

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **11940146**

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

BROADWAY LIVING RP 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 **11th April 2019**



* N11940146D *



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: **10/04/2019**

X8341VU6

Company Name in full:

BROADWAY LIVING RP LIMITED

Company Type:

Private company limited by guarantee

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**4TH FLOOR PERCEVAL HOUSE 14-16 UXBRIDGE ROAD
EALING
LONDON
UNITED KINGDOM W5 2HL**

Sic Codes:

68201

Company Director 1

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

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: BROADWAY LIVING LIMITED

Service Address: 4TH FLOOR PERCEVAL HOUSE 14-16 UXBRIDGE ROAD
EALING
LONDON
W5 2HL

Legal Form: COMPANY LIMITED BY SHARES

Governing Law: ENGLAND AND WALES

Register Location: ENGLAND AND WALES

Country/State: UNITED KINGDOM

Registration Number: 08961320

<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 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.

Name: **BROADWAY LIVING LIMITED**

Address **4TH FLOOR PERCEVAL HOUSE 14-16 UXBRIDGE ROAD
EALING
LONDON
W5 2HL**

Amount Guaranteed **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

Broadway Living RP 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
Broadway Living Limited	Broadway Living Limited

Dated 10/4/2019



Broadway Living RP Limited

(Private Company Limited by Guarantee)

Company number

Articles of Association

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Part 1 – Interpretation and Limitation of Liability

1 Defined terms

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;

chairman has the meaning given in article 17;

chairman of the meeting has the meaning given in article 30;

Companies Acts means the Companies Acts (as defined in section 2 Companies Act 2006), in so far as they apply to the company;

the Council means the London Borough of Ealing;

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 Companies Act 2006;

Independent Director means a director who is not an elected member of the Council or an employee of the Parent or the Council;

member has the meaning given in section 112 Companies Act 2006;

ordinary resolution has the meaning given in section 282 Companies Act 2006,

Parent means Broadway Living Limited, a wholly owned subsidiary of the Council;

participate, in relation to a directors' meeting, has the meaning given in article 15;

Parent Director means a director who is an elected member of the Council or an employee of the Parent or the Council;

proxy notice has the meaning given in article 36;

Regulator means the Regulator of Social Housing established by Part 2 Housing and Regeneration Act 2008 (as amended) or any future body or authority (including any statutory successor) carrying on similar regulatory or supervisory functions;

Social Housing has the meaning given to it in sections 68 to 77 Housing and Regeneration Act 2008 as may be amended or re-enacted from time to time;

special resolution has the meaning given in section 283 Companies Act 2006;

subsidiary has the meaning given in section 1159 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.

2 Liability of members

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

- 2.1.1 payment of the company's debts and liabilities contracted before he ceases to be a member;
- 2.1.2 payment of the costs, charges and expenses of winding up; and
- 2.1.3 adjustment of the rights of the contributions among themselves.

Part 2 - Company status and activities

3 Objects

3.1 The objects for which the company is established are:

- 3.1.1 the business of providing and managing housing, including Social Housing, and providing assistance to help house people and associated facilities, amenities and services;
- 3.1.2 any other object which is connected with or incidental to the provision of housing that can be earned out from time to time by a company registered as a provider of Social Housing with the Regulator.

4 Non-profit

The company shall not trade for profit.

5 Subsidiary status

The company is a subsidiary of the Parent.

6 Income and property

6.1 The income and property of the company shall be applied solely towards the promotion of its objects as set out in these articles and no part shall be paid or transferred, directly or indirectly by way of dividend or bonus or otherwise to members provided that the company may make payment:

- 6.1.1 of reasonable and proper remuneration for any services rendered or facilities provided to the company by any member;
- 6.1.2 of reasonable and proper rent for any premises demised or let to the company by any shareholder;
- 6.1.3 of interest on money lent to the company by any member at a reasonable and proper rate per annum.

7 Dissolution

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, but shall be paid or transferred to another body (or bodies) which prohibits the distribution of its (or their) income and property to an extent at least as great as is imposed on the company by article 6 above, chosen by the members at or before the time of dissolution and if that cannot be done then to some other body having objects similar to those of company. If the company is registered as a provider of Social Housing with the Regulator, any transfer must be in accordance with section 167 Housing and Regeneration Act 2008 (as for the time being in force and as that provision may be amended or re-enacted).

Part 3 - Directors

Directors' powers and responsibilities

8 Directors' general authority

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

9 Members' reserve power

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

10 Directors may delegate

- 10.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
 - 10.1.1 to such person or committee;
 - 10.1.2 by such means (including by power of attorney);
 - 10.1.3 to such an extent;
 - 10.1.4 in relation to such matters or territories; and
 - 10.1.5 on such terms and conditions, as they think fit.

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

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

11 Committees

11.1 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.

11.2 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

12 Directors to take decisions collectively

12.1 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 13.

12.2 If:

12.2.1 the company only has one director; and

12.2.2 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.

13 Unanimous decisions

13.1 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.

13.2 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.

13.3 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.

13.4 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.

14 Calling a directors' meeting

14.1 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.

14.2 Notice of any directors' meeting must indicate:

14.2.1 its proposed date and time;

- 14.2.2 where it is to take place; and
- 14.2.3 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.
- 14.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 14.4 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 seven 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.
- 15 **Participation in directors' meetings**
 - 15.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
 - 15.1.1 the meeting has been called and takes place in accordance with the articles; and
 - 15.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
 - 15.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
 - 15.3 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.
- 16 **Quorum for directors' meetings**
 - 16.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
 - 16.2 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. No meeting shall be quorate unless there is at least one Parent Director and one Independent Director present.
 - 16.3 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 members to appoint further directors.
- 17 **Chairing of directors' meetings**
 - 17.1 The Parent may appoint a director to chair directors' meetings.
 - 17.2 The person so appointed for the time being is known as the chairman.
 - 17.3 The Parent may terminate the chairman's appointment at any time.

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

18 **Casting vote**

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

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

19 **Conflicts of interest**

19.1 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

19.2 But if article 19.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

19.3 This article applies when:

19.3.1 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;

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

19.3.3 the director's conflict of interest arises from a permitted cause.

19.4 For the purposes of this article, the following are permitted causes:

19.4.1 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;

19.4.2 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

19.4.3 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.

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

19.6 Subject to article 19.7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be

referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

- 19.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 19.8 For the purposes of section 175 Companies Act 2006, as amended, consolidated or re-enacted from time to time (the **2006 Act**), the directors shall have the power to authorise any relationship, situation or other matter which would or might otherwise constitute or give rise to a breach by a director of the duty to avoid conflicts of interest set out in that section of the 2006 Act (a **Conflict Situation**). Any reference in these articles to a conflict of interest includes a conflict of interest and duty and a conflict of duties.
- 19.9 For the purposes of sections 175 and 180(4) of the 2006 Act and for all other purposes, it is acknowledged that a director may be or become subject to a Conflict Situation or Conflict Situations as a result of his also being or having been (or being party to an agreement or arrangement or understanding or circumstances under which he may become) an employee, director, trustee, member, partner, officer or representative of, or a consultant to, or a direct or indirect investor in and/or otherwise involved with or interested in, any of the company, its subsidiaries, any of its holding companies or any subsidiary of any of its holding companies (as such terms are defined in section 1159 of the 2006 Act) or any of its shareholders.
- 19.10 No director shall be in breach of the duty to avoid conflicts of interest in section 175 of the 2006 Act as a result of, and no authorisation is required in respect of, any Conflict Situation envisaged by article 19.9 having arisen or existing in relation to him.

20 Records of decisions to be kept

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

21 Directors' discretion to make further rules

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

Appointment of Directors

22 Methods of appointing directors and terms of office

- 22.1 The board of directors shall consist of a maximum of five directors and a minimum of three directors. The Parent shall have the right to appoint the directors. Up to three directors shall be Parent Directors and up to two directors shall be Independent Directors. The Parent shall use reasonable endeavours to ensure that there are at all times at least two Independent Directors.

- 22.2 Directors shall be appointed for a fixed term of three years, save where the Parent sets a shorter term prior to the appointment. Directors shall cease to be directors at the end of the fixed term but may be reappointed subject to article 22.4.
- 22.3 No director may serve beyond nine consecutive years in office, save where the Parent agrees that the circumstances exist where it would be in the best interest of the company for a director to serve for a longer period.
- 22.4 Any director having completed nine years' continuous service as a director (or nine years' continuous service plus any extended period agreed by the Parent under article 22.3) shall not be eligible for re-appointment.

23 Termination of director's appointment

- 23.1 A person ceases to be a director as soon as:
- 23.1.1 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;
 - 23.1.2 a bankruptcy order is made against that person;
 - 23.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 23.1.4 a registered medical practitioner who is treating that person gives an 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;
 - 23.1.5 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.

24 Directors' remuneration

- 24.1 Directors may undertake any services for the company that the directors decide.
- 24.2 Directors are entitled to such remuneration as the directors determine:
- 24.2.1 for their services to the company as directors; and
 - 24.2.2 for any other service which they undertake for the company.
- 24.3 Subject to the articles, a director's remuneration may:
- 24.3.1 take any form; and
 - 24.3.2 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.
- 24.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.

- 24.5 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.

25 Directors' expenses

- 25.1 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

25.1.1 meetings of directors or committees of directors;

25.1.2 general meetings; or

25.1.3 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.

Part 4 - Members

Becoming and ceasing to be a member

26 Applications for membership

- 26.1 The Parent and such other persons as are admitted to membership of the company from time to time shall be members of the company.

- 26.2 No person shall become a member of the company unless:

26.2.1 that person has completed an application for membership in a form approved by the directors; and

26.2.2 the Parent has approved the application.

27 Termination of membership

- 27.1 A member may withdraw from membership of the company by giving seven days' notice to the company in writing.

- 27.2 Membership is not transferable.

- 27.3 A person's membership terminates when that person dies or ceases to exist.

Organisation of general meetings

28 Attendance and speaking at general meetings

- 28.1 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.

- 28.2 A person is able to exercise the right to vote at a general meeting when:
- 28.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 28.2.2 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.
- 28.3 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.
- 28.4 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.
- 28.5 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.
- 29 **Quorum for general meetings**
- No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. A duly appointed representative of the Parent shall constitute a quorum.
- 30 **Chairing general meetings**
- 30.1 If the Parent has appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 30.2 If the Parent has 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:
- 30.2.1 the directors present; or
 - 30.2.2 (if no directors are present), the meeting,
- must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 30.3 The person chairing a meeting in accordance with this article is referred to as the chairman of the meeting.
- 31 **Attendance and speaking by directors and non-members**
- 31.1 Directors may attend and speak at general meetings, whether or not they are members.
- 31.2 The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

32 Adjournment

- 32.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 32.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- 32.2.1 the meeting consents to an adjournment; or
 - 32.2.2 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.
- 32.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 32.4 When adjourning a general meeting, the chairman of the meeting must:
- 32.4.1 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
 - 32.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 32.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 32.5.1 to the same persons to whom notice of the company's general meetings is required to be given; and
 - 32.5.2 containing the same information which such notice is required to contain.
- 32.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting at general meetings

33 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 the articles.

34 Errors and disputes

- 34.1 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.
- 34.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

35 **Poll votes**

35.1 A poll on a resolution may be demanded:

35.1.1 in advance of the general meeting where it is to be put to the vote; or

35.1.2 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.

35.2 A poll may be demanded by:

35.2.1 the chairman of the meeting;

35.2.2 the directors;

35.2.3 two or more persons having the right to vote on the resolution; or

35.2.4 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.

35.3 A demand for a poll may be withdrawn if:

35.3.1 the poll has not yet been taken; and

35.3.2 the chairman of the meeting consents to the withdrawal.

35.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

36 **Content of proxy notices**

36.1 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:

36.1.1 states the name and address of the member appointing the proxy;

36.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

36.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

36.1.4 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.

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

36.3 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.

36.4 Unless a proxy notice indicates otherwise, it must be treated as:

36.4.1 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

- 36.4.2 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.

37 Delivery of proxy notices

- 37.1 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.
- 37.2 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.
- 37.3 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.
- 37.4 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.

38 Amendments to resolutions

- 38.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 38.1.1 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
 - 38.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 38.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 38.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 38.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 38.3 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

Administrative arrangements

39 Means of communication to be used

- 39.1 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.
- 39.2 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.
- 39.3 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.

40 Company seals

- 40.1 Any common seal may only be used by the authority of the directors.
- 40.2 The directors may decide by what means and in what form any common seal is to be used.
- 40.3 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.
- 40.4 For the purposes of this article, an authorised person is:
- 40.4.1 any director of the company;
 - 40.4.2 the company secretary (if any); or
 - 40.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

41 No right to inspect accounts and other records

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.

42 Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

Directors' indemnity and insurance

43 Indemnity

- 43.1 Subject to article 43.2, 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) 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.

45 Amendment of articles

No amendment may be made to these articles of association without the prior written consent of the Parent.