

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF

HEALTHWATCH ISLINGTON

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise—
“articles” means the company’s articles of association;

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

or corporate insolvency;

“chairman” has the meaning given in article 12 and “Chair” is used with the same meaning

“community” means persons who live or use health or social care services in the London Borough of Islington and neighboring areas;

“community members” means persons or organisations who are registered with Healthwatch Islington for the purpose of receiving information or being involved in activities or both;

“steering group” means the company committee which manages and monitors the Healthwatch functions of the company;

“Healthwatch Islington Constitution” means the various rules and guidance of Healthwatch Islington to manage governance and procedures;

“company member” has the meaning given in section 112 of the Companies Act 2006;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

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

“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;

“local care service” has the meaning given in section 221(6) of the Local Government and Public Involvement in Health Act 2007;

“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;

“proxy notice” has the meaning given in Article 31;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; 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.

PART 2

Company limited by GUARANTEE AND ASSET LOCK

Company limited by Guarantee

2. The company is to be a company limited by guarantee.

Asset lock

3.—(1) The company shall not transfer any of its assets other than for full consideration.

(2) Provided the conditions in Article 3(3) are satisfied, Article 3(1) shall not apply to:

(a) the transfer of assets to any specified asset-locked body, or (with the consent of the Local Authority) to any other asset-locked body; and
(b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

(3) The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the articles of the company.

(4) If the company is wound up under the Insolvency Act 1986 and all its liabilities have been satisfied any residual assets shall be given or transferred to any organisation specified by an ordinary resolution of the members or (if no such resolution has been passed) to any organisation carrying out the functions set out in Article 5 in the community or (if there is no such organisation) to the London Borough of Islington.

Not for profit

4. The company is not established or conducted for private gain: any surplus or assets are used principally to further the objects of the organisation.

OBJECTS, POWERS AND LIMITATION OF LIABILITY

Objects

5.—(1) The objects of the company are as follows:

(a) In general, the advancement of health and the relief of those in need, including by:

(i) promoting, and supporting, the involvement of the community in the commissioning, provision and scrutiny of local care services;

(ii) monitoring local care services , and reviewing, the commissioning and provision of local care services;

(iii) obtaining the views of people about their needs for, and their experiences of, local care services;

(iv) making the views collected known to the people responsible for commissioning, providing, managing or scrutinising local care services, as well as the Healthwatch England committee of the Care Quality Commission and making reports and recommendations to these partners about how local care services could or ought to be improved;

(v) providing advice and information about access to local care services and about choices that may be made with respect to aspects of those services;

(vi) providing advice and information about complaints services and support in respect of local care services; and,

(vii) making recommendations to Healthwatch England to advise the Care Quality Commission about special reviews or investigations to conduct (or, where the circumstances justify doing so, making such recommendations direct to the Care Quality Commission); and

(2) undertaking any other related activities to achieve these objects.

(3) In particular, the company's activities are carried out in and for the benefit of the community.

Powers

6. To further its objects the company may do all such lawful things as may be necessary or expedient to further the company's objects and, in particular, but, not restricted to, may:

(a) borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds; and,

(b) work with other persons or organisations through informal or formal or joint arrangements.

Liability of company members

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

(a) payment of the company's debts and liabilities contracted before he ceases to be a company member,

(b) payment of the costs, charges and expenses of winding up, and

(c) adjustment of the rights of the contributories among themselves.

No liability of community members

8. For the avoidance of doubt the community members shall not be regarded as company members and accordingly shall have no liability to the company or any third party dealing with the company whatsoever or howsoever arising by virtue solely of being designated as a community member. To the extent that any court of competent jurisdiction may invalidate this clause on grounds of public policy or otherwise any liability found to be owing by a community member shall be discharged by the company members up to the limit of their liability as provided under Article 7.

PART 3 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

9. 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

10.—(1) The company 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.

(3) No such resolution shall require the directors to act in breach of these articles or of any provision in the Healthwatch Islington Constitution.

Directors may delegate

11.—(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

12.—(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

13.—(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 14.

(2) If the numbers of votes for and against a proposal are equal, the chairman of the meeting shall have a casting vote (provided that he is not

otherwise, in accordance with the articles, not to be counted as participating in the decision-making process for quorum or voting purposes.

Unanimous decisions

14.—(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

15.—(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

16.—(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

17.—(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 shall be two persons, except if there are more than four directors appointed then the quorum shall be three persons.

(3) If the total number of directors for the time being is less than the minimum 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 company members to appoint further directors.

Chairing of directors' meetings

(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.

Standards of directors

19.—(1) The directors shall give due regard to guidance relating to Healthwatch organisations from the Department of Health, Care Quality Commission and Healthwatch England as well as to the Healthwatch Islington Constitution.

Conflicts of interest

20.—(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 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

21. 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

22. 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 of directors

23. Unless otherwise determined by special resolution, the number of directors shall not be less than three or more than five.

Election of directors

24.—(1) Directors shall be elected by the company members.

(2) No person may be appointed as a director unless he or she is a Company Member. If the company member is a body corporate or an organisation then it is the natural person representing that company member who shall take office as director.

(3) No Director shall remain in office for more than two consecutive terms of office, unless in his second term of office he is the chairman of the company, in which case, with the approval of the Steering Group, he may stand for a third term.

(4) If at the time of retirement of a director at the end of his second term of office, there is no other person willing or able to be appointed as his replacement, then the Steering Group may ask the retiring director to continue in office. Provided the retiring director consents he may then remain in office until the earlier of the next elections of the directors or until such time a replacement director can be appointed.

(5) The Directors may in their absolute discretion permit any other person to be present at any meetings of the directors of the company but no such person permitted to be present may vote at such meeting nor may such person speak unless a majority of the Directors present at the meeting invite such person to do so.

(6) In this article “term of office” means three years.

Termination of director’s appointment

25. –(1) The company may at any time by an ordinary resolution remove any director from office if the director:

(a) fails to attend three consecutive meetings of the Steering Group without reasonable excuse; or

(b) fails to follow the company’s code of conduct or any of the company’s other rules of governance; or

(c) commits a material breach of any of the terms of his appointment as a director and (if such a breach is remediable) fails to remedy that breach within 14 days of being notified in writing of the breach; or

(d) for whatever reason wilfully neglects refuses or omits to perform his duties obligations or responsibilities under the terms of his appointment; or

(e) is guilty of any behaviour or any conduct which in the opinion of the Members is likely to bring the director, company, the community members or other stakeholders involved with the company into disrepute.

(2) 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) he becomes insolvent or bankrupt;
- (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 term;
- (g) he ceases to be a company member.

Directors' remuneration

26.—(1) Directors are not remunerated for their service but they may benefit from any scheme that the company may introduce from time to time for the benefit of anyone participating in the authorised Healthwatch activities of the company.

Directors' expenses

27. 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) general meetings, or
- (c) Any other meetings, events or activities attended in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 4 COMPANY MEMBERS

BECOMING AND CEASING TO BE A COMPANY MEMBER

Applications for company membership

28. —(1) Only persons or organisations which are members of the Steering Group shall be company members.

(2) Each person or organisation shall, on appointment to the Steering Group, deliver to the company an application for membership in such form as the Directors may require.

(3) The directors may require such applications to be delivered within a particular time or by a particular date.

(4) any company member which is a body corporate or an organisation must nominate a natural person as their representative at company meetings.

Retirement and termination of company membership

29.—(1) If at any time a company member ceases to be eligible to be a member of the company under Article 28(1) then, unless he becomes eligible again in the period, he shall cease to be a company member 7 days after that date.

(2) A company member may withdraw from company membership by giving 7 days' notice to the company in writing.

(3) Company membership is not transferable.

(4) A person's company membership terminates when that person dies or (if a body corporate or an organisation) ceases to exist.

(5) The directors must terminate the membership of a company member if the members by ordinary resolution decide that the company member:

(a) is guilty of any behaviour or any conduct which in their opinion is likely to bring the company, the community members or other stakeholders involved with the company into disrepute

(b) fails to observe or contravenes any of the provisions of these articles

(c) becomes insolvent or bankrupt

(d) in the case of being an organisation, has a change of control of their ownership;

(e) fails without reasonable excuse to attend three consecutive meetings of the Steering Group.

(6) The company shall respect the requirements of natural justice and a company member whose membership is subject to termination shall be entitled to be heard in his own defence by the company.

ORGANISATION OF GENERAL MEETINGS AND ANNUAL GENERAL MEETINGS

Annual general meetings

30.—(1) An annual general meeting shall be held once a year in the twelve month period following the end of the financial year.

(2) An annual general meeting shall be called by at least 14 days' notice. The period of notice shall be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held and shall be given to all members other than those who are not entitled to

receive such notices from the company.

(3) The members may by ordinary resolution (or otherwise in writing by a majority of those entitled to vote) decide that an Annual General Meeting:

- (a) need not be held in respect of the year in which the vote is taken, or the immediately preceding year;
- (b) the business of an Annual General Meeting can be incorporated in to a meeting of the Steering Group; or,
- (c) the business of an Annual General Meeting can be incorporated in to a meeting to which the community is invited.

Attendance and speaking at general meetings

31.—(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 company 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

32. 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. For the purposes of general meetings, five company members form a quorum.

Chairing general meetings

33.—(1) If the directors have appointed a chairman, the chairman shall chair general meetings and meetings of the Steering Group 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 company 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-company members

34.—(1) Directors may attend and speak at general meetings, whether or not they are company members.

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

Adjournment

35.—(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

36.—(1) 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.

(2) If the numbers of votes for and against a proposal are equal, the chairman of the meeting has a casting vote.

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

Errors and disputes

37.—(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.

Poll votes

38.—(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 company 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

39.—(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—

- (a) states the name of the company member appointing the proxy;
- (b) identifies the person appointed to be that company member’s proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the company 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

40.—(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

41.—(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 5

COMMUNITY MEMBERS

General status of community members

42 (1) The company may decide from time to time which categories of person or organisations are (or are not) eligible to be community members;

(2) The company will establish a procedure for gathering, recording and retaining the details of community members;

(3) If the community member is a body corporate or an organisation it shall provide the name of a natural person as its primary representative;

(4) The company may have different types of community member for different purposes;

(5) The membership of a community member may be terminated in the same way as the appointment of a company member can be terminated under these articles;

(6) Any community member may at any time give Notice that he no longer wishes to be a community member, and shall cease to be a community member 7 Clear Days after the receipt of that Notice by the company.

PART 6

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

43.—(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

44.—(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

45. 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 company member.

Provision for employees on cessation of business

46. 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

47.—(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

48.—(1) The directors may purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer, volunteer or personnel in respect of any relevant loss.

(2) In this article—

(a) a “relevant officer” means any director or other officer or former director or other officer of the company or an associated company,

(b) “volunteer” includes company members, community members and any other person providing services to the company on a voluntary basis;

(c) “personnel” includes all, if any, employees, staff, other workers, agents and consultants of the company or any such persons providing services to the company via a third party contractor or service provider ;

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant officer, volunteer or personnel in connection with that relevant officer's, volunteer's or personnel'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.

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