

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of Falkirk Community Trust Limited

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber

Ian Robert Mitchell

Authentication by each subscriber



Done 31/5/11



SHEPHERD+ WEDDERBURN

Companies Acts 1985 to 2006
Private Company Limited by Guarantee

ARTICLES OF ASSOCIATION

FALKIRK COMMUNITY TRUST LIMITED

Company Number
Incorporated in Scotland on

Shepherd and Wedderburn LLP
155 St Vincent Street
Glasgow G2 5NR
DX GW409 Glasgow
T: +44 (0)141 566 9900
F: +44 (0)141 565 1222
www.shepwedd.co.uk

CONTENTS

	Page No
PART 1 INTERPRETATION AND LIMITATION OF LIABILITY	1
1. Defined terms	1
2. Liability of members	2
3. Objects of the company	2
4. Prohibition on distributions	2
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	3
DECISION-MAKING BY DIRECTORS	3
9. Directors to take decisions collectively	3
10. Unanimous decisions	3
11. Calling a directors' meeting	4
12. Participation in directors' meetings	4
13. Quorum for directors' meetings	4
14. Chairing of directors' meetings	5
15. Casting vote	5
16. Conflicts of interest	5
17. Records of decisions to be kept	6
18. Directors' discretion to make further rules	6
APPOINTMENT OF DIRECTORS	6
19. Methods of appointing directors	6
20. Termination of director's appointment	7
21. Retirement and reappointment	7
22. Directors' remuneration	8
23. Directors' expenses	8
PART 3 MEMBERS	8
BECOMING AND CEASING TO BE A MEMBER	8
24. Applications for membership	8
25. Termination of membership	8
ORGANISATION OF GENERAL MEETINGS	8
26. Attendance and speaking at general meetings	8
27. Quorum for general meetings	9
28. Chairing general meetings	9
29. Attendance and speaking by directors and non-members	9

30. Adjournment	9
VOTING AT GENERAL MEETINGS	10
31. Voting: general	10
32. Errors and disputes	10
33. Poll votes	10
34. Content of proxy notices	10
35. Delivery of proxy notices	11
36. Amendments to resolutions	11
PART 4 ADMINISTRATIVE ARRANGEMENTS	11
37. Means of communication to be used	11
38. Company seals	12
39. No right to inspect accounts and other records	12
40. Provision for employees on cessation of business	12
DIRECTORS' INDEMNITY AND INSURANCE	12
41. Indemnity	12
42. Insurance	13

Companies Act 2006
Private Company Limited by Guarantee
ARTICLES OF ASSOCIATION
FALKIRK COMMUNITY TRUST LIMITED

PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

1.1 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 14
"chair of the meeting"	has the meaning given in article 28
"charitable purpose"	means a charitable purpose under Section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the Taxes Acts
"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
"district of Falkirk"	Means the area of responsibility of Falkirk Council and its successors having responsibility for that area from time to time
"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 12
"proxy notice"	has the meaning given in article 34
"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
"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, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

2. Liability of members

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

- 2.1 payment of the company's debts and liabilities contracted before he ceases to be a member,
- 2.2 payment of the costs, charges and expenses of winding up, and
- 2.3 adjustment of the rights of the contributories among themselves.

3. Objects of the company

The company is established for charitable objects only. This clause shall be interpreted as if it incorporated an overriding qualification limiting the powers of the company such that any activity which would otherwise be permitted by the terms of this clause may be carried on only if that activity can be regarded as having a Charitable Purpose Subject to that overriding qualification the company's objects are to work in collaborative partnerships to deliver inspiring culture and recreation services and experiences that support Falkirk communities' aspirations and meet visitor expectations, by:

- 3.1 Encouraging the population of the Falkirk area to be more active and promoting health and fitness opportunities that are accessible for everyone;
- 3.2 Supporting people to be more creative and nurturing potential for personal success and wellbeing through the provision of cultural and sporting facilities and resources;
- 3.3 Helping individuals and community groups to benefit from lifelong learning opportunities and make a social and economic contribution; and
- 3.4 Involving local people in caring for the areas' environment and heritage and encouraging others to visit the area.

4. Prohibition on distributions

- 4.1 The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set out in Article 3, 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 the members.
- 4.2 Provided that nothing herein shall prevent any payment in good faith by the Company:-
 - (a) of interest on money lent by any member or by any Director at a rate per annum not exceeding two per centum more than the base rate from time to time of the Royal Bank of Scotland or five per centum, whichever is the greater;
 - (b) of reasonable and proper rent for premises let to the Company by any member or by any Director;
 - (c) of reasonable and proper fees, remuneration or other benefit in money or money's worth for any services rendered, or goods supplied, to the Company by any company in which a Director is a member (provided that such Director shall not hold more than one hundredth part of the capital of such company or, if such Director is the holder of more than one hundredth part of the capital of such company, provided that such Director absents himself or herself from any meeting at which the supply of any such services or goods is discussed and such services are rendered or such goods are supplied on terms and conditions which the other Directors consider are advantageous to the Company), and such Director shall not be bound to account to the Company for any share of profits he or she may receive in respect of such payment.

- 4.3 Following cessation of the business of the company or any of its subsidiaries, and following settlement of the company or subsidiaries' liabilities, any remaining assets will be transferred to Falkirk Council, to be held for Charitable Purposes. For the avoidance of doubt, such assets will not include any properties leased to the company by Falkirk Council, or any assets covered by a collections agreement which would revert back to Falkirk Council under the terms of such lease or collections agreement.

PART 2 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

5. Directors' general authority

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

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 the articles, the directors may delegate any of the powers which are conferred on them under the articles:
- 7.1.1 to such person or committee;
 - 7.1.2 by such means (including by power of attorney);
 - 7.1.3 to such an extent;
 - 7.1.4 in relation to such matters or territories; and
 - 7.1.5 on such terms and conditions;
- as they think fit.
- 7.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 7.3 The directors may revoke any delegation in whole or 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.

DECISION-MAKING BY DIRECTORS

9. Directors to take decisions collectively

- 9.1 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 10**.

10. Unanimous decisions

- 10.1 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.
- 10.2 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.
- 10.3 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.
- 10.4 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.

11. Calling a directors' meeting

- 11.1 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.
- 11.2 Notice of any directors' meeting must indicate:
- 11.2.1 its proposed date and time;
 - 11.2.2 where it is to take place; and
 - 11.2.3 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.
- 11.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 11.4 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.

12. Participation in directors' meetings

- 12.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
- 12.1.1 the meeting has been called and takes place in accordance with the articles, and
 - 12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 12.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 12.3 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.

13. Quorum for directors' meetings

- 13.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 13.2 Subject only to Article 13.3, the quorum for directors' meetings may be fixed from time to time by a unanimous decision of the directors, and unless otherwise fixed shall be five provided that not less than two directors appointed under Article 19.2(i) and not less than three directors appointed under Article 19.2 (ii) are present.
- 13.3 Notwithstanding Article 13.2, the quorum for a directors' meeting at which the authorisation of a director's conflict is to be considered, in accordance with Article 16.6.2, shall be three.
- 13.4 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:
- 13.4.1 to appoint further directors, or
 - 13.4.2 to call a general meeting so as to enable the members to appoint further directors.

The decision of the directors in 13.4.1 and 13.4.2 must be unanimous

14. Chairing of directors' meetings

- 14.1 The directors may appoint a director to chair their meetings.
- 14.2 The person so appointed for the time being is known as the chair.
- 14.3 The directors may also appoint a director as a vice chair.
- 14.4 The chair will be a director appointed in accordance with Article 19.2 (ii).
- 14.5 The vice chair will be a director appointed in accordance with Article 19.2 (i).
- 14.6 The directors may terminate the chair or the vice chair's appointment at any time.
- 14.7 If neither the chair nor the vice chair 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.

15. Casting vote

- 15.1 If the numbers of votes for and against a proposal are equal, the chair or other director chairing the meeting has a casting vote.
- 15.2 But this does not apply if, in accordance with the articles, the chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16. Conflicts of interest

- 16.1 It is the duty of each director of the company, in exercising functions as a director, to act in such a way which they in good faith believe to be in the best interests of the company and in a way which is most likely to promote the success of the company in achieving its objects irrespective of any duties they owe to any office, post, engagement or other connection they hold or may have with any other body.
- 16.2 The duty in 16.1 includes, but is not limited to, the directors:
 - (i) seeking to ensure the company acts in a way which is in accordance with the objects of the company;
 - (ii) carrying out their functions with the reasonable care and diligence
 - (iii) ensuring the company complies with the direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005
- 16.3 In circumstances where there is a possibility of a conflict of interest between the directors duty under 16.1 and the duties owed to, or interest in any other office, post, engagement or other connection which they hold or may have with any other body, the directors must put the interests of the company before that of the other party. Where the conflict prevents the directors from effecting their duty under 16.1 they must disclose the conflicting interest and refrain from participating in, or attending, any deliberation or decision of the other directors with regard to the matter which gives rise to the conflict.
- 16.4 For the purposes of 16.1 a conflict of interest will not arise if the situation can not reasonably be regarded as likely to give rise to a conflict of interest. For the avoidance of doubt, a director appointed in accordance with Article 19.2 (i), will not automatically be deemed to be conflicted in a situation which involves a transaction or arrangement with Falkirk Council, subject always to the provisions contained in this Article 16.
- 16.5 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 and that proposed transaction or arrangement can reasonably be regarded as giving rise to a conflict of interest, that director is not to be counted as participating in the decision-making process for quorum or voting purposes unless article 16.6 applies. For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

16.6 A director who is interested in an actual or proposed transaction or arrangement with the company and whose interest can be reasonably regarded as likely to give rise to a conflict is to be counted as participating in the decision-making process for quorum and voting purposes when:

16.6.1 the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

16.6.2 the directors authorise a director to vote in relation to an actual or proposed transaction or arrangement in which that director is interested, provided that:

(iv) the interested director does not count towards a quorum at the meeting at which the authority is considered; and

(v) the authorisation was given without their voting,

all in accordance with Section 175 of the Companies Act 2006.

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

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

(vi) 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;

(vii) 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

(viii) 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.

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

16.7 Subject to article 16.8, 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.

16.8 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.

17. 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.

18. 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

19. Methods of appointing directors

- 19.1 The maximum number of directors shall (unless otherwise determined by special resolution) be 13.
- 19.2 The Board of Directors of the Company shall comprise of the following:-
- (i) a maximum of 5 directors appointed by Falkirk Council and being Councillors of Falkirk Council;
 - (ii) a maximum of 5 directors appointed by open recruitment from, and representative of, the District of Falkirk and/or independent representatives (with skills to assist the Company in carrying out its objects) including (but not limited to), sports representatives, cultural representatives, facility user/customers, academic representatives and business community representatives;
 - (iii) a maximum of one director appointed by the employees of the Company.
- 19.3 Subject to approval by majority, the board of directors shall have power from time to time to appoint a maximum of two directors (with skills to assist the Company in carrying out its objects) as an addition to the existing directors. For the purposes of this Article 19.3 only, the majority must consist of at least 3 directors appointed in accordance with Article 19.2 (i) and 3 directors appointed in accordance with Article 19.2 (ii).
- 19.4 Subject to approval by the majority, the directors shall have power at any time to appoint any person to be an adviser of the Company in relation to a specific project or matter or with skills to assist the Company in carrying out its objects. Any adviser so appointed may be invited to attend and speak at Board Meetings and General Meetings and may be retained by the Company until the specific project concludes, at which time he shall vacate his position, or such other time as a majority of directors may agree.

20. Termination of director's appointment

- 20.1 A person ceases to be a director as soon as:
- 20.1.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - 20.1.2 a bankruptcy order is made against that person;
 - 20.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 20.1.4 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;
 - 20.1.5 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;
 - 20.1.6 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.
- 20.2 Falkirk Council may, by notice in writing, signed on its behalf by an appropriate officer and given to the Company, remove any director appointed in accordance with Article 19.2 (i) from office.

21. Retirement and reappointment

- 21.1 A director appointed in accordance with article 19.2 shall be required to retire at the end of a two year period and apply for a reappointment for a further two year period provided that a director will only be appointed for a maximum of three such terms.
- 21.2 A director appointed in accordance with article 19.3 shall be required to retire at the end of a six month period, or such other period as is unanimously approved by the directors from time to time.

22. Directors' remuneration

- 22.1 Directors may undertake any services for the company that the directors decide.
- 22.2 Directors shall not be entitled to any remuneration for any service they undertake in their roles as director.
- 22.3 Where a director is entitled to remuneration for any service they undertake in a role other than as director, the remuneration payable must be reasonable and in accordance with section 67 of the Charities and Trustee Investment (Scotland) Act 2005.
- 22.4 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

23. Directors' expenses

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

- 23.1 meetings of directors or committees of directors,
- 23.2 general meetings, or
- 23.3 separate meetings of the holders of debentures of the company,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company, provided always that such payments are consistent with Section 67 of the Charities and Trustee Investment (Scotland) Act 2005.

**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 unanimously approved that 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.

ORGANISATION OF GENERAL MEETINGS

26. Attendance and speaking at general meetings

- 26.1 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.
- 26.2 A person is able to exercise the right to vote at a general meeting when:
- 26.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

- 26.2.2 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.
- 26.3 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.
- 26.4 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.
- 26.5 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.

27. Quorum for general meetings

No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

28. Chairing general meetings

- 28.1 If the directors have appointed a chair, the chair shall chair general meetings if present and willing to do so. If the chair is not present, the vice chair shall chair general meetings if present and willing to do so.
- 28.2 If the directors have not appointed a chair, or if either the chair or the vice chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- 28.2.1 the directors present, or
- 28.2.2 (if no directors are present), the meeting,
- must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- 28.3 The person chairing a meeting in accordance with this article is referred to as "the chair of the meeting".

29. Attendance and speaking by directors and non-members

- 29.1 Directors may attend and speak at general meetings, whether or not they are members.
- 29.2 The chair of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

30. Adjournment

- 30.1 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.
- 30.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 30.2.1 the meeting consents to an adjournment, or
- 30.2.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 30.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 30.4 When adjourning a general meeting, the chair of the meeting must:
- 30.4.1 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
- 30.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

- 30.5 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):
- 30.5.1 to the same persons to whom notice of the company's general meetings is required to be given, and
 - 30.5.2 containing the same information which such notice is required to contain.
- 30.6 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

31. Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

32. Errors and disputes

- 32.1 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.
- 32.2 Any such objection must be referred to the chair of the meeting whose decision is final.

33. Poll votes

- 33.1 A poll on a resolution may be demanded:
- 33.1.1 in advance of the general meeting where it is to be put to the vote, or
 - 33.1.2 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.
- 33.2 A poll may be demanded by:
- 33.2.1 the chair of the meeting;
 - 33.2.2 the directors;
 - 33.2.3 two or more persons having the right to vote on the resolution; or
 - 33.2.4 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.
- 33.3 A demand for a poll may be withdrawn if:
- 33.3.1 the poll has not yet been taken, and
 - 33.3.2 the chair of the meeting consents to the withdrawal.
- 33.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

34. Content of proxy notices

- 34.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 34.1.1 states the name and address of the member appointing the proxy;
 - 34.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 34.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 34.1.4 is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

- 34.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 34.3 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.
- 34.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 34.4.1 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
 - 34.4.2 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.

35. Delivery of proxy notices

- 35.1 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.
- 35.2 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.
- 35.3 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.
- 35.4 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.

36. Amendments to resolutions

- 36.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 36.1.1 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 chair of the meeting may determine), and
 - 36.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 36.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 36.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 36.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 36.3 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 4 ADMINISTRATIVE ARRANGEMENTS

37. Means of communication to be used

- 37.1 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.

- 37.2 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.
- 37.3 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.

38. Company seals

- 38.1 Any common seal may only be used by the authority of the directors.
- 38.2 The directors may decide by what means and in what form any common seal is to be used.
- 38.3 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.
- 38.4 For the purposes of this article, an authorised person is:
- 38.4.1 any director of the company;
 - 38.4.2 the company secretary (if any); or
 - 38.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

39. 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.

40. Provision for employees on cessation of business

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

DIRECTORS' INDEMNITY AND INSURANCE

41. Indemnity

- 41.1 Subject to article 41.2, a relevant director of the company or an associated company may be indemnified out of the company's assets against:
- 41.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - 41.1.2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - 41.1.3 any other liability incurred by that director as an officer of the company or an associated company.
- 41.2 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.
- 41.3 In this article:
- 41.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

41.3.2 a "relevant director" means any director or former director of the company or an associated company.

42. Insurance

42.1 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.

42.2 In this article:

42.2.1 a "relevant director" means any director or former director of the company or an associated company,

42.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and

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