

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **11922382**

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

DERBY COUNTY LADIES FOOTBALL CLUB LIMITED

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

Given at Companies House, Cardiff, on **3rd April 2019**



* N11922382F *



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: **02/04/2019**

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Company Name in full: **DERBY COUNTY LADIES FOOTBALL CLUB LIMITED**

Company Type: **Private company limited by guarantee**

Situation of Registered Office: **England and Wales**

Proposed Registered Office Address: **PRIDE PARK STADIUM
DERBY
UNITED KINGDOM DE24 8XL**

Sic Codes: **93199**

Proposed Officers

Company Director 1

Type: **Person**

Full Forename(s): **MS FAYE RAPHAEL**

Surname: **NIXON**

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

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

Date of Birth: ****/10/1985** **Nationality:** **BRITISH**

Occupation: **HEAD OF
MARKETING**

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

Company Director 2

Type: **Person**

Full Forename(s): **MR NICHOLAS DAVID**

Surname: **BRITTEN**

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

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

Date of Birth: ****/12/1970** **Nationality:** **BRITISH**

Occupation: **MANAGING
DIRECTOR**

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

Company Director 3

Type:	Person		
Full Forename(s):	MS LAUREN JADE		
Surname:	ASQUITH		
Service Address:	recorded as Company's registered office		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/09/1994	Nationality:	BRITISH
Occupation:	SPORTS DEVELOPMENT		

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

Company Director 4

Type:	Person		
Full Forename(s):	MR MICHAEL OWEN		
Surname:	JOHNSON		
Service Address:	recorded as Company's registered office		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/07/1973	Nationality:	ENGLISH
Occupation:	AMBASSADOR FOR DERBY COUNTY		

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

Company Director 5

Type: Person

Full Forename(s): MR STEPHEN ANTHONY

Surname: PEARCE

Service Address: recorded as Company's registered office

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

Date of Birth: ****/09/1980** *Nationality:* **ENGLISH**

Occupation: CHIEF
EXECUTIVE
OFFICER

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

Persons with Significant Control (PSC)

Statement of no PSC

The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company

Statement of Guarantee

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

<i>Name:</i>	FAYE RAPHAEL NIXON
<i>Address</i>	PRIDE PARK STADIUM DERBY DE24 8XL
<i>Amount Guaranteed</i>	GBP1
<i>Name:</i>	NICHOLAS DAVID BRITTEN
<i>Address</i>	PRIDE PARK STADIUM DERBY DE24 8XL
<i>Amount Guaranteed</i>	GBP1
<i>Name:</i>	LAUREN JADE ASQUITH
<i>Address</i>	PRIDE PARK STADIUM DERBY DE24 8XL
<i>Amount Guaranteed</i>	GBP1
<i>Name:</i>	MICHAEL OWEN JOHNSON
<i>Address</i>	PRIDE PARK STADIUM DERBY DE24 8XL
<i>Amount Guaranteed</i>	GBP1
<i>Name:</i>	STEPHEN ANTHONY PEARCE
<i>Address</i>	PRIDE PARK STADIUM DERBY DE24 8XL
<i>Amount Guaranteed</i>	GBP1

Statement of Compliance

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

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of

Derby County Ladies Football Club 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.

Name of each subscriber	Authentication by each subscriber
Mr Nicholas David Britten	Mr Nicholas David Britten
Ms Lauren Jade Asquith	Ms Lauren Jade Asquith
Mr Stephen Anthony Pearce	Mr Stephen Anthony Pearce
Ms Faye Raphael Nixon	Ms Faye Raphael Nixon
Mr Michael Owen Johnson	Mr Michael Owen Johnson

Dated 2/4/2019

COMPANY NUMBER:

ARTICLES OF ASSOCIATION
OF
DERBY COUNTY LADIES FOOTBALL CLUB LIMITED
(Adopted on the incorporation of the Company)

PART 1
INTERPRETATION

1. Defined terms

1.1 In these articles, unless the context requires otherwise:

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;
Chair	has the meaning given in article 14 ;
chair of the general 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	has the meaning given in section 112 of the Companies Act 2006;
Objects	has the meaning given 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 10 ;
proxy notice	has the meaning given in article 33 ;

relevant director	has the meaning given in article 40 ;
relevant loss	has the meaning given in article 41 ;
relevant officer	has the meaning given in article 41 ;
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 which enables the recipient to read and retain those words, symbols or other information, whether sent or supplied in electronic form or otherwise.

- 1.2 Unless the context otherwise requires, other words or expressions used 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

- 2.1 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's objects

- 3.1 The Company's objects are the promotion of healthy recreation through community based sporting activities including the provision of facilities, coaching and the arrangement of opportunities to participate in sport, in particular through the Derby County Ladies Football Club, and association football in general. (the "**Objects**").
- 3.2 Subject to the first sentence of article **3.3**, the objects and powers specified in the different paragraphs of article **3.1** or article **3.3** (as the case may be) shall not, unless the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph of that article or the name of the Company or the nature of any business carried on by the Company, but may be carried out in as full a manner and shall be construed in as wide a sense as if each of the said paragraphs specified the sole Object of the Company.
- 3.3 The Company has power to do anything within the law that may promote or help promote the Objects or any of them. 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 or 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 debentures 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 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's 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 solely 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 members of the Company.
- 4.2 This article **4** shall not prevent any payment in good faith by the Company:
 - (a) of reasonable and proper remuneration to 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 per annum not exceeding two per cent less than the published base lending rate from time to time of a clearing bank to be selected by the directors;
 - (c) of reasonable and proper rent for premises demised or let to the Company by any member or director of the Company;
 - (d) of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than 1% of the capital of that company;
 - (e) to any director of reasonable out-of-pocket expenses incurred in connection with the performance of that director's duties;
 - (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 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to any other company or organisation (or two or more companies or organisations) with objects similar to the Objects, 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**. The compan(y/ies) or

organisation(s) will be nominated by the directors and approved by the members of the Company at or before the time of dissolution. If the directors are unable to identify any such company or organisation, any remaining property may be paid or transferred to any charity nominated by the directors and approved by the members of the Company at or before the time of dissolution.

5. Liability of members

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

- (a) payment of the Company's debts and liabilities contracted before he ceases to be a member; and
- (b) payment of the costs, charges and expenses of winding up.

PART 4

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

6. Directors' general authority

6.1 Subject to the provisions of 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.

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 The directors may delegate any of the powers which are conferred on them under these 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 these 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 a majority decision taken in one of the following ways:

- (a) at a meeting of the directors; or
- (b) by written resolution, copies of which have been signed by a majority of the eligible directors or to which a majority of the eligible directors have otherwise indicated agreement in writing;

10.2 References in this article **10** to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

10.3 A decision may not be taken in accordance with article **10.1(b)** if the eligible directors purporting to take the decision would not have formed a quorum at such a meeting.

11. Calling a directors' meeting

11.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

11.2 Notice of any directors' meeting must indicate:

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) if (at the time the notice is given) it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

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

- 11.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company either before or after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

12. Participation in directors' meetings

- 12.1 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 these articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 12.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 12.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

13. Quorum for directors' meetings

- 13.1 At a directors' meeting, unless a quorum is participating, no proposal may be voted on, except a proposal to call another meeting.
- 13.2 The quorum for directors' meetings may be fixed from time to time by ordinary resolution and unless otherwise fixed it is two.
- 13.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision at a directors' meeting other than a decision:
- (a) to appoint further directors; or
 - (b) to call a general meeting (or circulate a written resolution) so as to enable the members to appoint further directors.

14. Chairing of directors' meetings

- 14.1 The directors may appoint a director to chair their meetings.
- 14.2 The person so appointed for the time being is known as the chair.
- 14.3 The directors may terminate the chair's appointment at any time.
- 14.4 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.

15. Casting vote

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

16. Conflicts of interest

- 16.1 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 that proposed decision 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 2006.
- 16.2 Subject to the Companies Acts and article 4, and provided 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 avoided on the ground of any such interest or benefit.
- 16.3 Subject to article 16.4, 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 chair or other director chairing the meeting whose ruling in relation to any director other than himself is to be final and conclusive.
- 16.4 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair or other director chairing the meeting pursuant to article 14.4, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair or such other director is not to be counted as participating in the meeting (or that part of the meeting) for voting purposes.
- 16.5 The directors are not permitted to authorise a conflict of interest for the purposes of section 175 of the Companies Act 2006.

17. Records of decisions to be kept

- 17.1 The directors must ensure that the Company keeps a written record for at least 10 years from the date of the meeting recorded, of the minutes of all proceedings at each meeting of its directors.

18. Directors' discretion to make further rules

- 18.1 Subject to the provisions of 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

19. Methods of appointing directors

- 19.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed as a director by ordinary resolution.
- 19.2 The number of directors shall not be less than two.
- 19.3 If, 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.
- 19.4 For the purposes of article 19.3, 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.
- 19.5 Directors are not required to retire by rotation.

20. Termination of director's appointment

- 20.1 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) that person is absent without the permission of the directors from all of their meetings held within a period of six consecutive months and the remaining directors resolve that their office be vacated;
 - (e) a registered medical practitioner who is treating, or has examined, 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;
 - (f) the Company receives written notice from that director that he is resigning from office, and such resignation has taken effect in accordance with its terms; or
 - (g) the members resolve to remove the director and notifies the Company in writing of their removal.
- 20.2 If, by reason of a director's mental health, a court makes an order which wholly or partly prevents that director from personally exercising any powers or rights which that director would otherwise have, the remaining directors may decide that the first mentioned director shall cease to be a director. In relation to such a decision, the first mentioned director shall not be an eligible director for the purposes of article 10.

21. Directors' remuneration

- 21.1 Directors may undertake any services for the Company that the directors decide.
- 21.2 Directors are entitled to such remuneration as the directors determine:
- (a) for their services to the Company as directors; and
 - (b) for any other service which they undertake for the Company.
- 21.3 A director's remuneration may:
- (a) take any form; and
 - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- 21.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- 21.5 Unless the directors decide otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

22. Directors' expenses

- 22.1 The Company will pay any reasonable expenses which the directors properly incur in connection with their attendance at:
- (a) meetings of directors or committees of directors; or
 - (b) general meetings
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

PART 5

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

23. Applications for membership

- 23.1 No person shall become a member of the Company unless:
- (a) that person has completed an application for membership in a form approved by the directors; and
 - (b) the directors have approved the application.

- 23.2 An unincorporated association or other entity which is not a corporation shall not be entitled to apply for membership of the Company, but shall be entitled to appoint an individual who may apply for membership of the Company as a representative of that entity.

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 The members may pass a resolution at a general meeting to terminate a person's membership of the Company on the grounds that that person's continued membership is, or is likely to be, harmful to the Company, but only if the member concerned has been notified in writing before such general meeting of the proposal to terminate his membership and allowed to make representations at such general meeting or to circulate written representations to the members prior to such general meeting.
- 24.3 Membership is not transferable.
- 24.4 A person's membership terminates when that person dies or ceases to exist.

ORGANISATION OF GENERAL MEETINGS

25. 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.
- 25.2 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.
- 25.3 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.
- 25.4 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.
- 25.5 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.

26. Quorum for general meetings

- 26.1 No business other than the appointment of the chair of the general 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 or representative constitutes a quorum.
- 26.3 If the Company has more than one member, the presence of any of the following at a general meeting constitutes a quorum:
- (a) two members;
 - (b) two persons, one being a member and the other being a proxy or representative of another member or each being either a proxy or representative of a different member;
- 26.4 The references in this article **26** to a proxy or representative are to a proxy or representative appointed in relation to the meeting in question in accordance with section 324 or 323 respectively of the Companies Act 2006.

27. Chairing general meetings

- 27.1 If the directors have appointed a chair, the Chair shall chair general meetings if present and willing to do so.
- 27.2 If the directors have not appointed a Chair, or if the Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- (a) the directors present; or
 - (b) (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the Chair of the general meeting must be the first business of the meeting.
- 27.3 The person chairing a meeting in accordance with this article **27** is referred to as the “**Chair of the general 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 Chair of the general meeting may permit other persons who are not members of the Company 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 Chair of the general meeting must adjourn it.

- 29.2 The Chair of the general 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 general 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 Chair of the general meeting must adjourn a general meeting if directed to do so by the meeting.
- 29.4 When adjourning a general meeting, the Chair of the general 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 a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these 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 Chair of the general 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 Chair of the general meeting;
- (b) any director;
- (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 Chair of the general meeting consents to the withdrawal.

32.4 Polls must be taken immediately and in such manner as the Chair of the general 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 by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is delivered to the Company in accordance with these articles and any instructions contained in the notice of the general meeting to which it relates.

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 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 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 proxy notice or notice revoking a proxy appointment only takes effect if it is delivered before the taking of any vote at the meeting or adjourned meeting to which it relates.
- 34.4 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 behalf of the person appointing the proxy.

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 Chair of the general meeting may determine); or
 - (b) the Chair of the general meeting proposes the amendment at the general meeting at which the resolution is to be proposed

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

- 35.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - (a) the Chair of the general 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 Chair of the general 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 6

ADMINISTRATIVE ARRANGEMENTS

36. Means of communication to be used

- 36.1 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 and the company communications provisions in the Companies Act 2006 shall apply to anything sent or supplied under these articles.
- 36.2 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 means, immediately upon its 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.
- 36.3 In the case of a communication sent or supplied by the Company, the Company may make the documents or information available on a website in accordance with the Companies Act 2006.
- 36.4 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.
- 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 that specified in article **36.2**.

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 **37**, 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. No right to inspect accounts and other records

- 38.1 Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

39. Provision for employees on cessation of business

- 39.1 Subject always to article 4, 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 shall 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); and
- (c) any other liability incurred by that director as an officer of the Company or an associated company.

- 40.2 This article 40 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 40:

- (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 officer in respect of any relevant loss.

41.2 In this article **41**:

- (a) a “**relevant officer**” means any director or former director, secretary or former secretary, manager or former manager 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 officer in connection with that officer’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.