

Memorandum

and

Articles of Association

of

BUY LOCAL NORFOLK

Company No. 06252785

(adopted by Special Resolution dated _____)

THE COMPANIES ACTS 1985 to 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION
OF
BUY LOCAL NORFOLK

(Having changed its name from BUY LOCAL - LOCAL BUSINESS SUPPORTING THE LOCAL ECONOMY by Special Resolution dated 3 September 2014)

We, the subscribers to this memorandum, wish to be formed into a company pursuant to this Memorandum.

Names and Addresses of Subscribers:

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Dated 2 May 2007

WITNESS to the above signatures: -

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THE COMPANIES ACTS 1985 - 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

BUY LOCAL NORFOLK

(Having changed its name from BUY LOCAL - LOCAL BUSINESS SUPPORTING
THE LOCAL ECONOMY by Special Resolution dated 3 September 2014)

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PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. 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;
“Chair”	has the meaning given in article 17;
“Companies Acts”	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;
“Director”	means a director of the Company, and includes any person occupying the position of director, by whatever name called;
“document”	includes, unless otherwise specified, any document sent or supplied in electronic form;
“electronic form”	has the meaning given in section 1168 of the Companies Act 2006;

“member”	has the meaning given in section 112 of the Companies Act 2006;
“ordinary resolution”	has the meaning given in section 282 of the Companies Act 2006;
“participate”	in relation to a directors’ meeting, has the meaning given in article 15;
“proxy notice”	has the meaning given in article 39;
“special resolution”	has the meaning given in section 283 of the Companies Act 2006;
“subsidiary”	has the meaning given in section 1159 of the Companies Act 2006; “Vice Chair” has the meaning given in article 17; 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.

Liability of members

2. 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, she or it is a member or within one year after he, she or it ceases to be a member, for—

- (a) payment of the Company’s debts and liabilities contracted before he, she or it ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

PART 2

OBJECTS AND POWERS

Company's Objects

3. The Company's objects are:

- (a) to develop, encourage and promote sustainable local buying and sourcing by the independent business sector within the County of Norfolk by strengthening business links; and
- (b) to increase the awareness of and educate the local community about the economic, environmental and social benefits of purchasing locally produced goods and services.

Powers of the Company

4.—(1) In furtherance of the above objects but not further or otherwise the Company shall have the following powers:

- (a) to encourage independent business within the County of Norfolk to source and purchase local produced raw materials, goods, products and services for the mutual benefit of businesses and the community;
- (b) to organise, arrange, support, participate in and encourage seminars, courses, exhibitions and other suitable events to promote the benefits of local buying practices;
- (c) subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit;
- (d) to lend money to and to take security for such loans from and to guarantee and become or give security for the performance of contracts and obligations by any organisation or body;
- (e) to raise funds and to invite and receive contributions from any person, persons or business entity whatsoever by way of subscription, donation or otherwise and to convert any donated goods to liquid or other funds provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit and

provided also that the Company shall only undertake such trading activities in raising funds for the above mentioned objects as may be lawful;

(f) to open and operate bank accounts and banking facilities of all kinds and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments;

(g) to subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company;

(h) to invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;

(i) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which may be necessary or appropriate;

(j) subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company;

(k) subject to this article 4 hereof to engage or employ and to remunerate such professional advisers, agents, contractors and staff as may be necessary or appropriate;

(l) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows, widowers and other dependents;

(m) to subscribe to, become a member of, or amalgamate or co-operate with any other organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body;

(n) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company;

(o) to make, publish, supply, sell or deal in books, periodicals, audio film and video recordings, and other publications in any medium or any other educational or training materials;

(p) to obtain, acquire and purchase all necessary permits, licenses or trade marks and other intellectual property rights required for the purpose of enabling the Company to carry on its objects upon such terms and conditions as it may think fit; and

(q) to do all such other lawful things as are necessary for the attainment of the above objects or any of them.

(2) Provided that:

(a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts; and

(b) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

Income and Property of the Company

5.—(1) The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in these Articles of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company.

(2) If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

PART 3

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

6. 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.

Number of Directors

7. The maximum number of Directors shall be twelve. The minimum number of Directors shall be three.

Retirement of Directors by rotation

8.—(1) At each Annual General Meeting, one third of the Directors then in office shall retire (selected by longest period since appointment or latest re-appointment, as the case may be, and where there is equality of service selected by lots drawn in advance of the meeting).

(2) Where the number of Directors is such that an exact third cannot be achieved, retirements shall be selected to the number nearest one third.

(3) In addition to the Directors retiring by rotation at any Annual General Meeting as aforesaid, any Director appointed by the Directors pursuant to article 24 (1) (b) shall retire at the next Annual General Meeting following his appointment and may offer himself or herself for re-election.

(4) A retiring Director may, if willing to do so and duly proposed by two members of the Company, stand for re-appointment. There shall be no limit on the number of re-appointments permitted.

Members' reserve power

9.—(1) The members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

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—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

(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.

(3) The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

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.

(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

Directors to take decisions collectively

12. 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.

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.

(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.

(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.

(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.

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.

(2) Notice of any Directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) 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.

(3) Notice of a Directors' meeting must be given to each Director, but need not be in writing.

(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.

Participation in Directors' meetings

15.—(1) Subject to the articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

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

(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.

(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.

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.

(2) The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but shall not be less than three, and unless so fixed shall be three or one-third of the number of Directors for the time being whichever shall be the greater number.

(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—

(a) to appoint further Directors, or

(b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of Directors' meetings

17.—(1) The Directors will elect a Chair and a Vice Chair of their meetings and determine the period for which they are to hold office.

(2) The Directors may terminate the Chair and Vice Chair appointment at any time.

(3) If neither the Chair or Vice Chair are present within five minutes after the time appointed for holding a Directors' meeting the directors present may choose one of their number to chair the meeting.

Casting vote

18.—(1) If the numbers of votes for and against a proposal are equal, the Chair, Vice Chair or other Director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the Chair, Vice Chair or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

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.

(2) But if paragraph (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.

(3) This paragraph applies when—

(a) 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;

(b) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) 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;

(b) 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

(c) 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.

(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.

(6) Subject to paragraph (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 Chair whose ruling in relation to any Director other than the Chair is to be final and conclusive.

(7) 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.

Records of decisions to be kept

20. The Directors must ensure that the Company 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.

Directors' discretion to make further rules

21. 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.

Treasurer

22.—(1) The Directors may, if they think fit, appoint a Treasurer.

(2) A person so appointed may be selected from amongst the serving Directors (but does not have to be).

(3) The duties and responsibilities of the Treasurer shall be determined by the Directors and may be varied by them from time to time provided always that no Director may be remunerated for holding the office of Treasurer.

Accounting Records, Accounts and Returns

23.—(1) The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members of the Company not being Directors.

(2) No member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

APPOINTMENT OF DIRECTORS

Methods of appointing Directors

24.—(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—

- (a) by ordinary resolution, or
- (b) by a decision of the Directors.

(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.

(3) For the purposes of paragraph (2), where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

Termination of director's appointment

25. A person ceases to be a Director as soon as—

- (a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) 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 managing and administering his property and affairs;
- (e) 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;
- (f) 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;
- (g) that person fails to attend three successive meetings of the Board without reasonable excuse and the Directors resolve that such person shall vacate office

(h) that person is directly or indirectly interested in any contract with the Company and falls to declare the nature of that person's interest in manner required by Section 177 of the Companies Act and the Directors resolve that such person shall vacate office.

Directors' expenses

26. The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at—

- (a) meetings of Directors or committees of Directors,
 - (b) general meetings, or
 - (c) 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

Applications for membership

27.—(1) The subscribers to the Memorandum of Association and such other persons or business entities as the Directors shall admit to membership subsequent to incorporation of the Company shall be members of the Company. No person or business entity shall become a member of the Company unless—

- (a) that person or business entity has completed an application for membership in a form approved by the Directors, and
 - (b) the Directors have satisfied themselves that the applicant satisfies all criteria for membership that may be contained in any Rules adopted pursuant to Article 47 from time to time and approved the application.
- (2) Only business entities with independent legal identity shall be admitted to membership and, in the case of individuals, only persons aged 18 years or over shall be admitted to membership.
- (3) Every applicant for membership shall complete such application form and provide such other information or evidence as the Directors may require. Membership

applications shall be determined within two months of the date on which they are received by the Company.

(4) The Directors shall have absolute discretion to accept or reject any application and need not give their reasons for doing so.

(5) Written notification of the decision of the Directors on an application shall be sent to the applicant as soon as practicable after that decision is taken.

(6) The minimum number of members shall be three.

(7) All admissions of persons or business entities as members of the Company and all cessations of membership (for whatever reason) shall be recorded in the Register of Members of the Company in accordance with the requirements of the Companies Act.

Termination of membership

28.—(1) Membership is not transferable.

(2) Membership shall cease:-

- (a) Upon a member giving written notice of resignation to the Secretary;
- (b) if being an individual, that member dies or is adjudged bankrupt;
- (c) if, being an organisation, that member is dissolved or passes a resolution for winding-up or if a petition is presented for the winding-up of that member;
- (d) if that member fails to pay any membership fee payable and such fee remains unpaid more than six months after written notice has been sent by the Directors to that member requesting payment and stating that failure to make payment will result in termination of membership.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

29.—(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.

(2) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

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

(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.

(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.

(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.

Quorum for general meetings

30. No business other than the appointment of the Chair of the meeting is to be transacted at a general meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided, three members present in person or one-tenth of the membership, whichever shall be the greater shall be a quorum.

Chairing general meetings

31.—(1) If the Directors have appointed a Chair, the Chair shall chair general meetings if present and willing to do so. In the absence of the Chair, the Vice Chair shall chair general meetings.

(2) If the Directors have not appointed a Chair or Vice Chair, or if the Chair or Vice Chair are unwilling to chair the meeting or neither is present within ten minutes of the time at which a meeting was due to start—

(a) the Directors present, or

(b) (if no Directors are present), the meeting,

must appoint a Director or member to chair the meeting, and the appointment of the Chair of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as “the Chair of the meeting”.

Attendance and speaking by directors and non-members

32.—(1) Directors may attend and speak at general meetings, whether or not they are members.

(2) The Chair of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

Adjournment

33.—(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.

(2) The Chair of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the Chair of the 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.

(3) The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the Chair of the meeting must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and

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

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the Company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(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

Voting: general

34.—(1) Every member shall have one vote. However no member shall be entitled to vote at any general meeting unless all moneys presently payable by him, her or it to the Company have been paid.

(2) 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.

(3) A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in mental health, may vote, whether on a show of hands or on a poll, by his or her committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

(4) Any member of the Company entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her and any proxy so appointed shall have the same right as the member to speak at the meeting.

(5) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received, before the commencement of the meeting or adjourned meeting at which the proxy is used.

Corporations acting by representatives at General Meetings

35. Any corporation which is a member of the Company may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

Errors and disputes

36.—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the Chair of the meeting whose decision is final.

Poll votes

37.—(1) A poll on a resolution may be demanded—

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

- (a) the Chair of the meeting;
- (b) the Directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken, and
- (b) the Chair of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the Chair of the meeting directs.

(5) On a poll, votes may be given either personally or by proxy or, in the case of a corporate body, by its authorised representative.

Content of proxy notices

38.—(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised which—

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;

- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
 - (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.
 - (4) Unless a proxy notice indicates otherwise, it must be treated as—
 - (a) 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
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
 - (5) For the avoidance of doubt a proxy need not be a member of the Company.

Delivery of proxy notices

- 39.**—(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- (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.
 - (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.
 - (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.

Amendments to resolutions

- 40.**—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
- (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less

than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the Chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

PART 5

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

41.—(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.

(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.

(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.

Company seals

- 42**—(1) Any common seal may only be used by the authority of the Directors.
- (2) The Directors may decide by what means and in what form any common seal is to be used.
- (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.
- (4) For the purposes of this article, an authorised person is—
- (a) any Director of the Company;
 - (b) the Company secretary (if any); or
 - (c) any person authorised by the Directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

43. 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.

Provision for employees on cessation of business

44. 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

Indemnity

- 45.**—(1) Subject to paragraph (2), a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against—
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

(b) any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

(c) any other liability incurred by that director as an officer of the Company or an associated company.

(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.

(3) In this article—

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(b) a “relevant director” means any Director or former Director of the Company or an associated company.

Insurance

46.—(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.

(2) In this article—

(a) a “relevant director” means any Director or former Director of the Company or an associated company,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant 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

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Rules or Bye-Laws

47.—(1) The Directors may from time to time determine make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye laws regulate:

(a) the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on

which members may resign or have their or its membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

(b) the conduct of members of the Company in relation to one another, and to the Company's servants;

(c) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;

(d) the procedure at general meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by these presents; and

(e) generally, all such matters as are commonly the subject matter of company rules.

(2) The Company in general meeting shall have power to alter or repeal the rules or bye laws and to make additions thereto and the Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles of Association of the Company.