

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

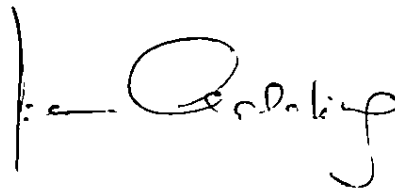
MEMORANDUM OF ASSOCIATION OF ST EDMUNDS (FROME) MANAGEMENT COMPANY LIMITED

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

Authentication by each subscriber

Diana Elizabeth Redding



Reddings Company Secretary Limited



For & on behalf of Reddings Company
Secretary Limited

Dated 27th January 2017

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF ST EDMUNDS (FROME) MANAGEMENT COMPANY LIMITED

INTERPRETATION AND LIMITATION OF LIABILITY AND OBJECTS

Defined terms

1 In the articles, unless the context requires otherwise –

“articles” means the company’s articles of association,

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

“chairman” has the meaning given in article 13,

“chairman of the meeting” has the meaning given in article 27,

“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,

“Development” means all that area of land together with the buildings at any time or from time to time erected thereon being developed by Persimmon Homes Limited at St Edmunds, Frome (South East of Field Farm, Wallbridge, Frome BA11 5LB),

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called,

“document” includes, unless otherwise specified, any document sent or supplied in electronic form,

“dwelling” means any individual unit of residential accommodation situate in or upon the Development (as hereinafter defined),

“dwellingholder” means the person or persons to whom a head-lease from the freeholder has been granted or assigned of a dwelling comprised in the development and so that whenever two or more persons are for the time being joint head-leaseholders of a dwelling they shall for all the purposes of these Articles be deemed to constitute one dwellingholder,

“electronic form” has the meaning given in section 1168 of the Companies Act 2006,

"joint owner" means any person who together with one or more other persons is the joint head-lessee of a dwelling and "joint owners" shall be construed accordingly,

"member" has the meaning given in section 112 of the Companies Act 2006,

"membership guarantee" means the £1 liability specified in article 2,

"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 11,

"proxy notice" has the meaning given in article 31,

"special resolution" has the meaning given in section 283 of the Companies Act 2006,

"subscriber" means any person who subscribed the company's memorandum of association and/or any person nominated by a subscriber or, in case of the death of a subscriber, by the deceased subscriber's personal representatives to stand in place of the subscriber or (as the case may be) deceased subscriber and any person so nominated shall, once admitted to membership of the company, stand in the same position and have the same powers and be subject to the same restrictions as if that person had been an actual subscriber to the Company's memorandum,

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006, and

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

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

Liability of members

- 2 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for –
 - (a) payment of the company's debts and liabilities contracted before he ceases to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves

Objects

3 The company's objects are restricted to the following

- (1) To acquire all or any freehold or leasehold interest in

the Development and/or

all Suitable Accessible Natural Green Spaces and/or vehicle parking spaces and or allotment areas designated for the use and enjoyment and/or amenity of all or any part of the Development and/or any dwelling (comprised in the Development) and/or

any other land and/or property or rights in property which may enhance or otherwise provide a benefit to the Development and/or any dwelling (comprised in the Development)

- and to repair, maintain, improve, develop, alter, issue and provide services for any land or property of the company and to collect rents, fees, and other income and pay all outgoings

- (2) To acquire any licences, easements, options, rights or privileges and to enter into any contract, deed or arrangement for ensuring the enjoyment or better enjoyment by any member or members of the company of any land or property of the company or for enabling the better enjoyment of any land or property owned by any member or members of the company by such member or members

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

- 4 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

Members' reserve power

- 5 (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action
- (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution

Directors may delegate

- 6 (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles –

- (a) to such person or committee,
 - (b) by such means (including by power of attorney),
 - (c) to such an extent,
 - (d) in relation to such matters or territories, and
 - (e) on such terms and conditions,
- as they think fit
- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated
 - (3) The directors may revoke any delegation in whole or part, or alter its terms and conditions

Committees

- 7 (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors
- (2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

- 8 (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 8

- (2) If –

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

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

Unanimous decisions

- 9 (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter

- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

Calling a directors' meeting

- 10 (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice
- (2) Notice of any directors' meeting must indicate –
 - (a) its proposed date and time,
 - (b) where it is to take place, and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing
- (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

Participation in directors' meetings

- 11 (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when –
 - (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other

- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

Quorum for directors' meetings

- 12 (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- (2) The quorum for directors' meetings may be fixed from time to time by resolution of the members. Unless and until otherwise fixed by the members, the quorum for directors' meeting shall be two provided that if and whenever there is only one director of the company for the time being the quorum for directors' meetings shall be one and the sole director shall have full power to exercise all of the powers exercisable by the board of directors of the company
- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision –
 - (a) to appoint further directors, or
 - (b) to call a general meeting so as to enable the members to appoint further directors

Chairing of directors' meetings

- 13 (1) The directors may appoint a director to chair their meetings
- (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 minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

Casting vote

- 14 (1) When a proposal is put to a vote of the directors each director voting shall
 - (a) be entitled to one vote for each dwelling of which that director is the dwellingholder and (if applicable) one vote for each dwelling of which that director is a joint owner provided that that director has been appointed as director by his/her fellow joint owners pursuant to article 18(2), or
 - (b) in case that director was appointed pursuant to article 18(1) or article 18(3) be entitled to one thousand votes upon any proposal put to a vote of the directors
- (2) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote

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

Conflicts of interest

- 15 (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes
- (3) This paragraph applies when –
 - (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process,
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or
 - (c) the director's conflict of interest arises from a permitted cause
- (4) For the purposes of this article, the following are permitted causes –
 - (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries,
 - (b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities, and
 - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors
- (5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting
- (6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive
- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be

decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

Records of decisions to be kept

- 16 The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors

Directors' discretion to make further rules

- 17 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

Methods of appointing directors

- 18 (1) For so long as any subscriber is a member of the company then the subscriber or subscribers for the time being shall be entitled to appoint and to remove all and any of the directors of the company so that there shall be no limit on the number of such directors (appointed or removed) As soon as the last subscriber ceases to be a member of the company then
- (a) any director or directors appointed by any subscriber(s) and any director appointed pursuant to paragraph (3) of this article will retire upon the majority of the members for the time being of the company so requesting by not less than 4 weeks' prior notice in writing signed by or on behalf of that majority and providing the names of the members comprised in that majority are stated in the notice, and
 - (b) the provisions of paragraphs (2) and (3) of this article shall come into effect
- (2) Upon the coming into effect of the provisions in this paragraph any member of the company for the time being except a member comprised of two or more joint owners shall be entitled at any time and from time to time to appoint not more than one director of the company for each dwelling of which that member is the dwellingholder and to remove any such director from office Any member of the company for the time being comprised of two or more joint owners shall by all of those joint owners collectively be entitled at any time and from time to time to appoint not more than one director of the company for each dwelling of which those joint owners are collectively the dwellingholder and to remove such director from office
- (3) Upon the coming into effect of the provisions of this paragraph any director of the company appointed by a subscriber or subscribers shall be entitled to appoint not more than two directors of the company for the time being and to remove any such director from office provided that the maximum number of directors appointed under this paragraph shall not at any time exceed two and any director appointed under this paragraph (3)

shall have the same powers to appoint directors (and remove same) as if that director had himself been directly appointed by a subscriber or subscribers

- (4) Every appointment or removal of a director under powers conferred by this article shall be made by instrument in writing under the hand or hands of the person or persons for the time being entitled to make such appointment or removal (or, where any such person is a company, under the hand of a director or secretary of that company) and such instrument shall only take effect upon the receipt thereof at the registered office of the company. Every such instrument shall be annexed to the directors' minute book as soon as practicable after service. An instrument despatched to the registered office of the company in a properly addressed envelope by first class prepaid post shall be deemed to have been received by the company upon the second day after the date of posting.
- (5) Where a resolution is proposed for the removal from office of a director any member voting against such removal shall on a show of hands or on a poll taken on such resolution have such number of votes as shall exceed by one vote all votes cast or to be cast in favour of such removal provided that the provisions of this article 18(5) shall not be effective for so long as any subscriber remains as a Member of the Company.
- (6) 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.
- (7) For the purposes of paragraph (6), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

Termination of director's appointment

19 A person ceases to be a director as soon as –

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
- (b) a bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three 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) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms
- (g) except in the case of a director appointed by a subscriber or subscribers pursuant to Article 18(1) or a director appointed by any such director pursuant to Article 18(3) he ceases to be a member of the company, or
- (h) in the case of a director who was eligible for appointment pursuant to paragraph (2) of Article 18, he ceases to be a joint owner of the property whose joint owners nominated him pursuant to paragraph (2) of Article 18, or
- (i) the director is removed pursuant to Article 18, or
- (j) in the case of a director appointed by a subscriber (or subscribers) or pursuant to Article 18(3), notice of termination of appointment has been served pursuant to Article 18(1)(a) but the cessation of the relevant directorship shall only take effect upon termination of the relevant notice

Directors' remuneration

- 20 (1) Directors may undertake any services for the company that the directors decide
- (2) Directors are not entitled to any remuneration for their services to the company as directors or for any other service which they undertake for the company

Directors' expenses

- 21 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

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for membership

- 22 (1) The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with these articles shall be the members of the company
- (2) A subscriber or, in the case of the death of a subscriber, that subscriber's personal representatives, may nominate any person to replace that subscriber as a member of the company and that nominee, after having been admitted to membership, shall stand in the same position and have the same powers and be subject to the same restrictions as if he were an actual subscriber to the memorandum

- (3) The only persons eligible for membership of the company other than the subscribers to the memorandum of association are any person nominated by a subscriber or subscribers personal representatives in accordance with Article 22(2) above or a person who is for the time being a dwellingholder or a joint owner
 - (4) The company shall automatically admit to membership (without need of any resolution of directors or other approval of any kind whether of the directors or members) any person eligible for membership who requests to be a member provided that –
 - (a) in the case of a joint owner of a dwelling such person may only be admitted to membership along with all of his/her fellow joint owners of the same dwelling and all of the joint owners of a dwelling shall be deemed to constitute one member of the company and references in these articles to “member” shall (except where the context unequivocally requires to the contrary) be construed in relation to joint owners registered as a member to refer to all of those joint owners collectively, and
 - (b) that person (or all persons who are joint owners of a dwelling) shall have signed a consent to become a member in which they agree to abide by and be subject to the articles of association and (in particular) give the membership guarantee
- 23 (1) A subscriber to the memorandum of association shall, if not himself/herself/itself a dwellingholder, cease to be a member at the expiry of the sixth month following the first month in which dwellingholders of all the dwellings are members of the company or upon giving written notice to the company of his/her/its wish to resign (whichever shall first occur)
- (2) A member who was eligible for membership solely by reason that that member was at the time of that member's admission to membership a dwellingholder shall cease forthwith to be a member immediately upon that member's ceasing to be a dwellingholder

Termination of membership

- 24 (1) Subject to article 23(1) above a member may withdraw from membership of the company by giving 7 days' notice to the company in writing
- (2) Membership is not transferable
- (3) A person's membership terminates when that person dies or ceases to exist

Attendance and speaking at general meetings

- 25 (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- (2) A person is able to exercise the right to vote at a general meeting when –

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
 - (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other
 - (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

Quorum for general meetings

- 26 No business shall be transacted at any meeting unless a quorum is present. For so long as a subscriber is a member of the company then the quorum shall be one subscriber who is a member of the company. When no subscriber remains as a member of the company, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

Chairing general meetings

- 27 (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start –
 - (a) the directors present, or
 - (b) (if no directors are present), the meeting,
 must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

Attendance and speaking by directors and non-members

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

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

Adjournment

- 29 (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if –
 - (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- (4) When adjourning a 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 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given) –
 - (a) to the same persons to whom notice of the company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

VOTING AT GENERAL MEETINGS

Voting: general

- 30 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

Errors and disputes

- 31 (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 is final

Voting Rights

- 32 Every member present in person or by proxy or (being a corporation) by its representative shall whether on a show of hands or on a poll have one vote for each dwelling of which that member is the dwellingholder provided that
- (i) each subscriber shall have 1000 votes
- (ii) joint owners of the same dwelling who are registered as a member shall collectively have one vote
- 33 In the case of joint owners of the same dwelling who are registered as a member the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of any other fellow joint owners, and seniority shall be determined by the order in which the names of the fellow joint owners stand in the register of members
- 34 A member or the senior of joint owners who are registered as a member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable
- 35 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive

Poll votes

- 36 (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,
 - (c) two or more persons having the right to vote on the resolution, or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution
- (3) A demand for a poll may be withdrawn if –
 - (a) the poll has not yet been taken, and
 - (b) the 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

- 37 (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which –
- (a) states the name and address of the member appointing the proxy,
 - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
- (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

- 38 (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

Amendments to resolutions

- 39 (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if –
- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- (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 an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 40 (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- (3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

Company seals

- 41 (1) Any common seal may only be used by the authority of the directors
- (2) The directors may decide by what means and in what form any common seal is to be used
- (3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature
- (4) For the purposes of this article, an authorised person is –
- (a) any director of the company,
 - (b) the company secretary (if any), or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

No right to inspect accounts and other records

- 42 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

- 43 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

- 44 (1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against –
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006)
 - (c) any other liability incurred by that director as an officer of the company or an associated company
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law
- (3) In this article –
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a "relevant director" means any director or former director of the company or an associated company

Insurance

- 45 (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss
- (2) In this article –
- (a) a "relevant director" means any director or former director of the company or an associated company,
 - (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
 - (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate