

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
CERTIFIED RESOLUTION
THE PRINCE & PRINCESS OF WALES HOSPICE
(Registered Number SC084008)

Effective date of the Resolution(s): 27 October 2010 ("the Effective Date")

The undernoted resolution was duly passed as a Special Resolution of the above named company by unanimous Resolution of the Members of the Company at an Extraordinary General Meeting on the Effective Date, viz:-

SPECIAL RESOLUTION

"That the Articles of Association in the form annexed and signed by the Chairman of the Company for the purposes of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company."

CERTIFIED A TRUE COPY

MM M Henderson
Director



THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
of
THE PRINCE AND PRINCESS OF WALES HOSPICE

Adopted on 27th October 2010

These are the New Articles of Association referred to in the resolution of 27 October 2010

Certified a True copy
M Henderson *WM*
CHAIRMAN

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PART 1 - INTERPRETATION AND LIMITATION OF LIABILITY

1 Definitions and interpretation

1.1 In the Articles, unless the context requires otherwise:

"Act" means the Companies Act 2006;

"Articles" means the company's articles of association;

"Bankruptcy" includes individual insolvency proceedings in a jurisdiction other than Scotland which have an effect similar to that of bankruptcy;

"Chairman" has the meaning given in article 13;

"Chairman of the Meeting" has the meaning given in article 29;

"Clear Days" means the period of the length specified in the Articles excluding the day of the meeting and the day on which the notice is given. Where the notice is sent by post to an address in the United Kingdom, and the company can show that it was properly addressed, pre-paid and posted, notice is deemed to have been given to the intended recipient 48 hours after it was posted;

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

"Director" means a director of the company (or, where the context requires, of a Subsidiary or of an associated 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" means, in relation to the sending or supply of a document or information, the sending or supply by electronic means (such as by e-mail or fax) or by any other means while in an electronic form (such as sending a disk by post);

"Eligible Director" means a Director who would be entitled to vote on the matter at a meeting of Directors, but excluding any Director whose vote is not to be counted in respect of the particular matter;

"Group Undertaking" has the meaning given in section 1161(5) of the Act;

"Member" has the meaning given in section 112 of the Act;

"Ordinary Resolution" has the meaning given in section 282 of the Act;

"Participate", in relation to a Directors' meeting, has the meaning given in article 11 and **"Participating"** shall be construed accordingly;

"Proxy Notice" has the meaning given in article 35;

"Special Resolution" has the meaning given in section 283 of the Act;

"Subsidiary" has the meaning given in section 1159 of the Act;

"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 Unless the context otherwise requires:-

1.2.1 other words or expressions contained in these Articles bear the same meaning as in the Act as in force on the date when these Articles become binding on the company; and

1.2.2 words in the singular include the plural and in the plural include the singular.

1.3 These Articles apply instead, and to the exclusion, of the model articles for private companies limited by guarantee set out in schedule 2 of The Companies (Model Articles) Regulations 2008.

2 Liability of members

2.1 The liability of each Member is limited to £5, 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 contributories among themselves.

PART 2 - DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

3 Number of Directors

3.1 Unless otherwise determined by Ordinary resolution the number of Directors shall be not less than four nor more than twenty. No person who is not a Member of the company shall in any circumstances be eligible to hold office as a Director.

- 3.2 The Members may from time to time by Ordinary Resolution increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.

4 Directors' general authority and power to change name

- 4.1 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.
- 4.2 Subject to the Articles, the Directors have the power to change the company's name.

5 Members' reserve power

- 5.1 The Members may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action.
- 5.2 No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution.

6 Directors may delegate

- 6.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:-

- 6.1.1 to such person or committee;
- 6.1.2 by such means (including by power of attorney);
- 6.1.3 to such an extent;
- 6.1.4 in relation to such matters or territories; and
- 6.1.5 on such terms and conditions;

as they think fit.

- 6.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- 6.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

7 Committees

- 7.1 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.

- 7.2 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

8 Directors to take decisions collectively

- 8.1 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 9.

8.2 If:-

8.2.1 the company only has one Director for the time being; and

8.2.2 no provision of the Articles requires it to have more than one Director,

the general rule does not apply, and the Director may (for so long as he remains the sole Director) take decisions without regard to the provisions of articles 8 to 17 inclusive (but with the benefit of article 15.3).

9 Unanimous decisions

- 9.1 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.

- 9.2 Such a decision may take the form of a resolution in Writing where each Eligible Director has signed one or more copies of it or to which each Eligible Director has otherwise indicated agreement in Writing.

- 9.3 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.

10 Calling a Directors' meeting

- 10.1 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.

- 10.2 Notice of any Directors' meeting must indicate:-

10.2.1 its proposed date and time;

10.2.2 where it is to take place; and

10.2.3 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.

10.3 Notice of a Directors' meeting must be given to each Director, but need not be in Writing.

10.4 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

11 Participation in Directors' meetings

11.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting ("Participate") when:-

11.1.1 the meeting has been called and takes place in accordance with the Articles; and

11.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

11.2 In determining whether Directors are Participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

11.3 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.

12 Quorum for Directors' meetings

12.1 At a Directors' meeting, unless a quorum is Participating, no proposal is to be voted on, except a proposal to call another meeting.

12.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but where the company has four or more Directors it must never be less than four, and unless otherwise fixed it is four.

12.3 For the purposes of any meeting (or part of a meeting) held pursuant to article 188 to authorise a Director's conflict, if there is only one Eligible Director in office other than the Interested Directors (as defined in that article), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.

12.4 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:-

12.4.1 to appoint further Directors; or

12.4.2 to call a general meeting so as to enable the Members to appoint further Directors.

13 Chairing of Directors' meetings

- 13.1 The Directors shall appoint a Director to chair their meetings at the first board meeting immediately following the Annual General Meeting of the company.
- 13.2 The person so appointed for the time being is known as the Chairman, shall serve as Chairman until the first board meeting immediately following the next Annual General Meeting and shall be eligible for re-election as Chairman.
- 13.3 The Directors may terminate the Chairman's appointment at any time.
- 13.4 The Directors shall appoint a Director as Vice-Chairman at the first board meeting immediately following the Annual General Meeting of the company.
- 13.5 The person so appointed for the time being is known as the Vice-Chairman, shall serve as Vice-Chairman until the first board meeting immediately following the next Annual General Meeting and shall be eligible for re-election as Vice-Chairman.
- 13.6 If the Chairman is not Participating in a Directors' meeting within ten minutes of the time at which it was to start, the Vice-Chairman shall chair it.
- 13.7 If neither the Chairman nor the Vice-Chairman is 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.

14 Casting vote

- 14.1 If the numbers of votes for and against a proposal are equal, the Chairman or Vice-Chairman or other Director chairing the meeting has a casting vote.
- 14.2 Article 14.1 does not apply if, in accordance with the Articles, the Chairman or Vice-Chairman or other Director is not to be counted as Participating in the decision-making process for quorum or voting purposes.

15 Directors' conflicts of interest in transactions or arrangements

- 15.1 If a proposed decision of the Directors is concerned with an existing or proposed transaction or arrangement with the company in which a Director is interested (whether directly or indirectly), that Director shall disclose the nature and extent of that interest to the other Directors in accordance with sections 177 or 182 of the Act as applicable.
- 15.2 A Director who has complied with article 15.1:-

- 15.2.1 is to be counted as Participating in the decision-making process for quorum and voting purposes (this includes any Directors' meeting or part of a Directors' meeting);
- 15.2.2 may be a party to, or otherwise interested in, any transaction or arrangement:
 - 15.2.2.1 with the company;
 - 15.2.2.2 with any Group Undertaking or with any other body corporate in which the company is otherwise interested; or
 - 15.2.2.3 in which the company is otherwise interested, directly or indirectly;
- 15.2.3 may be a director or other officer of, or employed by, or otherwise interested in, any Group Undertaking or in any other body corporate in which the company is otherwise interested; and
- 15.2.4 shall not, save as he otherwise may agree, be accountable to the company for any remuneration or other benefit which he (or a person connected with him as defined in section 252 of the Act) derives from any of the matters described in articles 15.2.2 and 15.2.3. No such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.
- 15.3 Where article 8.2 applies, the sole Director of the company is authorised in terms of articles 15.2.2 to 15.2.4 and shall be deemed to have complied with article 15.1.

16 Minutes of meetings

The Directors shall ensure that the company records minutes of proceedings at any Directors' meetings and that such records are kept for at least 10 years from the date of the relevant meeting.

17 Directors' discretion to make further rules

Subject to the Articles, and provided it does not conflict with 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.

DIRECTORS' SITUATIONAL CONFLICTS OF INTEREST

18 Board authorisation of situational conflicts

- 18.1 For the purposes of section 175 of the Act, the Directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a Director under that section to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company.

- 18.2 Authorisation of a matter under this article shall be effective only if:-
- 18.2.1 the matter in question shall have been proposed in Writing for consideration by the Directors in accordance with the board's normal procedures or in such other manner as the Directors may approve;
 - 18.2.2 where the matter is to be considered at a Directors' meeting, any requirement as to the quorum at such meeting is met without counting the Director in question and any other interested Director (together "Interested Directors"); and
 - 18.2.3 the matter was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted.
- 18.3 Any authorisation of a matter under this article (whether at the time of giving the authorisation or subsequently) may:-
- 18.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
 - 18.3.2 be for such duration and subject to such terms, conditions or limitations as the Directors may determine (including, without limitation, as to the Director's entitlement to receive information on the matter, and his entitlement to Participate in any subsequent decision-making process relating to the matter); and
 - 18.3.3 be varied or terminated by the Directors at any time.
- 18.4 In authorising a matter under this article, the Directors may decide that if a Director has obtained any information through his involvement in the matter otherwise than as a Director of the company and in respect of which he owes a duty of confidentiality to another person, then the Director is under no obligation to:-
- 18.4.1 disclose such information to all or any of the Directors or other officer or employee of the company; or
 - 18.4.2 use or apply any such information in performing his duties as a Director
- where to do so would amount to a breach of that confidence.
- 18.5 Where the Directors authorise a matter under this article, the Director will:-
- 18.5.1 conduct himself in accordance with any terms imposed by the Directors in relation to the matter; and
 - 18.5.2 not infringe any duty he owes to the company by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, conditions and limitations (if any) which the Directors have imposed in respect of its authorisation.

18.6 A Director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director) to account to the company for any remuneration, profit or other benefit which he (or a person connected with him as defined in section 252 of the Act) derives from or in connection with any matter authorised:-

18.6.1 by the Directors under this article; or

18.6.2 by the company in general meeting

subject in each case to any terms, limits or conditions attaching to that authorisation. Any contract, transaction or arrangement relating thereto shall not be liable to be avoided on such grounds.

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 to be a Director:-

19.1.1 by Ordinary Resolution; or

19.1.2 by a decision of the Directors.

19.2 In any case where, 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.

19.3 Each Director shall retire at the third Annual General Meeting occurring after the Annual General Meeting at which he or she was elected or appointed as a Director but he or she shall be eligible for re-election for a further period of three years until the sixth Annual General Meeting occurring after the Annual General Meeting at which he or she was initially elected or appointed as a Director. Thereafter a Director shall not be eligible for re-election or re-appointment as a Director until the next Annual General Meeting occurring thereafter.

19.4 The Company at the meeting at which a Director retires after a first period of three years as set out in article 19.3 may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the Members and lost.

19.5 No person other than a director retiring after a first period of three years at the meeting shall unless recommended by the Directors be eligible for election to the office of Director at any general meeting unless not less than three nor more than twenty one days before the meeting there shall have been left at the registered office of the company notice in writing signed by a Member duly qualified to attend and vote at the meeting for which such notice is given of his

intention to propose such person for election and also a notice in writing signed by that person of his willingness to be elected.

- 19.6 The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office until the next following Annual General Meeting and shall then be eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

20 Termination of director's appointment

- 20.1 A director shall vacate office at the Annual General Meeting occurring next after the Director attains the age of seventy years and at each subsequent Annual General Meeting while he remains a Director but such Director shall not be taken into account in determining the Directors who are to retire by rotation at such meeting and shall be eligible for re-election but only until the next following Annual General Meeting and subject to the Director not serving beyond the sixth Annual General Meeting after the Annual General Meeting at which he was initially elected or appointed.

- 20.2 A person ceases to be a Director as soon as:-

- 20.2.1 that person ceases to be a Director by virtue of any provision of the Act or is prohibited from being a Director by law;
- 20.2.2 that person accepts any remuneration or other benefits in contravention of Article 21;
- 20.2.3 that person is removed from office by a resolution passed by at least two-thirds of all of the directors for the time being;
- 20.2.4 that person is absent without permission of the Directors from board meetings for more than six months;
- 20.2.5 that person is removed from the office of director by Ordinary Resolution of which special notice has been given passed at a general meeting of the company;
- 20.2.6 that person is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest as required by the Act;
- 20.2.7 a Bankruptcy order is made against that person;
- 20.2.8 a composition is made with that person's creditors generally in satisfaction of that person's debts;

- 20.2.9 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- 20.2.10 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
- 20.2.11 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.

21 Prohibition on Directors' remuneration

- 21.1 Directors may undertake any services for the company that the Directors decide.
- 21.2 Directors are not entitled to any remuneration:-
 - 21.2.1 for their services to the company as Directors; and
 - 21.2.2 for any other service which they undertake for the company.

22 Directors' and secretary's expenses

- 22.1 The company may pay any reasonable expenses which the Directors and the company secretary (if any) properly incur in connection with their attendance at:-
 - 22.1.1 meetings of Directors or committees of Directors; or
 - 22.1.2 general meetings;
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

23 President and Vice-Presidents

- 23.1 At any time the Directors may appoint a person to be President and any person or persons (whether a Member or not) to be a Vice-President of the company. Such persons holding office as President or Vice-President may resign by notice in writing to the Secretary and the office shall be vacated if he or she is removed by a resolution of the Directors. No President or Vice-President of the company shall take part in the management of the company, nor shall they be liable on a winding-up of the company unless a Member.

PART 3 – MEMBERS BECOMING AND CEASING TO BE A MEMBER

24 Applications for membership

- 24.1 No person shall become a Member of the company unless:-

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

24.1.2 the Directors have approved the application.

25 Termination of membership

25.1 A Member may withdraw from membership of the company by giving 7 days' notice to the company in Writing.

25.2 Membership is not transferable.

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

25.4 Membership of the Company shall cease forthwith in respect of a Member if the Directors unanimously resolve that it is in the best interests of the Company that such membership shall be terminated and they shall not be obliged to assign their reasons for such resolution.

25.5 Membership of any Member shall be automatically terminated by failure to renew any annual subscription within twelve months of the date on which such renewal becomes due.

PART 4 – DECISION-MAKING BY MEMBERS

ORGANISATION OF GENERAL MEETINGS

26 Convening a general meeting

26.1 The Directors of the company may call a general meeting of the company.

26.2 In accordance with the provisions of the Act, the Members of the company may require the Directors to call a general meeting of the company provided the request is made by Members representing at least 5% of the total voting rights of all the Members having a right to vote at general meetings.

26.3 A general meeting must be called by notice of at least 14 Clear Days. It may be called by shorter notice than this if agreed to by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights at that meeting of all the Members.

26.4 Notice of a general meeting must be sent to every Member, every Director and the company's auditors (if any).

26.5 A notice of a general meeting must include:-

26.5.1 the time, date and place of the meeting;

26.5.2 the general nature of the business to be dealt with at the meeting; and

- 26.5.3 notification of the Member's right to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at a meeting as set out in section 324 of the Act.

27 Attendance and speaking at general meetings

- 27.1 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.
- 27.2 A person is able to exercise the right to vote at a general meeting when:-
- 27.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- 27.2.2 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.
- 27.3 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.
- 27.4 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.
- 27.5 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.

28 Quorum for general meetings

- 28.1 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.
- 28.2 If and for so long as the company has only one Member, the quorum is one qualifying person. In any other case, the quorum is five qualifying persons subject to section 318(2) of the Act. A "qualifying person" means an individual who is a Member of the company, a corporate representative duly authorised under section 323 of the Act, or a person appointed as a proxy of a Member in relation to a meeting.

29 Chairing general meetings

- 29.1 If the Directors have appointed a Chairman and Vice-Chairman, the Chairman whom failing the Vice-Chairman shall chair general meetings if present and willing to do so.

29.2 If the Directors have not appointed a Chairman and Vice-Chairman, or if the Chairman and Vice-Chairman are unwilling to chair the meeting or are not present within fifteen minutes of the time at which a meeting was due to start:-

29.2.1 the Directors present; or

29.2.2 (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.

29.3 The person chairing a meeting in accordance with this article is referred to as "the Chairman of the Meeting".

30 Attendance and speaking by Directors and non-Members

30.1 Directors may attend and speak at general meetings, whether or not they are Members.

30.2 The Chairman of the Meeting may permit other persons who are not Members of the company to attend and speak at a general meeting.

31 Adjournment

31.1 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.

31.2 The Chairman of the Meeting may adjourn a general meeting at which a quorum is present if:-

31.2.1 the meeting consents to an adjournment; or

31.2.2 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.

31.3 The Chairman of the Meeting must adjourn a general meeting if directed to do so by the meeting.

31.4 When adjourning a general meeting, the Chairman of the Meeting must:-

31.4.1 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

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

31.5 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:-

- 31.5.1 to the same persons to whom notice of the company's general meetings is required to be given; and
- 31.5.2 containing the same information which such notice is required to contain.
- 31.6 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

32 Voting: general

- 32.1 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 the Articles.
- 32.2 No Member shall be entitled to vote at any general meeting unless all moneys (if any) due by him to the company have been paid.
- 32.3 On a vote on a resolution on a show of hands:-
 - 32.3.1 every Member who (being an individual) is present in person shall have one vote;
 - 32.3.2 every proxy present who has been duly appointed by one or more Members entitled to vote on the resolution shall have one vote unless article 32.3.4 or article 32.3.5 applies;
 - 32.3.3 every Member who (being a corporation) is present by a duly authorised corporate representative shall have one vote and if such Member appoints more than one corporate representative, each such representative shall have one vote;
 - 32.3.4 a proxy has one vote for and one vote against the resolution if he has been duly appointed by more than one Member entitled to vote on the resolution and he has been instructed by one or more of those Members to vote for the resolution and by one or more other of those Members to vote against it;
 - 32.3.5 where a proxy has been duly appointed by more than one Member entitled to vote on the resolution and has received concrete instructions to vote in the same way from one or more of those Members and been given a discretion as to how he votes by one or more other of those Members, he may, if he chooses, cast a second vote the other way under the discretionary authority.
- 32.4 On a vote on a resolution on a poll taken at a meeting, every Member has one vote. On a poll, votes may be given personally or by proxy.
- 32.5 If the numbers of votes for and against a proposal are equal, the Chairman of the Meeting has a casting vote.

33 Errors and disputes

33.1 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.

33.2 Any such objection must be referred to the Chairman of the Meeting whose decision is final.

34 Poll votes

34.1 A poll on a resolution may be demanded:-

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

34.1.2 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.

34.2 A poll may be demanded by:-

34.2.1 the Chairman of the Meeting;

34.2.2 the Directors;

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

34.2.4 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.

34.3 A demand for a poll may be withdrawn if:-

34.3.1 the poll has not yet been taken; and

34.3.2 the Chairman of the Meeting consents to the withdrawal.

34.4 Polls must be taken immediately and in such manner as the Chairman of the Meeting directs.

35 Content of Proxy Notices

35.1 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:-

35.1.1 states the name and address of the Member appointing the proxy;

35.1.2 identifies the person appointed to be that Member's proxy, who must be a Member, and the general meeting in relation to which that person is appointed;

35.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

- 35.1.4 is either delivered to the company in accordance with the Articles and any instructions contained in or accompanying the notice of the general meeting or the proxy form, or whose delivery is otherwise accepted by the Chairman of the Meeting at his discretion.
- 35.2 The company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 35.3 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.
- 35.4 Unless a Proxy Notice indicates otherwise, it must be treated as:-
 - 35.4.1 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
 - 35.4.2 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.

36 Delivery of Proxy Notices

- 36.1 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.
- 36.2 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.
- 36.3 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.
- 36.4 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.

37 Amendments to resolutions

- 37.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:-
 - 37.1.1 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

- 37.1.2 the proposed amendment does not, in the reasonable opinion of the Chairman of the Meeting, materially alter the scope of the resolution.
- 37.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:-
 - 37.2.1 the Chairman of the Meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 37.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 37.3 If the Chairman of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, his error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

38 Written resolutions

The Members may pass any resolution (other than a resolution to remove a Director or auditor before expiry of his term of office) as a written resolution in accordance with Chapter 2 of Part 13 of the Act.

PART 5 – 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 Act provides for documents or information which are authorised or required by any provision of the 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 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.

41 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' AND COMPANY SECRETARY'S INDEMNITY AND INSURANCE

42 Indemnity

42.1 Subject to article 42.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

42.1.1 each relevant officer may be indemnified out of the company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:-

42.1.1.1 in the actual or purported execution and/or discharge of his duties or in relation to them; and

42.1.1.2 in relation to 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 Act);

including (in each case) any liability incurred by him in defending any civil or criminal proceedings in which judgement 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 company's or an associated company's affairs; and

42.1.2 the company 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 article 42.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

42.2 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.

42.3 In this article:-

42.3.1 companies are associated if one is a Subsidiary of the other or both are Subsidiaries of the same body corporate; and

- 42.3.2 a "relevant officer" means any Director, secretary, former Director, former secretary or chief executive of the company or any associated company.

43 Insurance

- 43.1 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.

43.2 In this article:-

- 43.2.1 a "relevant officer " means any Director, secretary, former Director, former secretary or chief executive of the company or an associated company;
- 43.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director or relevant secretary in connection with that Director's or secretary'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
- 43.2.3 companies are associated if one is a Subsidiary of the other or both are Subsidiaries of the same body corporate.