed a chair, or if the chair is unwilling to serve as chair of 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 company member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as “the chair of the meeting”.

Attendance and speaking by directors and non-company members

28.—(1) Directors may attend and speak at general meetings, whether or not they are company members.

(2) The chair of the meeting may permit other persons who are not company members to attend and speak at a general meeting.

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 chair of the meeting must adjourn it.

(2) The chair 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 chair 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.

(3) The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chair 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.

(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.

(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

Voting: general

30. 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.

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.

(2) Any such objection must be referred to the chair of the meeting whose decision is final.

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.

(2) A poll may be demanded by—

- (a) the chair 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 company members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken, and
- (b) the chair of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chair of the meeting directs.

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 company member appointing the proxy;
- (b) identifies the person appointed to be that company member’s proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the company 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.

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

(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.

(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.

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.

(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.

(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.*

(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.

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 chair of the meeting may determine), and

(b) *the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.*

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) *the chair 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.*

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

PART 4

ADMINISTRATIVE ARRANGEMENTS

Byelaws

36.—(1) The directors shall have power to make byelaws concerning such matters regarding the government and management of the company as they may from time to time think fit and to revoke or alter the byelaws, provided that no byelaw shall have effect if and to the extent that it is inconsistent with these articles.

(2) The directors shall cause minutes to be made in books kept for the purpose of all byelaws (and amendments to byelaws) made by the directors.

Means of communication to be used

37.—(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.

(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.

(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.

Company seals

38.—(1) Any common seal may only be used by the authority of the directors.

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

(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.

(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.

No right to inspect accounts and other records

39. 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 company member.

Provision for employees on cessation of business

40. 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

Indemnity

41.—(1) Subject to paragraph (3), 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.

(2) The company may fund the expenditure of a relevant director of the company or of any associated company for the purposes permitted under the Companies Act and may do anything to enable such relevant director to avoid incurring such expenditure as provided in the Companies Act.

(3) 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.

(4) 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.

Insurance

42.—(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.

(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.

Surplus Assets upon Winding-up

43.- Upon the winding up of the company, any surplus assets of the company remaining after the satisfaction of all its debts and liabilities may not be paid to or distributed among the company members but must be given or transferred to such other institution or institutions having objects similar to the company as the company members determine.

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