

Company number: 9288782

The Companies Act 2006

Articles of Association of South Bank BID Limited

(a company limited by guarantee)

Index to the Articles

Part 1

Interpretation and limitation of liability	1
1 Defined terms	1
2 Objects	2
3 Limitations on distributions	2
4 Liability of members	3

Part 2

Directors	3
Directors' powers and responsibilities	3
5 Directors' general authority	3
6 Members' reserve power	3
7 Directors may delegate	3
8 Committees	4
9 Rules	4
Decision-making by directors	5
10 Directors to take decisions collectively	5
11 Unanimous decisions	5
12 Calling a directors' meeting	5
13 Participation in directors' meetings	6
14 Quorum for directors' meetings	6
15 Chairing of directors' meetings	6

16	Casting vote	6
17	Conflicts of interest	7
18	Transactions or other arrangements with the company	8
19	Records of decisions to be kept	9
20	Directors' discretion to make further rules	9
	Appointment of directors	9
21	Composition of the board	9
22	Secretary	9
23	Methods of appointing directors	9
24	Termination of director's appointment (all directors)	10
25	Termination of director's appointment (Nominated Directors)	10
26	Directors' remuneration	10
27	Directors' expenses	10
	Alternate directors	11
28	Appointment and removal of alternate directors	11
29	Rights and responsibilities of alternate directors	11
30	Termination of alternate directorship	12
	Part 3	
	Members	12
	Becoming and ceasing to be a member	12
31	Categories of members	12
32	Applications for membership	12
33	Termination of membership	13
	Organisation of general meetings	13
34	Attendance and speaking at general meetings	13
35	Quorum for general meetings	13
36	Chairing general meetings	14
37	Attendance and speaking by directors and non-members	14

38	Adjournment	14
	Voting at general meetings	15
39	Voting: general	15
40	Errors and disputes	15
41	Poll votes	15
42	Content of proxy notices	16
43	Delivery of proxy notices	16
44	Amendments to resolutions	17
	Part 4	
	Administrative arrangements	17
45	Means of communication to be used	17
46	Company seals	17
47	No right to inspect accounts and other records	18
48	Provision for employees on cessation of business	18
49	Directors' Indemnity	18
50	Directors' Insurance	18

The Companies Act 2006

Articles of Association of South Bank BID Limited

(a company limited by guarantee)

Part 1

Interpretation and limitation of liability

1 Defined terms

In the Articles, unless the context requires otherwise:

appointor has the meaning given in Article 28.

Articles means the company's articles of association.

Associate Member means a member representing residents, public authorities, property owners or any other persons with a relevant interest in the BID, who applies to be a member and whose application is approved by the directors, at their entire discretion.

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.

BID means the business improvement district for the South Bank.

BID Levy means the levy payable by certain members in accordance with the Bid Levy Rules.

BID Levy Member means a member who is liable to pay the BID Levy.

BID Levy Rules means the rules setting out the levy applied to rated properties in the BID, as made and revised by the directors from time to time.

board means the board of directors.

chairman has the meaning given in Article 15.2.

chairman of the meeting has the meaning given in Article 36.3.

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.

Large Levy Member means a BID Levy Member occupying a site within the BID with a rateable value in excess of £300,000.

member means a person on the register of members of the company.

Nominated Director means a director nominated by a member to represent that member.

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 13.

proxy notice has the meaning given in Article 42.

Small Levy Member means a BID Levy Member occupying a site within the BID with a rateable value below £300,000.

South Bank means the South Bank area of London.

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.

Voluntary Member means a member who is not required to pay the BID Levy, because the site occupied by such member within the BID has a rateable value below the BID Levy threshold set out in the BID Levy Rules.

working day means a day that is not a Saturday, Sunday or any day that is a bank holiday in the part of the United Kingdom where the company is registered.

writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the company.

2 Objects

2.1 The objects of the company for which it is established (**Objects**) are as follows:

- (a) to promote, manage, maintain and improve the South Bank; and
- (b) generally to do all acts and things appropriate to a business improvement district.

2.2 The company has the power to do anything which is calculated to further the Objects, or which is conducive or incidental to doing so.

3 Limitations on distributions

3.1 The income and property of the company shall be applied solely towards the furtherance of the Objects.

3.2 No part of the income and property of the company shall be paid or transferred directly or

indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any of the members PROVIDED THAT this shall not prevent any payment in good faith by the company of:

- (a) interest on money lent to the company by any member at a rate per annum not exceeding a reasonable and proper commercial rate;
- (b) reasonable and proper rent for premises demised or let to the company by any member;
- (c) reasonable and proper remuneration to any member or officer of the company in return for any services actually rendered to the company.

4 Liability of members

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

- (a) payment of the company's debts and liabilities contracted before he ceases to be a member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories amongst themselves.

Part 2

Directors

Directors' powers and responsibilities

5 Directors' general authority

- 5.1 Subject to these Articles, the directors have control over the affairs and property of the company and are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.
- 5.2 The directors may exercise all the powers of the company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and to grant any mortgage charge or standard security over its undertaking and property or any part thereof and to issue debentures whether outright or as security for any debt liability or obligation of the company or of any third party.

6 Members' reserve power

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

7 Directors may delegate

7.1 Subject to these 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.

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 part, or alter its terms and conditions.

8 Committees

8.1 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.

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 Rules

9.1 The directors may from time to time make such rules or byelaws (**Rules**) as they may deem necessary or expedient or convenient for the proper conduct and management of the company and for the purposes of prescribing the classes of and conditions of membership and in particular, but without prejudice to the generality of the foregoing, they shall by such Rules regulate:

- (a) the admission and classification of members and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership terminated and the levies, fees subscriptions and other fees, charges, contributions or payments to be made by members;
- (b) the conduct of members in relation to one another and to the company and to the company's servants or agents;
- (c) the procedure at general meetings and meetings of the directors and committees of the directors insofar as such procedure is not regulated by these Articles; and
- (d) generally all such matters as are commonly the subject matter of company rules or regulations appropriate to a company of this type and with the Objects.

9.2 The directors must bring the Rules to the notice of the members.

9.3 The Rules shall be binding on the members.

- 9.4 No Rules shall be inconsistent with or shall affect or repeal anything contained in these Articles.

Decision-making by directors

10 Directors to take decisions collectively

- 10.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 11.

- 10.2 If:

- (a) the company only has one director; and
- (b) no provision of the Articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the Articles relating to directors' decision-making.

11 Unanimous decisions

- 11.1 A decision of the directors is taken in accordance with this Article 11 when all 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, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

- 11.3 References in this Article 11 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.

- 11.4 A decision may not be taken in accordance with this Article 11 if the eligible directors would not have formed a quorum at such a meeting.

12 Calling a directors' meeting

- 12.1 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.

- 12.2 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.

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

- 12.4 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 5 working 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.

13 Participation in directors' meetings

13.1 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.

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 may be fixed from time to time by a decision of the directors. Subject to, and in default of such decision, the quorum shall be two directors unless there is only one director where the quorum shall be one director.

14.3 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.

15 Chairing of directors' meetings

15.1 The directors may appoint a director to chair their meetings.

15.2 The person so appointed for the time being is known as the chairman.

15.3 The directors may terminate the chairman's appointment at any time.

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

16 Casting vote

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

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

17 Conflicts of interest

- 17.1 The directors may authorise any matter or situation which would, if not authorised, be an infringement by that director of his duty under section 175 of the Companies Act 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the company.
- 17.2 Any authorisation under this Article 17 may extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised.
- 17.3 Any authorisation under this Article is effective only if:
- (a) the matter or situation in question has been proposed by a director for consideration at a meeting of directors in accordance with the board's normal procedures or in such other manner as the directors may approve;
 - (b) any requirement as to the quorum at the meeting of the directors at which the matter or situation is considered is met without counting the director in question or any other interested director (together the Interested Directors); and
 - (c) the matter or situation was agreed to without the Interested Directors voting or would have been agreed to if their votes had not been counted.
- 17.4 Any authorisation of a conflict under this Article may:
- (a) be subject to such terms and for such duration or impose such limits or conditions as the directors may determine whether at the time the authorisation is given or subsequently; and
 - (b) be terminated or varied by the directors at any time.
- 17.5 Where the directors authorise a conflict they may (whether at the time of giving the authorisation or subsequently) provide, without limitation, that the director:
- (a) is excluded from discussions (whether at meetings of directors or otherwise) related to the conflict;
 - (b) is not given any documents or other information relating to the conflict; and
 - (c) may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the conflict or otherwise participate in any decision relating to the conflict.
- 17.6 Where the directors authorise a conflict:
- (a) the director must conduct himself in accordance with any terms imposed by the director in relation to the conflict; and
 - (b) the director does not infringe any duty he owes to the company by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of the authorisation.
- 17.7 A director is not required, by reason of his office, 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 Companies Act 2006) derives from a matter or situation authorised under this Article, subject in each case to any terms, limits or conditions attaching to that authorisation. No transaction or arrangement is liable to be avoided on such grounds.

- 17.8 If a matter or situation is authorised pursuant to this Article the director is not required to:
- (a) disclose to the company any confidential information received by him (other than by virtue of his position as director of the company) relating to that matter or situation; or
 - (b) use that information in relation to the company's affairs;

if to do so would result in a breach of a duty of confidence owed by him to another person in relation to that matter or situation.

- 17.9 A director does not require authorisation by the directors under this Article in respect of any actual or potential conflict which may reasonably be expected to arise by reason only of that director also being a director of another group undertaking (as defined in section 1161(5) of the Companies Act 2006). A director is not to be regarded as infringing his duty under section 175 of the Companies Act 2006 as a result of the lack of such authorisation.

18 Transactions or other arrangements with the company

- 18.1 A director must declare the nature and extent of his interests in a proposed or existing transaction or arrangement with the company in accordance with section 177 or section 182 of the Companies Act 2006.

- 18.2 Provided he has complied with Article 18.1, a director:

- (a) is to be counted as participating in the decision-making process (including for quorum and voting purposes) notwithstanding that it in any way concerns or relates to an actual or proposed transaction or arrangement in which he has, directly or indirectly, any kind of interest;
- (b) may be party to, or otherwise directly or indirectly interested in, any transaction or arrangement with the company or in which the company is otherwise directly or indirectly interested; and
- (c) is not, except as he may otherwise agree, required to account to the company for remuneration, profit or other benefit which he (or a person connected with him as defined in section 252 of the Companies Act 2006) derives from any such transaction or arrangement, and no transaction or arrangement is liable to be avoided on such grounds.

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

- 18.4 Subject to Article 18.5, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

18.5 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

19 Records of decisions to be kept

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.

20 Directors' discretion to make further rules

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

Appointment of directors

21 Composition of the board

The board shall comprise a minimum of 9 directors and a maximum of 17 directors of which:

- (a) a minimum of 4 directors and a maximum of 6 directors shall be Nominated Directors appointed by Large Levy Members;
- (b) a minimum of 3 directors and a maximum of 5 directors shall be Nominated Directors appointed by Small Levy Members;
- (c) up to 3 directors shall be Nominated Directors appointed by Voluntary Members and Associate Members; and
- (d) up to 3 directors shall be directors co-opted by the board;

PROVIDED THAT if at any time and for any reason the board is unable to fill all vacant posts the board shall nevertheless have full power to act.

22 Secretary

The directors may appoint a secretary to the company for such period, for such remuneration and upon such conditions as they think fit and any secretary so appointed by the directors may be removed by them.

23 Methods of appointing directors

Subject to Article 21, 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;
- (b) by a decision of the directors; or
- (c) otherwise in accordance with the Rules.

24 Termination of director's appointment (all directors)

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) the other directors reasonably believe that he has become physically or mentally incapable of acting as a director and may remain so for more than three months and resolve that he be removed from office;
- (e) 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;
- (f) that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors resolve that he be removed from office.

25 Termination of director's appointment (Nominated Directors)

A Nominated Director shall cease to be a director as soon as:

- (a) that person ceases to be the nominated representative of the member he is representing; or
- (b) the member he is representing ceases to be a member.

26 Directors' remuneration

26.1 Directors may undertake services for the company which are agreed in advance with the directors.

26.2 Directors are not entitled to any remuneration other than for specific services, in accordance with article 26.1, at such amounts as are agreed in advance with the directors.

27 Directors' expenses

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.

Alternate directors

28 Appointment and removal of alternate directors

28.1 Any director (the appointor) may appoint as an alternate any other director, or any other person approved by a decision of the directors, to:

- (a) exercise that director's powers; and
- (b) carry out that director's responsibilities,

in relation to the taking of decisions by the directors in the absence of the alternate's appointor.

28.2 Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors.

28.3 The notice must:

- (a) identify the proposed alternate; and
- (b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

29 Rights and responsibilities of alternate directors

29.1 An alternate director has the same rights, in relation to any directors' meeting or decision, as the alternate's appointor.

29.2 Except as the Articles specify otherwise, alternate directors:

- (a) are deemed for all purposes to be directors;
- (b) are liable for their own acts and omissions;
- (c) are subject to the same restrictions as their appointors; and
- (d) are not deemed to be agents of or for their appointors.

29.3 For the purposes of determining whether a quorum is participating:

- (a) a person who is an alternate director but not a director may be counted as participating only if that person's appointor is not participating, but no alternate may be counted as more than one director for such purposes; and
- (b) a director who is also an alternate director does not count as more than one director.

29.4 At a directors' meeting:

- (a) a person who is an alternate director but not a director has a vote on behalf of each appointor who is not participating in the meeting but would have been entitled to vote

if they were participating in it; and

- (b) a director who is also an alternate director has an additional vote on behalf of each appointor who is not participating in the meeting but would have been entitled to vote if they were participating in it.

29.5 Where the directors take a unanimous decision in accordance with Article 11 a person who is an alternate director but not a director:

- (a) may participate in the decision only if his appointor is an eligible director in relation to that decision, but does not participate; and
- (b) does not count as more than one director for such purposes.

29.6 An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company.

30 Termination of alternate directorship

An alternate director's appointment as an alternate terminates:

- (a) when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
- (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
- (c) on the death of the alternate's appointor; or
- (d) when the alternate's appointor's appointment as a director terminates.

Part 3

Members

Becoming and ceasing to be a member

31 Categories of members

The company has 3 categories of members:

- (a) BID Levy Members;
- (b) Voluntary Members; and
- (c) Associate Members.

32 Applications for membership

No person shall become a member unless:

- (a) that person has completed an application for membership in a form approved by the

directors; and

(b) the directors have approved the application.

33 Termination of membership

33.1 Membership is not transferable.

33.2 A member's membership of the company terminates upon it/him ceasing to be eligible to be a member in accordance with the Rules.

Organisation of general meetings

34 Attendance and speaking at general meetings

34.1 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.

34.2 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.

34.3 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.

34.4 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.

34.5 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.

35 Quorum for general meetings

35.1 If and for so long as the company has one member only, one member entitled to vote on the business to be transacted, who is present at a general meeting in person or by proxy or, in the event that the member is a corporation, by corporate representative, shall constitute a quorum.

35.2 If and for so long as the company has two or more members, two members, each of whom is entitled to vote on the business to be transacted and is present at a general meeting in person or by proxy or, in the event that any member present is a corporation, by corporate representative, shall constitute a quorum.

35.3 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.

36 Chairing general meetings

- 36.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 36.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- (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 chairman of the meeting must be the first business of the meeting.

- 36.3 The person chairing a meeting in accordance with this article is referred to as the chairman of the meeting.

37 Attendance and speaking by directors and non-members

The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

38 Adjournment

- 38.1 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.

- 38.2 The chairman 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 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.

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

- 38.4 When adjourning a general meeting, the chairman of the meeting must:

- (a) adjourn the meeting to the same day in the next week at the same time and place or to such other day and such other time and place as the directors may determine; and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefore or, if during a meeting, a quorum ceases to be present, the adjourned meeting shall be dissolved.

- 38.5 If the continuation of an adjourned meeting is to take place more than 10 working days after it was adjourned, the company must give at least 5 clear working 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.

38.6 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

39 Voting: general

39.1 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.

39.2 Subject to Article 39.3, on a vote of a resolution at a general meeting on a show of hands or on a poll, every member present in person, by proxy (or being a corporation) a corporate representative has one vote.

39.3 No member may vote on a resolution in general meeting unless all monies currently due and payable by that member to the company have been paid.

40 Errors and disputes

40.1 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.

40.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

41 Poll votes

41.1 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.

41.2 A poll may be demanded by:

- (a) the chairman 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.

41.3 A demand for a poll may be withdrawn if:

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

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

42 Content of proxy notices

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

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is delivered to the company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

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

42.3 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.

42.4 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.

43 Delivery of proxy notices

43.1 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.

43.2 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.

43.3 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.

43.4 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.

44 Amendments to resolutions

- 44.1 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 chairman of the meeting may determine); and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 44.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- (a) the chairman 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.
- 44.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

Part 4

Administrative arrangements

45 Means of communication to be used

- 45.1 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.
- 45.2 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.
- 45.3 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.

46 Company seals

- 46.1 Any common seal may only be used by the authority of the directors.
- 46.2 The directors may decide by what means and in what form any common seal is to be used.
- 46.3 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 or two authorised persons.

46.4 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.

47 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.

48 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.

49 Directors' Indemnity

49.1 Subject to Article 49.2 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.

49.2 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.

49.3 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.

49.4 Directors' Insurance

49.5 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.

49.6 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.