

# **The Companies Act 2006**

## **A Private Company Limited by Guarantee**

### **Articles of Association of The British-Uzbek Society**

**Registered Number : 4483336**

**Adopted by a Special Resolution dated • 2018**

#### **Part 1**

##### **Interpretation, guarantors and limitation of liability**

###### **Defined terms**

1 In the articles, unless the context requires otherwise:

"Act" means the Companies Act 2016;

"annual general meeting" has the meaning given in article 45;

"articles" means these 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" means the chairman of the company appointed pursuant to article 32(1);

"chairman of the general meeting" has the meaning given in article 57(3);

"chairman of the subscribers' meeting" has the meaning given in article 48(3);

"Companies Acts" means the Companies Acts (as defined in section 2 of the Act), in so far as they apply to the company;

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

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"guarantor" has the same meaning as "member" in section 112 of the Act;

"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 10;

"person" means an individual, corporate, partnership or other legal entity;

"proxy notice" has the meaning given in article 63(1);

"special resolution" has the meaning given in section 283 of the Act;

"subscriber" means a person who has paid a subscription fee to participate in the Company, for such periods as such subscription has been fully paid;

"subscription fee" means an annual or periodic subscription payment as set by the directors from time to time;

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

"Uzbek Ambassador" means the Ambassador of Uzbekistan at the Court of St James; 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 Act as in force on the date when these articles become binding on the company.

#### **Guarantors**

2 Each director shall become a guarantor on his appointment as a director, and shall cease to be a guarantor when he ceases being a director.

#### **Liability of guarantors**

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

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

### **Part 2**

#### **Directors**

##### **Directors' powers and responsibilities**

#### **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.

### **Directors may delegate**

5 (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**

6 (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**

7 (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**

- 8
- (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**

- 9
- (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**

- 10
- (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**

- 11
- (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 a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.
  - (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 meeting of the subscribers so as to enable the subscribers to approve the appointment of further directors, who will then be appointed by the guarantors; or
    - (c) to call a meeting of the guarantors so as to enable the guarantors to appoint further directors.

#### **Chairing of directors' meetings**

- 12
- (1) The chairman of the company shall chair directors' meetings.
  - (2) 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**

- 13
- (1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
  - (2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

#### **Conflict situations**

- 14
- (1) The directors may authorise any matter or situation which would, if not authorised, be an infringement by that director of his duty under section 175 of the Act to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the company.

- (2) Any authorisation under this article may extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised.
- (3) Any authorisation under this article is effective only if:
- (a) the matter or situation in question has been proposed by a director for consideration at a meeting of directors in accordance with the directors' normal procedures or in such other manner as the directors may approve;
  - (b) any requirement as to the quorum at the meeting of the directors at which the matter or situation is considered is met without counting the director in question or any other interested director (together the **interested directors**); and
  - (c) the matter or situation was agreed to without the interested directors voting or would have been agreed to if their votes had not been counted.
- 15 Any authorisation of a conflict under this article may :
- (a) be subject to such terms and for such duration or impose such limits or conditions as the directors may determine whether at the time the authorisation is given or subsequently; and
  - (b) be terminated or varied by the directors at any time.
- 16 Where the directors authorise a conflict they may (whether at the time of giving the authorisation or subsequently) provide, without limitation, that the director:
- (a) is excluded from discussions (whether at meetings of directors or otherwise) related to the conflict;
  - (b) is not given any documents or other information relating to the conflict; and
  - (c) may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the conflict or otherwise participate in any decision relating to the conflict.
- 17 Where the directors authorise a conflict:
- (a) the director must conduct himself in accordance with any terms imposed by the directors in relation to the conflict; and
  - (b) the director does not infringe any duty he owes to the company by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of the authorisation.
- 18 A director is not required, by reason of his office, to account to the company for any remuneration, profit or other benefit which he (or a person connected with him as defined in section 252 of the Act) derives from a matter or situation authorised under this article, subject

in each case to any terms, limits or conditions attaching to that authorisation. No transaction or arrangement is liable to be avoided on such grounds.

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

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

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

#### **Transactions or other arrangements with the company**

- 21 A director must declare the nature and extent of his interests in a proposed or existing transaction or arrangement with the company in accordance with section 177 or section 182 of the Act.
- 22 Provided he has complied with article 21, a director:
- (a) is to be counted as participating in the decision-making process (including for quorum and voting purposes), notwithstanding that the decision-making process in any way concerns or relates to an actual or proposed transaction or arrangement in which he has, directly or indirectly, any kind of interest;
  - (b) may be party to, or otherwise directly or indirectly interested in, any transaction or arrangement with the company or in which the company is otherwise directly or indirectly interested; and
  - (c) is not, except as he may otherwise agree, required to account to the company for remuneration, profit or other benefit which he (or a person connected with him as defined in section 252 of the Act) derives from any such transaction or arrangement, and no transaction or arrangement is liable to be avoided on such grounds.
- 23 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 24 Subject to article 25, if a question arises at a meeting of the directors or of a committee of the 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.

- 25 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**

- 26 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**

- 27 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.

### **Number and appointment of directors**

#### **Number**

- 28 The number of directors shall (unless otherwise determined by ordinary resolution) be no less than three, and shall not be subject to any maximum.

#### **Methods of appointing directors**

- 29
- (1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed, or re-appointed, to be a director:
    - (a) by a decision of the subscribers which is implemented by a majority of the guarantors (pursuant to article 53); or
    - (b) by ordinary resolution; or
    - (c) by a decision of the directors.
  - (2) Any director appointed pursuant to article 29(1)(b) or (c) shall stand down at the next annual general meeting and shall (if he consents) offer himself for re-appointment at that meeting.
  - (3) In any case where, as a result of death, the company has no guarantors and no directors, the personal representatives of the last guarantor to have died have the right, by notice in writing, to appoint a person to be a director.
  - (4) For the purposes of paragraph (3), where 2 or more guarantors die in circumstances rendering it uncertain who was the last to die, a younger guarantor is deemed to have survived an older guarantor.
  - (5) Any person appointed as a director shall also, with effect from his appointment, pay a subscription and become a subscriber.

### **Director's term**

- 30 Any director appointed pursuant to article 29 shall serve for a term of no more than three years, but may stand for re-appointment at the end of his term.

### **Uzbek Ambassador**

- 31 The Uzbek Ambassador shall be appointed as a director for his term as ambassador. Articles 30 and 34 shall not apply to the Uzbek Ambassador. The Uzbek Ambassador shall be entitled to attend and speak at directors' meetings, but shall have no voting rights.

### **Chairman**

- 32 (1) The directors may appoint any person to be the chairman of the company.
- (2) If the person so appointed is not already a director, he will become a director on his appointment.
- (3) A chairman shall serve for a term of no more than three years, but may (subject to article 34), if the other directors so determine remain as a director following the end of his term for such period as the other directors so determine (being no more than three years).
- (4) If a chairman resigns before the end of his term, the directors may appoint an interim chairman for the remainder of his term.

### **Termination of director's appointment**

- 33 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 Act or the articles, or is prohibited from being a director by law;
  - (b) the company receives notice in writing of removal of that person as a director signed by a majority of the guarantors;
  - (c) a bankruptcy order is made against that person;
  - (d) a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - (e) 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;
  - (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.

### **Retirement by rotation**

- 34 (1) At every annual general meeting one third of the directors who are subject to retirement by rotation (and ignoring for these purposes the directors to whom article 29(2) or article 31 applies) or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.
- (2) Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 35 Any person retiring from office pursuant to article 34 may (if he consents) offer himself for re-appointment at the annual general meeting.
- 36 If the company, at the annual general meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
- 37 No person other than a director retiring by rotation shall be appointed or reappointed a director at any annual general meeting unless he is recommended by the directors.
- 38 The notice of the annual general meeting shall give particulars of any person being proposed to be appointed or reappointed as a director.
- 39 Subject as aforesaid, the company may by ordinary resolution, or by a decision of the directors, appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.
- 40 If any director is proposed for re-appointment at an annual general meeting (whether pursuant to article 29(2) or article 35) and he is not reappointed at the annual general meeting, he shall vacate office at the conclusion of the annual general meeting.

#### **Directors' remuneration**

- 41 (1) Directors may undertake any services for the company that the directors decide.
- (2) Directors are not entitled to receive any remuneration for their services to the company as directors.

#### **Directors' expenses**

- 42 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:
- (a) meetings of directors or committees of directors;
  - (b) subscribers' meetings or general meetings; or

(c) separate meetings of the holders of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

### **Part 3**

#### **Subscribers**

##### **Becoming and ceasing to be a subscriber**

###### **Applications for membership**

43 No person shall become a subscriber unless:

- (a) that person has completed an application as a subscriber in a form approved by the directors, and paid any subscription fee set by the directors from time to time; and
- (b) the application has been approved as the directors determine from time to time.

###### **Termination of membership**

- 44
- (1) A subscriber may withdraw as a subscriber of the company by giving 7 days' notice to the company in writing.
  - (2) A subscription is not transferable.
  - (3) A person's subscription terminates when that person dies or ceases to exist, or when a subscriber fails to fully pay his annual or other periodic subscription to the company when due.

##### **Organisation of subscribers' meetings**

###### **Annual subscribers' meeting**

45 There shall be at least one subscribers' meeting each calendar year, the principal such meeting being the **annual general meeting**. The directors shall determine the business of any subscribers' meeting and the process for notifying subscribers of subscribers' meetings.

###### **Attendance and speaking at subscribers' meetings**

- 46
- (1) A person is able to exercise the right to speak at a subscribers' 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 subscribers' 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 subscribers' meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a subscribers' meeting, it is immaterial whether any two or more subscribers 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 subscribers' 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.
- (6) In the case of a subscriber who is not an individual, the subscriber may nominate, in such manner as the directors may determine, an individual to vote on behalf of that subscriber at any subscribers' meetings.

#### **Quorum for subscribers' meetings**

- 47
- (1) The quorum for subscribers meetings is 10 subscribers attending in person, or if higher 10 per cent of the subscribers.
  - (2) No business other than the appointment of the chairman of the subscribers' meeting is to be transacted at a subscribers' meeting if the persons attending it do not constitute a quorum.

#### **Chairing subscribers' meetings**

- 48
- (1) If the directors have appointed a chairman, the chairman shall chair subscribers' 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 subscribers present,

must appoint a director or subscriber 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 subscribers' meeting**.

#### **Attendance and speaking by non-subscribers**

- 49
- The chairman of the subscribers' meeting may permit other persons who are not subscribers of the company to attend and speak at a subscribers' meeting.

## Adjournment

- 50
- (1) If the persons attending a subscribers' 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 subscribers' meeting must adjourn it.
  - (2) The chairman of the subscribers meeting may adjourn a subscribers meeting at which a quorum is present if:
    - (a) the meeting consents to an adjournment; or
    - (b) it appears to the chairman of the subscribers' 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 subscribers' meeting must adjourn a subscribers' meeting if directed to do so by the meeting.
  - (4) When adjourning a subscribers' meeting, the chairman of the subscribers' 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 subscribers; and
    - (b) containing the same information which such notice is required to contain.
  - (6) No business may be transacted at an adjourned subscribers' meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

### Voting at subscribers' meetings

#### Voting: general

- 51 A resolution put to the vote of a subscribers' meeting must be decided on a show of hands. Every subscriber shall have one vote.

#### Errors and disputes

- 52
- (1) No objection may be raised to the qualification of any person voting at a subscribers' 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 subscribers' meeting, whose decision is final.

### **Implementation**

- 53 Subject to the Act and the articles, the directors and guarantors shall take such action as is reasonably required to implement any decision made by the subscribers at a subscribers' meeting.

### **Minutes and other procedures**

- 54 (1) The directors shall ensure that minutes are kept of all subscribers' meetings.
- (2) The directors may, subject to the Act and the articles, determine any other rules and procedures that apply to subscribers' meetings.

## **Part 4 Guarantors**

### **Attendance and speaking at general meetings**

- 55 (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 guarantors 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**

- 56 (1) The quorum for general meetings is three guarantors attending in person.
- (2) 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.

### Chairing general meetings

- 57
- (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 guarantors present,

must appoint a director or guarantor 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 general meeting in accordance with this article is referred to as **the chairman of the general meeting**.

### Attendance and speaking by non-guarantors

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

### Adjournment

- 59
- (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 general meeting must adjourn it.
  - (2) The chairman of the general 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 general 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 general meeting must adjourn a general meeting if directed to do so by the meeting.
  - (4) When adjourning a general meeting, the chairman of the general 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 guarantors; 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**

60 A resolution put to the vote of a general meeting must be decided on a show of hands.

#### **Errors and disputes**

- 61 (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 general meeting, whose decision is final.

#### **Poll votes**

- 62 (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 general 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 guarantors 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 general meeting consents to the withdrawal.

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

### **Content of proxy notices**

- 63
- (1) Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
    - (a) states the name and address of the guarantor appointing the proxy;
    - (b) identifies the person appointed to be that guarantor's proxy and the general meeting in relation to which that person is appointed;
    - (c) is signed by or on behalf of the guarantor 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**

- 64
- (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**

- 65 (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 general 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 general 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 5**

### **Administrative arrangements**

#### **Company secretary**

- 66 The directors may from time to time, but need not, appoint any person who is willing to act as the secretary for such term, on such terms as they may think fit; and any secretary so appointed may be removed by the directors.

#### **Means of communication to be used**

- 67 (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 Act 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**

- 68 (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**

- 69 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 guarantor or subscriber.

#### **Deemed receipt of documents and information**

- 70 Where the company sends a document or information by post (whether in hard copy or electronic form) and the company is able to show that it was properly addressed, prepaid and posted, it is deemed to have been received by the intended recipient:

- (a) 48 hours after it was posted, if posted by first class post to an address in the United Kingdom; and
- (b) on the fifth working day after it was posted, if posted by international signed for post to an address outside the United Kingdom.

- 71 Where the company sends or supplies a document or information by electronic means and the company is able to show that it was properly addressed, it is deemed to have been received by the intended recipient 24 hours after it was sent.

- 72 Where the company sends or supplies a document or information by means of a website, it is deemed to have been received by the intended recipient:

- (a) when the material was first made available on the website; or
- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

- 73 In calculating a period of hours for the purposes of this article, no account is to be taken of any part of a day that is not a working day in England.

## Directors' indemnity and insurance

### Indemnity

74 Subject to article 75 the company may indemnify:

- (a) any relevant director or any relevant secretary against any liability incurred by or attaching to that person in the actual or purported execution or discharge of his duties, the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office;
- (b) any relevant director or any relevant secretary against any liability incurred by him 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 Act).

Where a director or any secretary is indemnified against a liability in accordance with this article, the indemnity may extend to all costs, charges, losses, expenses and liabilities incurred by him.

75 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

76 Subject to the Act, the company may:

- (a) provide a relevant director and any relevant secretary with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings referred to in section 205(1)(a)(i) of the Act or in connection with any application under the provisions mentioned in section 205(1)(a)(ii) of the Act; and
- (b) do anything to enable that person to avoid incurring such expenditure,

but so that, in the case of a director, the terms set out in section 205(2) of the Act shall apply to any such provision of funds or other things done.

77 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, and a **relevant secretary** means any secretary or former secretary of the company or an associated company.

### Insurance

78 Subject to the Act, the directors may purchase and maintain, at the expense of the company, insurance against any relevant liability for the benefit of any person who is or has at any time been a relevant officer.

79 In this article:

- (a) **relevant officer** means:
- (i) a director or secretary or employee of the company or an associated company or of any predecessor in business of the company or an associated company; or
  - (ii) a trustee of any employees' share scheme, pension fund or retirement, death or disability scheme for the benefit of any employee of the company or associated company or of any predecessor in business of the company or an associated company;
- (b) **relevant liability** means any liability incurred by a relevant officer in respect of any act or omission in the actual or purported discharge of his duties as a relevant officer or in the exercise or purposed exercise of his powers as a relevant officer or otherwise as a relevant officer;
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.