

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **10523822**

The Registrar of Companies for England and Wales, hereby certifies that

SUFFOLK GRAVEL LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **13th December 2016**



* N10523822A *



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **13/12/2016**

X5LS151N

<i>Company Name in full:</i>	SUFFOLK GRAVEL LIMITED
<i>Company Type:</i>	Private company limited by shares
<i>Situation of Registered Office:</i>	England and Wales
<i>Proposed Registered Office Address:</i>	9-11 DRAYTON HIGH ROAD DRAYTON NORWICH ENGLAND ENGLAND NR8 6AH
<i>Sic Codes:</i>	74990

Proposed Officers

Company Secretary ***1***

Type: **Person**

Full Forename(s): **MR JONATHAN MARTIN**

Surname: **GIBBINS**

Service Address: **recorded as Company's registered office**

The subscribers confirm that the person named has consented to act as a secretary.

Company Director *1*

Type: **Person**

Full Forename(s): **MR DAVID JAMES BRUCE**

Surname: **COVENTRY**

Service Address: **recorded as Company's registered office**

*Country/State Usually
Resident:* **UNITED KINGDOM**

Date of Birth: ****/05/1952** *Nationality:* **BRITISH**

Occupation: **ACCOUNTANT**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	100
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	100
<i>Prescribed particulars</i>			

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	100
		<i>Total aggregate nominal value:</i>	100
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

<i>Name:</i>	DRAYTON BUILDING SERVICES LIMITED	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	9-11 DRAYTON HIGH ROAD DRAYTON NORWICH ENGLAND ENGLAND NR8 6AH	<i>Number of shares:</i>	100
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Relevant Legal Entity (RLE) details

Company Name: **DRAYTON BUILDING SERVICES LIMITED**

Service Address: **9-11 DRAYTON HIGH ROAD
DRAYTON
NORWICH
ENGLAND
ENGLAND
NR8 6AH**

Legal Form: **CORPORATE**

Governing Law: **UNITED KINGDOM (ENGLAND AND WALES)**

Register Location: **COMPANIES HOUSE**

Country/State: **ENGLAND AND WALES**

Registration Number: **3292411**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.
<i>Nature of control</i>	The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

memorandum delivered by an agent for the subscriber(s): **YES**

Agent's Name: **FIONA BRADFORD**

Agent's Address: **MILLS & REEVE LLP 1 ST JAMES COURT
NORWICH
NORFOLK
UNITED KINGDOM
NR3 1RU**

Authorisation

Authoriser Designation: **agent** *Authenticated* **YES**

Agent's Name: **FIONA BRADFORD**

Agent's Address: **MILLS & REEVE LLP 1 ST JAMES COURT
NORWICH
NORFOLK
UNITED KINGDOM
NR3 1RU**

Company No

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

SUFFOLK GRAVEL LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share each.

Name of each subscriber

Authentication by each subscriber

Drayton Building Services Limited

Dated this 13 December 2016

Company Number

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF
SUFFOLK GRAVEL LIMITED**

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1 Defined terms

In these 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;
"chairman"	has the meaning given in article 10;
"chairman of the meeting"	has the meaning given in article 33;
"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;

"fully paid"	in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company;
"hard copy form"	has the meaning given in section 1168 of the Companies Act 2006;
"holder"	in relation to shares means the person whose name is entered in the register of members as the holder of the shares;
"instrument"	means a document in hard cop form;
"ordinary resolution"	has the meaning given in section 282 of the Companies Act 2006;
"paid"	means paid or credited as paid;
"participate"	in relation to a directors' meeting, has the meaning given in article 8;
"proxy notice"	has the meaning given in article 39;
"shareholder"	means a person who is the holder of a share;
"shares"	means shares in the company;
"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;
"transmittee"	means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law; 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.

2 Liability of members

The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

3 Directors' general authority

Subject to these articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

4 Shareholders' reserve power

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

DECISION-MAKING BY DIRECTORS

5 Directors to take decisions collectively

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 in accordance with article 6.

6 Directors' decisions

- 6.1 A decision of the directors is taken in accordance with this article when a majority of the eligible directors indicate to each other by any means that they share a common view on a matter.
- 6.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by such majority of the eligible directors or to which such majority of the eligible directors have otherwise indicated agreement in writing.
- 6.3 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.
- 6.4 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.

7 Calling a directors' meeting

- 7.1 Any director may call a directors' meeting by giving notice of the meeting to the other directors or by authorising the company secretary (if any) to give such notice.
- 7.2 Notice of any directors' meeting must indicate:
 - 7.2.1 its proposed date and time;

- 7.2.2 where it is to take place; and
- 7.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 7.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 7.4 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.

8 Participation in directors' meetings

- 8.1 Directors participate in a directors' meeting, or part of a directors' meeting, when:
 - 8.1.1 the meeting has been called and takes place in accordance with these articles; and
 - 8.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 8.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 8.3 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.

9 Quorum for directors' meetings

- 9.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 9.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors and unless otherwise fixed it is one.
- 9.3 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 call a general meeting so as to enable the shareholders to appoint further directors.

10 Chairing of directors' meetings

- 10.1 Meetings of the directors shall be chaired by a representative of the shareholder(s) or, in their absence, a director appointed by the directors.
- 10.2 The person so appointed for the time being is known as the chairman.
- 10.3 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.

11 Casting vote

- 11.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- 11.2 However this does not apply if, in accordance with these articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

12 Conflicts of interest

- 12.1 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 is not to be counted as participating in the decision-making process for quorum or voting purposes, unless the shareholders resolve otherwise and authorise such participation.
- 12.2 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

13 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 relevant decision, of every decision taken by the directors.

14 Directors' discretion to make further rules

Subject to these 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

15 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 by the board of the company's ultimate parent company.

16 Termination of director's appointment

A person ceases to be a director as soon as:

- 16.1 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;
- 16.2 a bankruptcy order is made against that person;
- 16.3 a composition is made by that person with his creditors generally in satisfaction of his debts;
- 16.4 a registered medical practitioner who is treating that person gives a written opinion to the company stating that he has become physically or mentally incapable of acting as a director and may remain so for more than three months;

- 16.5 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 he would otherwise have;
- 16.6 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;
- 16.7 the board of the company's ultimate parent company determines that such person should cease to be a director and notifies such person to that effect.

17 Directors' remuneration

- 17.1 Directors are entitled to such remuneration as the shareholders determine:
- 17.1.1 for their services to the company as directors; and
- 17.1.2 for any other service which they undertake for the company.
- 17.2 Subject to these articles, a director's remuneration may:
- 17.2.1 take any form; and
- 17.2.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

PART 3

SHARES AND DISTRIBUTIONS

SHARES

18 Shareholder authority required

The provisions of section 550 of the Companies Act 2006 shall not apply in respect of the company and accordingly the directors shall not exercise any powers to allot shares or grant rights over shares unless authorised to do so by resolution of the members.

19 Powers to issue different classes of share

- 19.1 Subject to these articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution.
- 19.2 The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder on the terms, conditions and manner of redemption of any such shares set by resolution of the members.

20 Company not bound by less than absolute interests

Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or these articles,

the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

21 Share transfers

- 21.1 Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.
- 21.2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.
- 21.3 The company may retain any instrument of transfer which is registered.
- 21.4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.
- 21.5 The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

22 Transmission of shares

- 22.1 If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share.
- 22.2 A transmittee who produces such evidence of entitlement to shares as the directors may properly require:
 - 22.2.1 may, subject to these articles, choose either to become the holder of those shares or to have them transferred to another person; and
 - 22.2.2 subject to these articles, and pending any transfer of the shares to another person, has the same rights as the holder had.
- 22.3 However transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

23 Exercise of transmittees' rights

- 23.1 Transmittees who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish.
- 23.2 If the transmittee wishes to have a share transferred to another person, the transmittee must execute an instrument of transfer in respect of it.
- 23.3 Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

24 Transmittees bound by prior notices

If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name has been entered in the register of members.

DIVIDENDS AND OTHER DISTRIBUTIONS

25 Procedure for declaring dividends

- 25.1 The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.
- 25.2 A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.
- 25.3 No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.
- 25.4 Unless the shareholders' resolution to declare or the directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it.

26 No interest on distributions

The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:

- 26.1 the terms on which the share was issued; or
- 26.2 the provisions of another agreement between the holder of that share and the company.

27 Non-cash distributions

- 27.1 Distributions shall normally be paid in cash either by cheque or direct transfer to the bank account notified to the company by the shareholder for this purpose.
- 27.2 However, subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).
- 27.3 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution:
 - 27.3.1 fixing the value of any assets;

- 27.3.2 paying cash to any shareholder on the basis of that value in order to adjust the rights of shareholders; and
- 27.3.3 vesting any assets in trustees.

28 Waiver of distributions

Shareholders may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if:

- 28.1 the share has more than one holder; or
- 28.2 more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise;

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

CAPITALISATION OF PROFITS

29 Authority to capitalise and appropriation of capitalised sums

- 29.1 Subject to these articles, the directors may, if they are so authorised by an ordinary resolution:
 - 29.1.1 decide to capitalise any profits of the company (whether or not they are available for distribution), or any sum standing to the credit of the company's share premium account or capital redemption reserve; and
 - 29.1.2 appropriate any sum which they so decide to capitalise (a "**capitalised sum**") to the persons who would have been entitled to it if it were distributed by way of dividend (the "**persons entitled**") and in the same proportions.
- 29.2 Capitalised sums must be applied:
 - 29.2.1 on behalf of the persons entitled; and
 - 29.2.2 in the same proportions as a dividend would have been distributed to them.
- 29.3 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.
- 29.4 A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct.
- 29.5 Subject to these articles the directors may:
 - 29.5.1 apply capitalised sums in accordance with articles 30.3 and 30.4 partly in one way and partly in another;

29.5.2 make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and

29.5.3 authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

PART 4

DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

30 Attendance and speaking at general meetings

30.1 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.

30.2 A person is able to exercise the right to vote at a general meeting when:

30.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

30.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

30.3 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.

30.4 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.

30.5 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.

31 Quorum for general meetings

The quorum for general meetings shall be one shareholder.

32 Chairing general meetings

32.1 If the shareholders have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

32.2 If the shareholders 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, the meeting must appoint a shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

- 32.3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

33 Attendance and speaking by directors and non-shareholders

The chairman of the meeting may permit directors and other persons who are not shareholders or otherwise entitled to exercise the rights of shareholders in relation to general meetings to attend and speak at a general meeting.

34 Adjournment

- 34.1 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

34.1.1 the meeting consents to an adjournment; or

34.1.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

- 34.2 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

- 34.3 When adjourning a general meeting, the chairman of the meeting must:

34.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and

34.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

- 34.4 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):

34.4.1 to the same persons to whom notice of the company's general meetings is required to be given; and

34.4.2 containing the same information which such notice is required to contain.

- 34.5 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

35 Voting: general

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 these articles.

36 Errors and disputes

- 36.1 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 that is objected to is tendered, and every vote not disallowed at the meeting is valid.
- 36.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

37 Poll votes

- 37.1 A poll on a resolution may be demanded:
 - 37.1.1 in advance of the general meeting where it is to be put to the vote; or
 - 37.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 37.2 A poll may be demanded by:
 - 37.2.1 the chairman of the meeting;
 - 37.2.2 the directors;
 - 37.2.3 two or more persons having the right to vote on the resolution; or
 - 37.2.4 a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.
- 37.3 A demand for a poll may be withdrawn if:
 - 37.3.1 the poll has not yet been taken; and
 - 37.3.2 the chairman of the meeting consents to the withdrawal.
- 37.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

38 Content of proxy notices

- 38.1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:
 - 38.1.1 states the name and address of the shareholder appointing the proxy;
 - 38.1.2 identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;
 - 38.1.3 is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and

- 38.1.4 is delivered to the company in accordance with these articles and any instructions contained in the notice of the general meeting to which they relate.
- 38.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 38.3 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.
- 38.4 Unless a proxy notice indicates otherwise, it must be treated as:
 - 38.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 38.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

39 Delivery of proxy notices

- 39.1 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.
- 39.2 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.
- 39.3 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.
- 39.4 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.

40 Amendments to resolutions

- 40.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - 40.1.1 notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
 - 40.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 40.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - 40.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

- 40.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 40.3 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 5

ADMINISTRATIVE ARRANGEMENTS

41 Means of communication to be used

- 41.1 Subject to these articles, anything sent or supplied by or to the company under these 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.
- 41.2 Subject to these 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.
- 41.3 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.

42 Company seals and execution of deeds

- 42.1 Any common seal may only be used by the authority of the directors.
- 42.2 The directors may decide by what means and in what form any common seal is to be used.
- 42.3 If the company has a common seal and it is affixed to a document, the document must also be signed by two directors or one director and one other authorised person.
- 42.4 For the purposes of this article, an authorised person is:
- 42.4.1 any director of the company; or
 - 42.4.2 the company secretary (if any); or
 - 42.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.
- 42.5 Unless resolved otherwise by an ordinary resolution, all documents to be executed as deeds must be signed by two directors or one director and one other authorized person.

DIRECTORS' INDEMNITY AND INSURANCE

43 Indemnity

- 43.1 Subject to article 44.2, a relevant director of the company or an associated company may be indemnified out of the company's assets against:
- 43.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;
 - 43.1.2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);
 - 43.1.3 any other liability incurred by that director as an officer of the company or an associated company.
- 43.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 43.3 In this article:
- 43.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - 43.3.2 a "relevant director" means any director or former director of the company or an associated company.

44 Insurance

- 44.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.
- 44.2 In this article:
- 44.2.1 a "relevant director" means any director or former director of the company or an associated company;
 - 44.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company; and
 - 44.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.