

THE COMPANIES ACTS 1985 TO 2006

PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
BRITISH ASSOCIATION OF STROKE PHYSICIANS

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DEFINITIONS AND INTERPRETATION

Defined terms

1. These Articles, unless the context requires otherwise:

“address” means a postal address or, for the purposes of electronic communication, a fax number or an email address in each case registered with the Company;

“Articles” means the Company’s articles of association;

“Bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales and Northern Ireland which have an effect similar to that of bankruptcy;

“Byelaws” means any and all of the byelaws made from time to time by the Executive Committee under the powers contained in these Articles;

“chairman” has the meaning given in article 11;

“chairman of the meeting” has the meaning given in article 24 (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;

“Company” means the British Association of Stroke Physicians;

“Director(s)” means the director(s) of the Company registered at Companies House 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;

“Executive Committee” has the meaning given in Article 4(4);

“General Meeting” has the meaning given in article 21(1);

“Honorary Assistant Secretary” shall have the meaning given to it in article 4(7);

“Honorary Secretary” shall have the meaning given to it in article 4(7);

“Honorary Treasurer” shall have the meaning given to it in article 4(8);

“majority decision” means a decision taken in accordance with article 7;

“Member(s)” including Full, Associate, Affiliate and Honorary Members shall mean a member of the Company as defined at article 19(2);

“Memorandum of Association” means the Company’s memorandum of association;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“Officers” shall be the Directors of the Company including the President, President-Elect, Past-President Honorary Secretary, Honorary Assistant Secretary and the Honorary Treasurer, together with the respective chairmen of the Service Development and Quality subcommittee, the Training and Education subcommittee, the Scientific subcommittee;

“participate”, in relation to a Directors’ meeting, has the meaning given in article 9;

“President” means the president of the Company from time to time elected in accordance with these Articles;

“Past-President” means the previous holder of the post of President;

“President-Elect” shall have the meaning given to it in article 4(5);

“proxy notice” has the meaning given in article 30;

“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;

“unanimous decision” means a decision taken in accordance with article 6; 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.

DIRECTORS

DIRECTORS’ POWERS AND RESPONSIBILITIES

Directors’ general authority

2. Subject to these 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.

Directors may delegate powers

3.—(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.

(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 and Officers

4.—(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 se Articles which govern the taking of decisions by the Directors.

(2) The relevant committees/subcommittees shall be:

- (i) the Executive Committee;
 - (ii) the Service Development and Quality Subcommittee;
 - (iii) the Training and Education Subcommittee;
 - (iv) the Scientific Subcommittee; and
 - (v) the Trainees Subcommittee.
- (vi) The Advisory Committee on Clinical Excellence Awards Subcommittee

(3) The Directors may make and repeal any and all rules of procedure and Byelaws for all or any committees/subcommittees and the subcommittees referred to above shall at all times report and be answerable to the Executive Committee. Each committee referred to above shall meet according to these Articles and the Byelaws.

(4) The Executive Committee shall consist of the President, Past-President, the President-Elect, the Honorary Secretary, the Honorary Assistant Secretary, the Honorary Treasurer, the chairman of the Service Development and Quality Subcommittee, the chairman of the Training and Education Subcommittee, the chairman of the Scientific Subcommittee, the chairman of the Trainees Subcommittee and two other Members who are not concurrently part of any of the subcommittees of the Company.

(5) The office of the President and President-Elect shall represent and promote the legitimate interests and aspirations of the Company and its Members in all clinical, scientific, educational and political matters relevant to stroke medicine both nationally and internationally.

(6) The office of President-Elect shall be held for two (2) years followed by a two (2) year term as President, subject to ratification at a General Meeting. Followed by a two (2) year term as Past-President.

(7) The Honorary Assistant Secretary shall be elected for a maximum of three (3) years followed by a three (3) year term as Honorary Secretary, subject to ratification at a General Meeting.

(8) The Honorary Treasurer shall be elected for a period of three (3) years and shall be eligible for re-election for a further three (3) years.

(9) The Service Development and Quality Subcommittee, the Training and Education Subcommittee, the Scientific Subcommittee shall each comprise a chairman and four other elected Members. In the case of the Service Development and Quality Subcommittee, the elected members will represent England, Scotland, Wales and Northern Ireland. Elected Members shall hold posts for three (3) years and will not (subject only to their election as chairman of the Subcommittee) be able to seek immediate re-election to that subcommittee. The Members of each subcommittee shall elect their next chairman from within their number, twelve (12) months prior to the end of the present chairman's term, who will then be eligible to serve on that subcommittee for a further three (3) years.

(10) The Advisory Committee on Clinical Excellence Awards Subcommittee will consist of the President Elect, President, Past-President, the chairmans' of the other subcommittees, except from the Trainees Subcommittee, and a lay representative appointed by the President.

(11) The Officers of the Company and the Members of the Service Development and Quality Subcommittee, the Training and Education Subcommittee, the Scientific Subcommittee shall be nominated and elected by the Members of the Company at a

General Meeting. The Trainees Subcommittee shall elect a chairman as their non-voting representative on the Executive Committee.

(12) Nominations for any elected post will be accepted by the Executive Committee from any Full Member of the Company except in the case of the President-Elect when nominations of at least five Full Members of the Company shall be required.

(13) Elections shall be organised as required by the Honorary Secretary, and conducted by postal ballot, email or any other means by which the Executive Committee prescribes prior to a General Meeting of the Company.

(14) The Executive Committee and the relevant subcommittees may co-opt other Members of the Company (Full or Associate), and members of other specialist societies or representatives of charities without voting rights, to attend their meetings.

(15) If a member of the Executive Committee is unable to continue in office for any reason, the Executive Committee shall have the power to nominate a successor to hold office until the next General Meeting.

(16) Communication with Members shall be the responsibility of the Honorary Secretary, who will circulate a regular newsletter and oversee the updating, accuracy and maintenance of the Company's website. The Company may from time to time publish information in respect of the Company via its website and/or by email, which is expressly permitted under these Articles.

DECISION-MAKING BY EXECUTIVE COMMITTEE

Directors to take decisions collectively

5.—(1) The general rule about decision-making by Directors is that any decision of the Directors must be either a unanimous decision or a majority decision.

(2) If:

- (a) the Company only has one Director, and
- (b) no provision of these Articles requires it to have more than one Director (either generally or for the purposes of taking decisions other than majority decisions),

the general rule set out in Article 5(1) above does not apply, and the sole Director may take decisions without regard to any of the provisions of these Articles relating to Directors' decision-making.

(3) Subject to the Articles, the Directors:

- (a) may take either a unanimous decision or a majority decision on any matter; and
- (b) may take any decision at a Directors' meeting or in the form of a Directors' written resolution.

Unanimous decisions

6.—(1) The Directors take a unanimous decision when they all indicate to each other by any means that they share a common view on a matter.

(2) A unanimous decision may take the form of a resolution in writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in writing.

Majority decisions without Directors' meeting

7.—(1) This Article applies where a majority decision is not taken in a Directors' meeting.

(2) The Directors may take a majority decision if—

- (a) any Director has become aware of a matter on which the Directors need to take a decision;
- (b) that Director has made all the other Directors aware of the matter and the need for a decision;
- (c) the Directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- (d) a majority of the Directors indicate their agreement by any means to a particular decision on that matter.

Calling a Directors' meeting

8.—(1) Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the Honorary Secretary or the Honorary Assistant Secretary to give such notice.

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

- (a) its proposed date, time and subject matter;
- (b) where it is to take place; and
- (c) if it is anticipated that any Director(s) 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) In fixing the date and time of any Directors' meeting, the Director calling it must try to ensure, subject to the urgency of any matter to be decided by the Directors, that as many Directors as practicable are likely to be available to participate in it.

(5) 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 seven (7) days before or after the date on which the meeting of the Directors 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.

(6) Directors are to be treated as having waived their entitlement to notice of a meeting if they have not supplied the Company with the information necessary to ensure that they receive the notice of the meeting before the meeting takes place.

Participation in Directors' meetings

9.—(1) Subject to these Articles, Directors participate in a Directors' meeting, or part of a Director's meeting, when:

- (a) the meeting has been called and takes place in accordance with these 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 majority decisions

10.—(1) No majority decision (other than a decision to call a Directors' meeting or a General Meeting) shall be taken by the Directors unless a quorum participates in the decision-making process.

(2) The quorum for Directors' majority decision-making may be fixed from time to time by a decision of the Directors, but it must never be less than five (5), and unless otherwise fixed it is five (5).

(3) If the total number of Directors for the time being is less than the quorum required for Directors' majority decision-making, the Directors must not take any majority 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 majority decision-making processes

11.—(1) The Directors may appoint a Director to chair—

- (a) all of the processes by which a majority decision may be taken; or
- (b) a particular process, or processes of a particular type (such as Directors' meetings), by which a majority decision may be taken.

(2) The person so appointed for the time being is known as the chairman.

(3) The Directors may terminate the chairman's appointment at any time.

(4) If the chairman is not participating in a Directors' meeting within ten (10) minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

Casting vote

12.—(1) If—

- (a) a majority decision is to be taken on a matter, and
- (b) equal numbers of Directors hold differing views on the matter,

the chairman or some other specified Director shall have a casting vote.

(2) Article 12(1) does not apply if, in accordance with these Articles, the chairman or other specified Director is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes (whether pursuant to Article 13 below or otherwise).

Conflicts of interest

13.—(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, voting or agreement purposes.

(2) But if Article 13(3) below applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company:

- (a) is to be counted as participating in the decision-making process, and
- (b) is entitled to vote on or agree to any proposal relating to it.

(3) This Article 13 (3) applies when:

- (a) the Company by ordinary resolution disapplies the provision of these 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 Article 13(3) (c), 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; or
- (c) arrangement(s) 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 13, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.

(6) If a question arises at a meeting of Directors (or of a committee thereof) as to the right of a Director to vote, the question may, before the conclusion of the relevant meeting, be referred to the chairman of the meeting whose ruling in relation to any Director other than the chairman is to be final and conclusive.

Records of decisions to be kept

14. The Directors must ensure that the Company keeps a record, in writing, for at least ten (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

15. Subject to these Articles, the Directors may make any rules or Byelaws which they think fit subject to ratification by the Executive Committee and at a General Meeting, and about how such rules or Byelaws are to be recorded or communicated to Directors. Byelaws may be proposed by the Executive Committee or by at least six (6) Full Members in writing. In the latter case, the proposal must reach the Honorary Secretary no later than four (4) weeks before the date of the relevant General Meeting and should be circulated to each Full Member at least one (1) week before the General Meeting at which it is to be brought forward.

APPOINTMENT OF DIRECTORS

Methods of appointing Directors

16.—(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 existing 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 (2) or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member shall be deemed to have survived an older Member.

(4) The first Director's of the Company shall be those persons named in the statement delivered to the Registrar of Companies under section 10(2) of the Companies Act 1985.

Termination of Director's appointment

17. 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 the Companies Act 1985 or is prohibited from being a Director or director by any law including the Charities Act 1993, Charities Act 2006 and any subsequent law relating to charities;
- (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 he/she has become physically or mentally incapable of acting as a Director and may remain so for more than three (3) months;
- (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) if a Director is absent from meetings of the Executive Committee or subcommittee for a period of twelve (12) months; and
- (g) notification is received by the Company from the Director that he/she is resigning or retiring from office, and such resignation or retirement has taken effect in accordance with its terms.

Upon termination as Director, the relevant Director shall automatically retire as a member of the Executive Committee and any subcommittee.

Directors' expenses

18. The Executive Committee shall not be paid any remuneration. The Company may pay any reasonable expenses which the Directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company as per Clause 5 of the Memorandum of Association.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for membership

19. – (1) No person shall become a Member of the Company 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 at their unfettered and absolute discretion.

(2) The Company shall consist of four (4) types of membership, namely Full Member, Associate Member, Affiliate Member, and Honorary Member and the following shall in respect thereof apply:

- (a) those physicians who hold substantive consultant posts or equivalent, within the medical profession, and who have an interest in stroke medicine may apply to become a Full Member;
- (b) those physicians who are in training grades or who hold substantive posts other than at a consultant grade or equivalent, within the medical profession, and who have interest in stroke medicine may apply to become an Associate Member;
- (c) any other person, whether or not medically qualified, who has a demonstrable interest in stroke medicine, may apply to become an

Affiliate Member. The number of Affiliate Members will be subject to annual review by the Executive Committee and may be capped at any time upon one (1) weeks' notice;

- (d) Honorary Membership of the Company may be offered to those persons, whether or not medically qualified, who have made an outstanding contribution to stroke medicine. To be appointed as an Honorary Member, the Executive Committee must receive at least four (4) written nominations from the Members and a majority vote approving such appointment is passed at a General Meeting. The number of Honorary Members shall not exceed 5% of the total number of Members.
 - (e) Applications for Full, Associate or Affiliate Membership should be sent to the Honorary Secretary in writing with a copy of the applicant's curriculum vitae and if accepted by the Executive Committee, shall be entered onto the Company's Register of Members.
- (3) Every Member shall pay an annual subscription to the Company for twelve (12) months in advance on such date as the Executive Committee may decide by means of direct debit or bankers' order. The amount payable for the annual subscription shall be set by the Executive Committee having regard to the financial situation of the Company, and after the advice from the Honorary Treasurer which shall be subject to ratification at a General Meeting of the Company.
 - (4) The subscribers to the Memorandum of association of the Company and those persons serving on the Executive Committee of the Company as at the date of the adoption of these Articles shall be the first Members of the Company.

Termination of membership

20.—(1) A Member may withdraw from membership of the Company by giving seven (7) days' notice to the Company in writing.

(2) Membership of the Company is not transferable.

(3) Non payment of any membership subscription within twelve (12) months of the subscription being due will be deemed as the relevant Member resigning.

(4) The Executive Committee has the power to terminate the membership of any Member for any reason which it need not disclose, whereupon the Executive Committee shall remove the Member's name from the Register of Members and notify the Member at their relevant Address and such person shall cease to be a Member.

(5) A Members membership terminates when that person dies.

(6) If a Members membership terminates for any reason, they shall automatically cease to be a member of the Executive Committee and any subcommittee to which they had been elected.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at General Meetings

21.- (1) Whilst under the Companies Acts there is no legal requirement to hold an Annual General Meeting ("AGM"), the Executive Committee may decide to hold an AGM at such times as they deem fit to decide on matters affecting the full membership of the Company. Each AGM, and all other meetings that shall include the participation of the full membership of the Company, shall be deemed "General Meetings". The notice period required to call a General Meeting shall be fourteen (14) days and written notice shall be sent to all Members at their respective addresses.

(2) The agenda for a General Meeting shall be sent to all of the Members at least one (1) week before a General Meeting is held.

22.—(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.

Quorum for General Meetings

23.- (1) No business other than the appointment of the chairman of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum.

(2) The quorum for a General Meeting shall be one tenth of the Full Members entitled to vote at that General Meeting.

Chairing of General Meetings

24.—(1) The President of the Company shall be the chairman of each General Meeting at which he is present.

(2) Otherwise, if the Directors have not appointed a chairman, or if the chairman is not present within ten (10) minutes of the time at which the relevant General 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.

(3) The person chairing a meeting in accordance with this Article 24 is referred to as "the chairman of the meeting".

Attendance and speaking by Directors and non-Members

25.—(1) Directors may attend and speak at a General Meetings, whether or not they are Members.

(2) The chairman of the meeting may permit other persons who are not—

- (a) Members of the Company, or
- (b) otherwise entitled to exercise the rights of members in relation to a General Meetings,

to attend and speak at any General Meeting.

Adjournment

26.—(1) If the Members attending any 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 the meeting.

(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 and/or to ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chairman of the meeting must adjourn a General Meeting if directed to do so by the meeting.
- (4) When adjourning any General Meeting, the chairman 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 fourteen (14) days after it was adjourned, the Company must give at least seven (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 a 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

- 27.**—(1) A resolution put to the vote at a General Meeting must be decided by a simple majority vote on a show of hands of those Members present unless a poll is taken on it in accordance with these Articles to ratify decisions taken at the General Meeting.
- (2) Every voting Member shall have one (1) vote, and if equal numbers of votes are cast for and against a resolution, whether on a show of hands or on a poll, the chairman of the meeting shall have a casting vote in addition to any other votes he is otherwise entitled to cast on that resolution.

Errors and disputes

- 28.**—(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 chairman of the meeting whose decision shall be final and binding on all Members.

Poll votes

- 29.**—(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 chairman of the meeting;
 - (b) the Directors; or
 - (c) one third or more 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 chairman of the meeting consents to the withdrawal.

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

Content of proxy notices

30.—(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 otherwise authenticated in such manner as the Directors may determine; and
- (d) is delivered to the Company in accordance with these 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.

Delivery of proxy notices

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

32.—(1) An ordinary resolution to be proposed at a General Meeting may be amended 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.
- (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.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that a proposed amendment to a resolution is invalid, the chairman's error does not invalidate the vote on that resolution.

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

33.—(1) Subject to the applicable provisions of these Articles, anything sent or supplied by or to the Company under these 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 applicable provisions of these 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 forty eight (48) hours.

Addresses and other contact details

34. – All assets of the Company are to be held in the name of the Company specifically in a bank account in the name of the Company and not in any individual name of a Director or Member. The number of signatories of the bank account in the name of the Company will be at least two.

35.—(1) Anything sent to a Member under these Articles may be sent to that member's address as registered in the Register of Members, unless:

- (a) the Member and the Company have agreed that another means of communication is to be used; and
- (b) the Member has supplied the Company with the information it needs in order to be able to use that other means of communication.

(2) Any notice or document sent to a Director may be sent to that Director's address as registered in the Register of Directors, unless:

- (a) the Director and the Company have agreed that another means of communication is to be used; and
- (b) the Director has supplied the Company with the information it needs in order to be able to use that other means of communication.

Company seals

36.—(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 or securities 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 one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this Article 36, an authorised person is—

- (a) any Director of the Company; or
- (b) 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

37. 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

38. 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

39. A relevant Director may be indemnified out of the Company's assets against any liability (other than a liability to the Company or an associated company) which that Director incurs in connection with defending any proceedings, whether civil or criminal, in which judgement is granted in favour of the Director or in which the Director is acquitted or in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company subject to the provisions of the Memorandum of Association.

Insurance

40.—(1) The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

(2) In this Article:

- (a) a "relevant officer" means any director or former director of the Company, any other officer or employee or former officer or employee of the Company (but not its auditors) of the Company; and
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company.