

2022

Articles of Association

Plymouth and South Devon Freeport Limited ⁽¹⁾

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION

OF

LIMITED (Company)

(adopted by special resolution dated 2022)

1. INTERPRETATION

1.1 In these articles the following words have the following meanings:

Act	the Companies Act 2006 and every statutory modification, replacement or re-enactment of it for the time being in force.
articles	the articles of association of the Company from time to time.
clear days	in relation to the period of a notice, the period excluding the day when the notices is given or deemed to be given and the day of which it is given or on which it is to take effect.
Committee	a committee of the directors.
Companies Acts	the Companies Acts (as defined in section 2 of the Act) insofar as they apply to the Company.
director	a director of the Company.
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.
hard copy form	has the meaning given in section 1168 of the Companies Act 2006.
in writing and written	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.
Local Authority Member	one of Plymouth City Council, Devon County Council and South Hams District Council, together the Local Authority Members
members	the members of the company from time to time, including Local Authority Members and any other class of membership that may be established under Article 4.1.2.
Nominated Director	a director appointed by a Local Authority Member in accordance with Article 9.3.
secretary	the secretary of the Company.

year a calendar year.

1.2 In these articles:

1.2.1 words denoting any gender include every gender;

1.2.2 the singular includes the plural and vice versa;

1.2.3 references to persons include bodies corporate, unincorporated associations, governments, states, partnerships and trusts (in each case, whether or not having separate legal personality);

1.2.4 the headings in these articles are for convenience only. They do not affect their meaning;

1.2.5 any words or expressions defined in the Act shall bear the same meaning in these articles; and

1.2.6 any examples do not restrict the width or meaning of any provision of the articles.

1.3 The Companies (Model Articles) Regulations 2008 (as amended from time to time) shall not apply to the Company.

2. OBJECTS OF THE COMPANY

2.1 The objects for which the Company is established are the promotion and delivery, support for the promotion and delivery, of programmes and initiatives which are capable of establishing and maintaining the Plymouth and South Devon Freeport and/or anything ancillary to or related to the Plymouth and South Devon Freeport. **(Objects)**.

2.2 The Company has power to do anything within the law that may promote or help to promote the Objects or any of them in any part of the world and to do all such other lawful things which may be considered incidental or conducive to the attainment of the Objects or any of them.

2.3 In interpreting this Article 2, the Objects are not to be interpreted narrowly. The widest possible interpretation possible shall be given to them and none of the Objects shall be treated as subordinate or incidental to any of them.

3. LIABILITY OF MEMBERS

3.1 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 they are a member or within one year after they cease to be a member for:

3.1.1 payment of the company's debts and liabilities contracted before they cease to be a member;

3.1.2 payment of the costs, charges and expenses of winding up; and

3.1.3 adjustment of the rights of the contributories among themselves.

4. MEMBERS

4.1 General and transfer of Membership

4.1.1 The number of members is unlimited.

4.1.2 The Local Authority Members may establish different classes of membership and decide their privileges, duties and subscriptions.

4.1.3 Membership of the Company is not transferable except to any successor body or entity of a Local Authority Member.

4.1.4 The Company shall keep a register of members in accordance with the Act.

4.2 Resignation and Removal of Members

4.2.1 A member may resign from the Company with effect from the following 31 March by giving at least ninety clear days' written notice to the Company.

4.2.2 Subject to a permissible transfer under Clause 4.1.3, a person shall automatically cease to be a member if:

- (a) they die or becomes bankrupt or cease to exist;
- (b) any sum due from them or the person who nominated them to the Company has not been paid at the expiry of twelve months after its due date; or
- (c) in the case of a member that is an entity, a resolution is passed or an order is made for its winding up or it is placed in liquidation or it ceases to exist;

4.2.3 If a person ceases to be a member under Article 4.2.1 (other than by reason of death) that person shall be notified in writing to that effect and is not eligible for re-admission as a member unless the directors agree otherwise.

5. GENERAL MEETINGS

5.1 Annual General Meetings

5.1.1 Each year the Company must hold a general meeting as its annual general meeting. The notice calling the meeting must say that the meeting is the annual general meeting.

5.1.2 There must not be a gap of more than 15 months between the date of one annual general meeting and the next. However, so long as the Company holds its first annual general meeting within 18 months of its incorporation, it does not have to hold it in the year of its incorporation or in the following year.

5.1.3 The directors will decide when and where to hold the annual general meeting.

5.2 Other General Meetings

The directors can decide to call a general meeting (other than an annual general meeting) at any time. Such general meetings will also be called in response to a requisition by members under the Act. If the directors do not comply with this, the people making the requisition can call the meeting themselves under the Act.

6. NOTICE OF GENERAL MEETINGS

6.1 Normal Notice

6.1.1 At least 21 clear days' notice in writing must be given for every annual general meeting and for any other meeting where it is proposed to pass a resolution. Any notice must say:

- (a) where the meeting is to be held;
- (b) the date and time of the meeting; and

(c) the nature of any special business for the meeting.

6.1.2 The day when the notice is served or is treated as served and the day of the meeting do not count in the period of notice.

6.2 Shorter Notice

A general meeting may be called by shorter notice if it is so agreed by all of the members having a right to attend and vote.

6.3 To Whom Notices Should Be Given

Notice of general meetings shall be given to all members, the directors and the auditors, if any.

7. PROCEEDINGS AT GENERAL MEETINGS

7.1 Quorum

7.1.1 Before a meeting starts to do business, there must be a quorum present. If there is not, the meeting cannot carry out any business. A quorum for all purposes is three Local Authority Members who are personally present or present by proxy and entitled to vote.

7.1.2 This Article 7.1.1 applies if a quorum is not gathered within half an hour of the time fixed for a general meeting to start. If the meeting was called by members it will be dissolved. Any other meeting will be adjourned for one month and reconvened at the same time and in the same place. But if that day falls on a bank or public holiday, the meeting will be held on the first business day (excluding Saturdays or Sundays) after the holiday. If there is still not a quorum at the adjourned meeting thirty minutes after it was due to start, the meeting will be adjourned for one further month and reconvened at the same time and in the same place. If, on the third date, there is still not a quorum at the meeting fifteen minutes after it was due to start, the members who are personally present and entitled to vote will be a quorum.

7.1.3 A director shall, even if they are not a member, be entitled to attend and speak at any general meeting.

7.2 Chair of General Meetings

One of the Local Authority Members will be chair of a general meeting, on an annual rotating basis from incorporation, starting with Devon County Council, then Plymouth City Council, followed by South Hams District Council. If one of the Local Authority Members is not willing or able to take the chair at any general meeting, the other Local Authority Members who are present will choose one of themselves to act as chair. Nothing in these articles will restrict or exclude any of the powers or rights of a chair of a meeting which are given to them by the general law.

7.3 Adjourning General Meetings

7.3.1 The chair of a meeting may adjourn a meeting if this is agreed at a meeting which has a quorum present. And the chair must adjourn the meeting if the meeting directs them to. In these circumstances, the meeting will decide how long the adjournment will be and where it will adjourn to.

7.3.2 Meetings can be adjourned more than once. But if a meeting is adjourned for more than 30 days, at least 14 clear days' notice must be given for the adjourned meeting in the same way as required for the original meeting. If a meeting is adjourned for less than 30 days, there is no need to give notice about the adjournment or about the business to be considered at the adjourned meeting. A reconvened meeting can only deal with business that could have been dealt with at the meeting which was adjourned.

7.4 Resolutions

- 7.4.1 If a resolution is put to the vote at a general meeting, it will be only pass if the members (or their representatives at the meeting) vote to pass unanimously the resolution in question.
- 7.4.2 The chair will declare the results of a show of hands and their declaration will be conclusive proof.

8. VOTES OF MEMBERS

8.1 Calculating Votes

- 8.1.1 On a show of hands, every member present in person or by proxy shall have one vote.
- 8.1.2 This Article 8.1.2 applies where a member is of unsound mind or an order is made against them in relation to their personal welfare or property and affairs under legislation relating to mental health or mental capacity. The persons appointed to act for the member can vote for the member if any evidence which the directors may require of their authority to do this is delivered to the Company's registered office at least 48 hours before the relevant meeting (or adjourned meeting). This includes appointing a proxy and voting on a show of hands.
- 8.1.3 Any objection to the right of any person to vote at a general meeting must be made at the meeting at which the vote is cast. If a vote is not disallowed at a meeting, it is valid for all purposes. Any objection must be raised with the chair of the meeting. Their decision will be final. This Article 8.1.33 applies in the same way to adjourned meetings.

8.2 Proxies

- 8.2.1 Proxies may only be validly appointed by a notice in writing (**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
 - (i) in the case of a proxy notice in hard copy form be deposited at the Company's registered office or at such other place in the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting;
 - (ii) in the case of a proxy notice in electronic form, where an address has been specified for the purpose of receiving communications in electronic form in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting or in any invitation in electronic form to appoint a proxy in relation to the meeting;

in accordance with these articles and any instructions contained in the notice of general meeting or adjourned general meeting to which they relate.

- 8.2.2 The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

- 8.2.3 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.
- 8.2.4 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.
- 8.2.5 A person who is entitled to attend, speak or vote 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.
- 8.2.6 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.
- 8.2.7 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.
- 8.2.8 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.
- 8.2.9 A proxy notice which is not deposited, sent or supplied in a manner so permitted shall be invalid.

8.3 Corporate Representatives

- 8.3.1 A company which is a member can authorise any person to act as its representative at any meeting in accordance with the Act. This person is called a corporate representative. A corporate representative can exercise all the powers on behalf of the company which the company could exercise if it were an individual member. This includes the power to vote on a show of hands when the corporate representative is personally present at the meeting. The directors may require evidence of the authority of a corporate representative.
- 8.3.2 Any vote cast by a corporate representative will be valid even though they are, for any reason, no longer authorised to represent the company. However, this does not apply if written notice of the fact that they are no longer authorised has been received at the Company's registered office before the date of the relevant meeting or adjourned meeting or before the day a vote is taken.

8.4 Written Resolutions

- 8.4.1 A resolution in writing agreed unanimously by each of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- (a) A copy of the proposed resolution has been sent to every eligible member;
 - (b) Each member has signified its agreement to the resolution; and
 - (c) It is contained in an authenticated document which has been received at the registered office within the period of twenty eight days beginning with the circulation date.

8.4.2 A resolution in writing may compromise several copies to which one or more members have signified their agreement. In the case of members that are not a natural person, its authorised representative (or, if it is a corporate entity, any of its statutorily authorised officers, acting in their capacity) may signify its agreement.

9. DIRECTORS

9.1 Number

9.1.1 Unless otherwise determined by unanimous resolution there must be at least four directors. The directors can continue to act even if one or more of them ceases to be a director. But if the number of directors falls below four, the directors must, as soon as is convenient, convene a general meeting for the sole purpose of appointing extra directors.

9.2 Qualifications

9.2.1 A director need not be a member of the Company.

9.2.2 A director will automatically stop being chair if they are no longer a director.

9.3 Appointment and Retirement of directors

9.3.1 Each of the Local Authority Members, shall have the right to appoint one Nominated Director during the period its membership of the Company and can appoint such a director by lodging a written confirmation of its Nominated Director with the Company. If a Local Authority member lodges an appointment letter for its Nominated Director without removing an existing Nominated Director such existing Nominated Director will be deemed to have resigned with effect from such receipt by the Company of the letter appointing the new director.

Upon any Local Authority Member ceasing to be a member of the Company, such Local Authority Member shall procure that any Nominated Director representing that Local Authority Member shall resign.

9.3.2 Subject to Article 9.1.1, the members by way of a unanimous resolution appoint additional directors being an individual who is:

- (a) recommended by the directors;
- (b) a representative of the University of Plymouth, the University of Exeter, business organisations, Princess Yachts Limited, Langage Energy Park Limited, Sherford Consortium, the Port Operators and the Ministry of Defence; or
- (c) otherwise determined by the members to be desirable for directorship having regard to the best interests of the Company;

provided always that the person to be proposed must confirm in writing that they are willing to be elected and their confirmation must be included with the notice. If this proposal is to be circulated to members as a written resolution, then the proposed written resolution must be despatched to eligible members with the confirmation referred to above.

9.4 Chair

9.4.1 The first chair shall be an interim chair and shall remain as chair of the directors for an interim period of up to six months from adoption of these articles without payment of any fee. Thereafter the right to appoint the chair shall be through unanimous agreement of the Local Authority Members by lodging a written confirmation with the Company of the Chair signed by each the Local Authority Members or in any other

manner approved by the directors, provided always that the chair consents to being appointed.

- 9.4.2 If the chair is unable to attend a Board meeting or a meeting of the members of the Company, the Board shall be entitled to nominate another Director to act as chair in their place at that meeting.
- 9.4.3 At the discretion of the Local Authority Members, they may appoint a vice Chair or such number of vice Chairs through unanimous agreement by lodging a written confirmation with the Company of the vice Chair(s) signed by each the Local Authority Members or in any other manner approved by the directors, provided that the vice Chair(s) consent to being appointed.

9.5 Removal of directors

- 9.5.1 The members can pass an unanimous resolution to remove a director at any time (except any Nominated Director appointed pursuant to Articles 9.3.1 who (subject to article 11) may only be removed by the relevant member who nominated the Nominated Director). This applies despite anything else said in the articles or in any agreement between the Company and any director. Special notice of the resolution must be given to the Company as required by the Act. But if a director is removed in this way, it will not affect any claim which the director may have for damages for breach of any contract of service they may have.
- 9.5.2 The members can elect a person to replace a director who has been removed in this way by passing an unanimous resolution.
- 9.5.3 Subject to these articles, the members can also pass a resolution to fill a vacancy where a director has ceased to be a director in some other way or to appoint an extra director.

ALTERNATE DIRECTORS

10.1 Appointment and Removal of Alternate Directors

- 10.1.1 Any Nominated Director (**appointor**) may appoint as an alternate any other Nominated Director or any other person 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.
- 10.1.2 Any director (**appointor**) may appoint as an alternate any other director except a Nominated Director, or any other person except a Nominated Director 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.
- 10.1.3 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.
- 10.1.4 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.

10.2 Rights and responsibilities of alternate directors

10.2.1 An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's appointor.

10.2.2 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

and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which their appointor is a member.

10.2.3 A person who is an alternate director but not a director:

- (a) may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating);
- (b) may participate in a unanimous decision of the directors (but only if their appointor is an eligible director in relation to that decision, but does not participate); and
- (c) shall not be counted as more than one director for the purposes of Articles 10.2.3(a) and 10.2.3(b).

10.2.4 A director who is also an alternate director is entitled, in the absence of their appointor, to a separate vote on behalf of their appointor, in addition to their own vote on any decision of the directors (provided that their appointor is an eligible director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present.

10.2.5 An alternate director may be paid expenses and may be indemnified by the company to the same extent as their appointor but shall not be 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.

10.3 Termination of alternate directorship

10.3.1 Subject to Article 10.3.2, 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.
- 10.3.2 An alternate director appointed by a Local Authority Member as its Nominated Director may only be removed by that Local Authority Members' Nominated Director.
- 10.3.3 An alternate director appointed by a Nominated Director ceases to be an alternative if that Nominated Director is removed.
- 10.3.4 By unanimous resolution, the members may terminate any alternate director and require the appointer to appoint a replacement alternate director as soon as reasonably practicable.

11. DISQUALIFICATION OF DIRECTORS

11.1 Disqualification From Acting As a director

- 11.1.1 Any director will cease to be a director in any of the following circumstances:
- (a) if a bankruptcy order is made against them;
 - (b) if they make an arrangement or composition with their creditors;
 - (c) if an order is made in relation to that director's personal welfare or property and affairs under legislation relating to mental health or mental capacity;
 - (d) save for a Nominate Director, if they have missed directors' meetings for a continuous period of twelve months, without permission from the directors and the directors pass a resolution stating that they have ceased to be a director;
 - (e) if they are prohibited from being a director by an order made under the Companies Acts or any other legislation;
 - (f) if they are disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (g) if they have been removed from the office of trustee for a charity by an order made by the Charity Commissioners or the High Court;
 - (h) if they have, at any time, been convicted of any criminal offence, excluding any offence for which the maximum sentence is a fine; or
 - (i) if the directors pass a resolution stating that, in their opinion, any business whose management the director is involved in or who is acting as an agent for is in competition with the Company.

11.2 Disqualification from acting as Auditor

A director can act for the Company professionally, either alone or through their firm. They and their firm can be paid for professional services as though they were not a director. However, a director cannot also be the Company's auditor or involved in the business of the Company's auditor.

11.3 Disqualification from Voting

- 11.3.1 Unless the articles say otherwise, a director cannot cast a vote on any contract, arrangement or any other kind of proposal in which they have an interest. For this

purpose, interests of a person who is connected with a director under section 252 of the Act are added to the interests of the director themselves. A director must not be included in the quorum of a meeting for any resolution they are not allowed to vote on.

- 11.3.2 But a director can vote and be counted in the quorum on any resolution about any of the following things, as long as the only interest they have in the resolution is included in the following list and provided they have declared the nature and extent of their interest in accordance with the Act:
- (a) a resolution about any proposal relating to any insurance which the Company can buy and renew for the benefit of directors or a group of people which includes the directors;
 - (b) a resolution about any proposal about any other company if the director and any person connected with the director under section 252 of the Act has a direct or indirect interest of any kind which is less than 5% of any class of equity share capital of that company or the voting rights in that company;
 - (c) an arrangement for the benefit of employees of the Company which only gives the director privileges or benefits which are also generally given to the employees that the arrangement relates to
- 11.3.3 If any question comes up at a meeting about whether a director has an interest or whether they can vote and the director does not agree to abstain from voting on the issue, the question must be referred to the chair of the meeting. The chair's ruling about any other director is final and conclusive unless the nature and extent of the director's interests have not been fairly disclosed to the directors.
- 11.3.4 Articles 9 and 11 applies to any member of a Committee who is not a director.

11.4 Directors' conflicts of interest

- 11.4.1 The directors may, in accordance with the requirements set out in this Article 11.4, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director breaching their duty under section 175 of the Act to avoid conflicts of interest (**Conflict**).
- 11.4.2 Any authorisation under this Article 11.4 will be effective only if:
- (a) the matter in question shall have been proposed by any director for consideration at a meeting of directors;
 - (b) any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question; and
 - (c) the matter was agreed to without their voting or would have been agreed to if their vote had not been counted.
- 11.4.3 Any authorisation of a Conflict under this Article 11.4 may (whether at the time of giving the authorisation or subsequently):
- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
 - (b) be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine; and
 - (c) be terminated or varied by the directors at any time.

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.

- 11.4.4 In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through their involvement in the Conflict otherwise than as a director of the company and in respect of which they owe a duty of confidentiality to another person, the director is under no obligation to:
- (a) disclose such information to the directors or to any director or other officer or employee of the company; or
 - (b) use or apply any such information in performing their duties as a director, where to do so would amount to a breach of that confidence.
- 11.4.5 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.
- 11.4.6 Where the directors authorise a Conflict:
- (a) the director in question will be obliged to conduct themselves in accordance with any terms imposed by the directors in relation to the Conflict; and
 - (b) that director will not infringe any duty they owe to the company by virtue of sections 171 to 177 of the Act provided they act in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation.
- 11.4.7 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the company for any remuneration, profit or other benefit which they derive from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 11.4.8 A Nominated Director, notwithstanding their office, may be a director or other officer of, employed by, or otherwise interested in any Member and no authorisation under this Article shall be necessary in respect of any such interest (a **Member Conflict**) and such directors shall be entitled to vote and count in a quorum at any meetings of directors in relation to any resolution relating to a Member Conflict (subject to the provisions of the Act).

12. POWERS OF DIRECTORS

12.1 General

- 12.1.1 The directors are responsible for the management of the business of the Company for which purpose they may exercise all the Company's powers including those stated in Article 2.2. And, when they are acting for the Company, the directors can do anything that the Company can do. But in both cases this does not apply where the articles or the Companies Acts say that powers can only be used by a resolution of the Company.

- 12.1.2 The directors may exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

12.2 Limitations

- 12.2.1 The members may by unanimous resolution direct the directors to take or refrain from taking specified action. No such resolution invalidates anything which the directors have done before the passing of the resolution.
- 12.2.2 In addition, the directors are always subject to:
- (a) the provisions of the Act; and
 - (b) the requirements of the articles.

13. RECORDS OF DECISIONS TO BE KEPT

- 13.1 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. In addition, the directors must make sure that proper minutes are kept of the proceedings and names of people who attend directors' meetings and Committees and the proceedings, resolutions and business and any orders made at any general meetings or by written resolution.
- 13.2 If a minute has been apparently signed by the chair of the meeting, or by the chair of the meeting which approves the minutes, this minute will prove what it records without any need for any further proof.

14. PROCEEDINGS OF THE DIRECTORS

14.1 General

The directors can decide when to have meetings and how they shall be conducted and on the quorum but the quorum shall not be less than all of the Nominated Directors (or their Alternate Directors) able to form part of the quorum of a meeting in accordance with the articles, plus one other director being in attendance. They can also adjourn their meetings. However, not less than four meetings of the directors shall be held in each year and not more than four months shall elapse between the date of one meeting and the next.

14.2 Calling Meetings

- 14.2.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the secretary (if there is one) to give such notice.
- 14.2.2 Meetings of the directors are called by giving notice to all directors.
- 14.2.3 Each director shall be given at least 14 clear days written notice before the date of a meeting a copy of the agenda for the meeting provided that where the chair or, in their absence or where there is a vacancy in the office of chair, the vice-chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda therefore are given within such shorter period as they direct.
- 14.2.4 The convening of a meeting and the proceedings conducted at a meeting shall not be invalidated by reason of any person not having received written notice of the meeting or a copy of its agenda.

14.3 Chair

If the chair of the meeting is present, they will chair it. In their absence, the directors present shall choose another director to chair the meeting (who shall not be a Nominated Director).

14.4 Attendance and Voting

14.4.1 Matters for decision at directors' meetings will be decided by a majority vote. If votes are equal, the chair of the meeting has a second or casting vote.

14.4.2 Any or all of the directors, or members of a Committee, can take part in a meeting of the directors or of a Committee:

- (a) by way of a conference telephone, video conferencing or similar equipment, designed to allow everybody to take part in the meeting; or
- (b) by a series of telephone calls from the chair of the meeting.

Taking part in this way will be counted as being present at the meeting. A meeting which takes place by a series of calls from the chair will be treated as taking place where the chair is calling from. Otherwise meetings will be treated as taking place where most of the participants are.

14.5 Delegation

14.5.1 The directors can delegate any of their powers or discretions to committees of one or more directors. This includes powers or discretions relating to directors' pay or giving benefits to directors. The directors can decide to include one or more co-opted people on these committees, as explained in this Article 14.5.1. If the directors have delegated any power or discretion to a Committee, any references in the articles to using that power or discretion include its use by a Committee. A Committee must comply with any regulations laid down by the directors. These regulations can require or allow people who are not directors to be co-opted onto the Committee and can give voting rights to co-opted members. But there must be more directors on a Committee than co-opted members and a resolution of the Committee is only effective if a majority of its members present at the time of the resolution are directors.

14.5.2 If a Committee includes two or more directors the articles which regulate directors' meetings and their procedure will also apply to Committee meetings unless these are inconsistent with any regulations for the Committee which have been laid down under Article 14.5.1.

14.5.3 Where any function of the directors has been delegated to or is otherwise exercisable by a director (including the chair) or a Committee established by them, any person to whom a function of the directors has been delegated or who has otherwise exercised a function of the directors shall report to the directors in respect of any action taken or decision made with respect to the exercise of that function at the meeting of the directors immediately following the taking of the action or the making of the decision.

14.6 Written Resolutions

This Article 14.6 applies to a written resolution which is signed by all of the directors who would be entitled to vote on the resolution at a directors' meeting. This kind of resolution is just as valid and effective as a resolution passed by those directors at a meeting which is properly convened and held. The resolution can be passed using several copies of a document, if each document is signed by one or more directors or if the directors in question signify their agreement to such document (and signifying agreement must be done in accordance with section 296(1) and (2) of the Act as if references to **a member** were references to **a director**).

14.7 Defects In Appointment And Otherwise

- 14.7.1 Everything which is done by any directors' meeting or by a Committee or by a person acting as a director will be valid even though it is discovered later that any director or person acting as a director was not properly appointed. This also applies if it is discovered later that anyone was disqualified from being a director or had ceased to be a director or was not entitled to vote. In any of these cases, anything done will be as valid as if there was no defect or irregularity of the kind referred to in this Article 14.7.1.
- 14.7.2 The directors may act even if there are vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

14.8 General

Where a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the secretary as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

15. ACCOUNTS

15.1 General

- 15.1.1 The directors must make sure that proper accounting records that comply with the Companies Acts are kept to give a true and fair view of the Company's affairs and to explain its transactions.
- 15.1.2 The accounting records must be kept at the Company's registered office or at any other place or places which the Companies Acts allow and the directors decide on.

15.2 Right To Inspect

- 15.2.1 The Company's officers always have the right to inspect the accounting records.
- 15.2.2 A member of the Company does not have the right to inspect any books or papers of the Company unless:
- (a) the Companies Acts give them that right;
 - (b) the directors authorise them to do so; or
 - (c) the members authorise them to do so by way of a unanimous resolution.
- 15.2.3 The directors will arrange for profit and loss accounts, balance sheets and reports to be prepared and distributed to the Company's members as required by the Companies Acts.

16. AUDITORS

Auditors shall be appointed and their re-appointment, removal and duties regulated in accordance with the Act.

17. NOTICES

- 17.1 Subject to 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. A director may agree with the Company that notices or documents sent to that

director in a particular way are deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

- 17.2 Anything sent to a member under these articles may be sent to that member's address as registered in the register of members, unless:
- 17.2.1 the member and the Company have agreed that another means of communication is to be used; and
 - 17.2.2 the member has supplied the Company with the information it needs in order to be able to use that other means of communication.
- 17.3 Any notice or document sent to a director may be sent to that director's address as registered in the register of directors unless:
- 17.3.1 the director and the Company have agreed that another means of communication is to be used; and
 - 17.3.2 the director has supplied the Company with the information it needs in order to be able to use that other means of communication.
- 17.4 Where a document or information is sent or supplied by the Company by post, service or delivery shall be deemed to be effected at the expiration of 24 hours after the time when the cover containing the same is posted (irrespective of the class or type of post used) and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed and posted.
- 17.5 Where a document or information is sent or supplied by the Company by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied and in proving such service it will be sufficient to prove that it was properly addressed.
- 17.6 Where a document or information is sent or supplied by the Company by means of a website, service or delivery shall be deemed to be effected when:
- 17.6.1 the material is first made available on the website; or
 - 17.6.2 if later, when the recipient received (or is deemed to have received) notification of the fact that the material was available on the website.
- 17.7 Anything to be agreed or specified in relation to documents or information to be sent or supplied to joint holders, may be agreed or specified by that one of the joint holders whose name appears first in the register
- 17.8 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.

18. INDEMNITY

- 18.1 Subject to the provisions of and so far as may be consistent with the Act, the Company shall provide:
- 18.1.1 for each relevant officer an indemnity out of the assets of the Company to the extent that such indemnity is a **qualifying third party indemnity provision** within the meaning of section 234 of the Act;
 - 18.1.2 a relevant officer with funds in accordance with section 205 of the Act to meet expenditure incurred or to be incurred by them in defending any criminal or civil proceedings or in connection with any application under the provisions mentioned in

section 205(5) of the Act or to enable a relevant officer to avoid incurring such expenditure, but so that any provision of funds will become repayable by the relevant officer or any liability of the Company under any transaction connected with any provision of funds will become repayable by the relevant officer not later than:

- (a) in the event of the relevant officer being convicted in the proceedings, the date when the conviction becomes final;
- (b) in the event of judgment being given against them in the proceedings, the date when the judgment becomes final; or
- (c) in the event of the court refusing to grant them relief on the application, the date when the refusal of relief becomes final; and

18.1.3 a relevant officer with funds to meet expenditure incurred or to be incurred by them in defending themselves in an investigation by a regulatory authority or against action proposed to be taken by a regulatory authority in connection with any alleged negligence, breach of duty or breach of trust by that relevant officer in relation to the Company or an associated company of the Company or to enable a relevant officer to avoid incurring such expenditure.

18.2 In this Article 18:

18.2.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

18.2.2 a **relevant officer** means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not they are also a director or other officer), to the extent they act in their capacity as auditor).

19. INSURANCE

19.1 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.

19.2 In this Article 19:

19.2.1 a **relevant officer** means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act) , but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not they are also a director or other officer), to the extent they act in their capacity as auditor);

19.2.2 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, any associated company or any pension fund or employees' share scheme of the Company or associated company; and

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