

COMPANY NUMBER: 12559954

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

Restoration and Renewal Delivery Authority Ltd (the "Delivery Authority")

Date: 1 January 2023

Interpretation, limitation of liability and objects

1. INTERPRETATION

1.1. In these Articles, unless the context otherwise requires:

Act: means the Parliamentary Buildings (Restoration and Renewal) Act 2019 (as amended pursuant to the Parliamentary Works Sponsor Body (Abolition) Regulations (2022 No. 1360));

Articles: means the Delivery Authority's articles of association for the time being in force;

Business Day: means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

CA 2006: means the Companies Act 2006;

Corporate Officers: means either of the corporations sole established by the Parliamentary Corporate Bodies Act 1992 to hold land and perform other functions for the benefit of the Houses of Parliament, being the Corporate Officer of the House of Lords and the Corporate Officer of the House of Commons, acting jointly unless expressly stated otherwise;

director: means a director of the Delivery Authority 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 CA 2006;

Member: means a person whose name is entered in the Register of Members of the Delivery Authority and Membership shall be construed accordingly;

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles;

Non-Executive Director: means a director of the Delivery Authority appointed in accordance with the Act who is not employed by the Delivery Authority;

ordinary resolution: has the meaning given in section 282 of the CA 2006;

secretary: means the secretary of the Delivery Authority and any other person appointed to perform the duties of the secretary of the Delivery Authority, including a joint, assistant or deputy secretary;

special resolution: has the meaning given in section 283 of the CA 2006;

subsidiary: has the meaning given in section 1159 of the CA 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.

- 1.2. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.3. A reference in these Articles to an article is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.4. Unless expressly provided otherwise, a reference to a statute or statutory provision:
 - 1.4.1. shall include any subordinate legislation from time to time made under that statute or statutory provision; and
 - 1.4.2. includes such provision as amended, extended, consolidated or re-enacted from time to time.
- 1.5. Any word following the terms including, include, in particular, for example or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.6. The Model Articles shall not apply to the Delivery Authority.

2. LIABILITY OF THE CORPORATE OFFICERS

The liability of the Corporate Officers is limited to £1.00, being the amount that it undertakes to contribute to the assets of the Delivery Authority in the event of its being wound up while it is a Member or within one year after it ceases to be a Member.

3. OBJECTS

The objects for which the Delivery Authority is established are the duties set out in section 3(4) of the Act (Objects).

4. POWERS

In pursuance of the Objects, the Delivery Authority has the powers as set out in section 3(5) of the Act, subject to section 3(6) of the Act.

5. RELATIONSHIP WITH THE ACT

In the event of any conflict between these Articles and the Act, the Act shall prevail.

Directors: composition of board, decision-making and appointment

6. DIRECTOR'S GENERAL AUTHORITY

Subject to the Articles and the Act, the directors are responsible for the management of the business of the Delivery Authority, for which purpose they may exercise all the powers of the Delivery Authority.

7. DIRECTORS MAY DELEGATE

7.1. Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:

7.1.1. to such person or committee;

7.1.2. by such means;

7.1.3. to such an extent;

7.1.4. in relation to such matters; and

7.1.5. on such terms and conditions as they think fit.

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

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

8. COMMITTEES

8.1. Committees to which 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.

8.2. 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.

9. COMPOSITION OF BOARD OF DIRECTORS

The rules relating to the number and type of director and their appointment, term of office and removal are as set out in paragraphs 1 to 4 of Schedule 2 to the Act.

10. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

Without prejudice to the provisions of the Act, the general rule about decision-making by directors is that any decision of the directors must either be a majority decision at a meeting or via the procedure set out in article 11.

11. WRITTEN DECISIONS

- 11.1. A decision of the directors is taken in accordance with this article when a majority of eligible directors indicate to each other by any means that they share a common view on a matter.
- 11.2. Such a decision may take the form of a resolution in writing, where an eligible director has signed one or more copies of it, or to which an eligible director has otherwise indicated agreement in writing.
- 11.3. A decision may not be taken in accordance with this article if the eligible directors indicating agreement would not have formed a quorum at such a meeting.

12. CALLING A DIRECTORS' MEETING

- 12.1. Ordinary meetings of the board of directors shall take place six times per year or at such greater frequency as determined by the board of directors.
- 12.2. All ordinary meetings of directors shall be convened at the direction of the chair (or by the company secretary at the direction of the chair) by giving not less than 7 Business Days' notice.
- 12.3. At any time, a director may, and the company secretary at the request of a director shall, convene a special meeting of the directors after consultation with the chair, who may waive the notice requirement in article 12.2.
- 12.4. Notice of any directors' meeting must indicate:
 - 12.4.1. its proposed date and time;
 - 12.4.2. where it is to take place (or, if it is to take place by virtual communication only, the means of communication to be used); and
 - 12.4.3. 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.
- 12.5. Notice of a directors' meeting must be given to each director, but need not be in writing.
- 12.6. 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 Delivery Authority 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.
- 12.7. Where a directors' meeting is to take place by virtual communication only, the location of the meeting shall be deemed to be where the majority of directors are located or, if there is no such majority, at the location of the chair.

13. PARTICIPATION IN DIRECTORS' MEETINGS

- 13.1. Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
 - 13.1.1. the meeting has been called and takes place in accordance with the Articles, and
 - 13.1.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.2. In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 13.3. If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14. QUORUM FOR DIRECTORS' MEETINGS

- 14.1. At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 14.2. The quorum for directors' meetings is four directors, at least three of which must be Non-Executive Directors.
- 14.3. If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:
 - 14.3.1. to appoint further directors (to the extent permitted by the Act); or
 - 14.3.2. if upon such appointments the composition of the board of directors was inconsistent with the requirements of the Act, to call a general meeting so as to enable the Corporate Officers to appoint further directors.

15. CHAIRING DIRECTORS' MEETINGS

- 15.1. The chair of board of directors shall be appointed in accordance with the Act.
- 15.2. The person so appointed for the time being is known as the chair.
- 15.3. If the chair is not participating in a directors' meeting within ten minutes of it starting, or if the chair has given notice that he or she is unable to attend the meeting, the participating directors must appoint one of themselves to chair it.

16. CASTING VOTE

- 16.1. If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting has a casting vote.
- 16.2. But this shall not apply if, in accordance with Article 17.4, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

17. CONFLICTS OF INTEREST

- 17.1. If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Delivery Authority 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.
- 17.2. For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 17.3. Subject to article 17.4, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any director other than the chair is to be final and conclusive.
- 17.4. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

18. RECORDS OF DECISIONS TO BE KEPT

The directors must ensure that the Delivery Authority keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

19. DIRECTORS AND THE CHAIR: APPOINTMENT, REMOVAL AND TERMS OF OFFICE

The provisions of paragraphs 1 to 4 of Schedule 2 of the Act shall apply in respect of the appointment, terms of office and removal of directors (including the chair).

20. DIRECTOR'S REMUNERATION

- 20.1. Subject always to the Act, directors are entitled to such remuneration as the directors determine:

- 20.1.1. for their services to the Delivery Authority as directors; and
- 20.1.2. for any other service which they undertake for the Delivery Authority.

21. DIRECTORS' EXPENSES

- 21.1. The Delivery Authority may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- 21.1.1. meetings of directors or committees of directors;
- 21.1.2. general meetings; or
- 21.1.3. otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Delivery Authority.

Members

22. MEMBERSHIP

- 22.1. The Corporate Officers shall be the only Member.
- 22.2. Membership of the Delivery Authority is not transferable.

Decision making by members

23. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 23.1. 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.
- 23.2. A person is able to exercise the right to vote at a general meeting when:
 - 23.2.1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 23.2.2. 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.
- 23.3. 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.
- 23.4. 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.
- 23.5. 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.

24. QUORUM FOR GENERAL MEETINGS

- 24.1. No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 24.2. The qualifying person (as defined in section 318(1) of the CA 2006) is the Corporate Officers being the sole member in the Delivery Authority.

25. CHAIRING GENERAL MEETINGS

- 25.1. If the directors have appointed a chair, the chair shall chair general meetings if present and willing to do so.
- 25.2. 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:
 - 25.2.1. the directors present; or
 - 25.2.2. (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 meeting must be the first business of the meeting.

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

26. ATTENDANCE AND SPEAKING BY DIRECTORS

- 26.1. Directors may attend and speak at general meetings.
- 26.2. The chairman of the meeting may permit other persons to attend and speak at a general meeting.

27. ADJOURNMENT

- 27.1. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.

- 27.2. The chair of the meeting may adjourn a general meeting at which a quorum is present if:

- 27.2.1. the meeting consents to an adjournment; or
- 27.2.2. it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

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

- 27.4. When adjourning a general meeting, the chair of the meeting must:

- 27.4.1. 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
- 27.4.2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

- 27.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Delivery Authority 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):

- 27.5.1. to the same persons to whom notice of the Delivery Authority's general meetings is required to be given; and
- 27.5.2. containing the same information which such notice is required to contain.

- 27.6. 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.

28. VOTING: GENERAL

A resolution put to the vote of a general meeting must be decided by a majority of the members.

29. ERRORS AND DISPUTES

- 29.1. 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.
- 29.2. Any such objection must be referred to the chair of the meeting whose decision is final.

30. CONTENT OF PROXY NOTICES

- 30.1. Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:
 - 30.1.1. states the name and address of the member appointing the proxy;
 - 30.1.2. identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - 30.1.3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 30.1.4. is delivered to the Delivery Authority in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 30.2. The Delivery Authority may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 30.3. 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.
- 30.4. Unless a proxy notice indicates otherwise, it must be treated as:
 - 30.4.1. 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
 - 30.4.2. 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.

31. DELIVERY OF PROXY NOTICES

- 31.1. 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 Delivery Authority by or on behalf of that person.
- 31.2. An appointment under a proxy notice may be revoked by delivering to the Delivery Authority a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 31.3. 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.
- 31.4. 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.

Administrative arrangements

32. MEANS OF COMMUNICATION TO BE USED

32.1. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

- 32.1.1. if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or [five] Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
- 32.1.2. if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- 32.1.3. if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
- 32.1.4. if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the act that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

32.2. In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the CA 2006.

33. COMPANY SEALS

33.1. Any common seal may only be used by the authority of the directors.

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

33.3. Unless otherwise decided by the directors, if the Delivery Authority 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.

33.4. For the purposes of this article, an authorised person is:

- 33.4.1. any director of the Delivery Authority;
- 33.4.2. the company secretary (if any); or
- 33.4.3. any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

34. RULES

The directors may establish rules governing matters relating to Delivery Authority administration that are required from time to time for the effective operation of the Delivery Authority by way of "Board Regulations". If there is a conflict between the terms of these Articles and any rules or Board Regulations established under this Article, the terms of these Articles shall prevail.

35. INDEMNITY AND INSURANCE

35.1. Subject to clause 35.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

35.1.1. each relevant officer shall be indemnified out of the Delivery Authority's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:

- i. in the actual or purported execution and/or discharge of his duties, or in relation to them; and
- ii. in relation to the Delivery Authority's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the CA 2006),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Delivery Authority's (or any associated company's) affairs; and

35.1.2. the Delivery Authority may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in clause 30.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

35.2. This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the CA 2006 or by any other provision of law and any such indemnity is limited accordingly.

35.3. The directors may decide to purchase and maintain insurance, at the expense of the Delivery Authority, for the benefit of any relevant officer in respect of any relevant loss.

35.4. In this article:

35.4.1. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

35.4.2. a relevant loss means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Delivery Authority, any associated company or any pension fund or employees' share scheme of the Delivery Authority or associated company; and

35.4.3. a relevant officer means any director or other officer or former director or other officer of the Delivery Authority or an associated company (including any company

which is a trustee of an occupational pension scheme (as defined by section 235(6) of the CA 2006)).