

Company Number: SC

The Companies Act 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

HIGHLAND DEEPHAVEN CLAY PIGEON CLUB LIMITED

Incorporated on

2018

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF

HIGHLAND DEEPHAVEN CLAY PIGEON CLUB LIMITED

1. INTERPRETATION AND LIMITATION OF LIABILITY

1.1 In the Articles, unless the context requires otherwise:

"appointor" has the meaning given in Article 23.1;

"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" has the meaning given in Article 14;

"chairman of the meeting" has the meaning given in Article 32;

"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;

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

"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 38;

"secretary" means the secretary of the Company, if any, appointed in accordance with Article 24.1 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary; and

"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

"working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered.

"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.

- 1.2 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.
- 1.3 In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 1.4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.
- 1.5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa, references to one gender include all genders and references to persons include bodies corporate and unincorporated associations.

2. LIABILITY OF MEMBERS

- 2.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while 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.

3. OBJECTS

- 3.1 The Company's objects are to act as shooting club proprietors and to establish, maintain and conduct a shooting club for the benefit of the members of the Company and their guests and generally to afford to members all the usual privileges, advantages, conveniences and accommodation of a club and in pursuance thereof:
 - (a) to promote shooting and other sports, recreations and pastimes;
 - (b) to contribute to prizes, medals, cups, testimonials and other awards and to arrange and hold matches, competitions and exhibitions;
 - (c) to acquire by purchase, lease or otherwise, land and grounds and to lay out, prepare and maintain the same for shooting or other sports or pastimes, and to build or otherwise provide club houses, pavilions, workshops and other buildings and facilities and to furnish, alter, enlarge, repair, uphold and maintain the same, and to permit the same to be used by members and employees of the Company and others, gratuitously or for payment;

- (d) to employ and pay professionals, stewards, managers, groundsmen and other workers in or about any business carried on by the Company and to pay such remuneration and fees for their services as may be thought fit;
- (e) to carry on all or any of the businesses of merchants of, and dealers in shooting accessories, equipment, apparel and supplies of all kinds including, without limitation, cartridges, percussion-cap, shot, bullets and ammunition for use in clay pigeon shooting and to carry on business as shooting outfitters,
- (f) to carry on business as proprietors of shooting instruction centres and to retain or employ coaches, professional or technical advisers, consultants and workers in connection therewith;
- (g) to carry on the business of club proprietors, restaurateurs, licensed victuallers, dealers in food, non-alcoholic drinks and other refreshments and other goods and consumables of any kind; and
- (h) to carry on any other trade, business or activity whatever which can in the opinion of the board of directors be advantageously carried on in connection with or ancillary to any of the objects of the Company.

4. DIRECTORS' GENERAL AUTHORITY

- 4.1 The directors of the Company have control over the affairs and property of the Company and are responsible for management of the Company's business. The directors have authority to exercise any powers of the Company which are necessary and/or incidental to the promotion of any or all of the objects of the Company set out at Article 3.1.

5. MEMBERS' RESERVE POWER

- 5.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 5.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

6. NO DISTRIBUTION TO MEMBERS

- 6.1 The income and property of the Company shall be applied solely towards the promotion of its objects as set out at Article 3.1 and no part of such property and income may be or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company save for a distribution on a winding up as provided in Article 6.3.
- 6.2 Nothing in this Article 6 prevents any payment in good faith by the Company:-
 - (a) of reasonable remuneration to any member who is an officer or employee of the Company or who otherwise provides any services to the Company;
 - (b) of interest on money lent by any member of the Company at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the directors;
 - (c) of reasonable rent for premises demised or let by any member of the Company;

- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member may also be a member holding not more than 1% of the issued share capital of that company;
- (e) to any director (or alternate director) of expenses under Article 22; or
- (f) of any premium in respect of any such insurance as is permitted by Article 46.

6.3 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company generally, but shall be given or transferred to:

- (a) a body or bodies having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company by virtue of this Article 6;
- (b) if and so far as effect cannot be given to the provisions of paragraph (a), then to the Scottish Clay Target Association or any other body or bodies the objects of which are the promotion of shooting and anything incidental or conducive thereto;

such body or bodies to be determined by the members of the Company at or before the time of dissolution.

7. DIRECTORS MAY DELEGATE

7.1 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.

7.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

7.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

8. COMMITTEES

8.1 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.

8.2 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.

9. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

9.1 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 10.

10. UNANIMOUS DECISIONS

10.1 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.

10.2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it or to which each eligible director has otherwise indicated agreement in writing.

10.3 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.

10.4 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.

11. CALLING A DIRECTORS' MEETING

11.1 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.

11.2 Notice of a directors' meeting must be given to each director, but need not be in writing.

11.3 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.

12. PARTICIPATION IN DIRECTORS' MEETINGS

12.1 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 these Articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

12.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

12.3 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.

13. QUORUM FOR DIRECTORS' MEETINGS

13.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

13.2 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 three directors, and unless otherwise fixed it is three directors.

13.3 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.

14. CHAIRING OF DIRECTORS' MEETINGS

14.1 The directors may appoint a director to chair their meetings.

14.2 The person so appointed for the time being is known as the chairman.

14.3 The directors may terminate the chairman's appointment at any time.

14.4 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.

15. CASTING VOTE

15.1 If the numbers of votes for and against a proposal at a directors' meeting are equal, the chairman or other director chairing the meeting has a casting vote.

15.2 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.

16. PROCEEDINGS OF DIRECTORS

16.1 Subject to Article 16.2 and 16.3, notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process for both quorum and voting purposes.

16.2 If the directors propose to exercise their power under Article 20.1(h) to remove a director, the director proposed to be removed is not to be counted for quorum or voting purposes as participating in the decision relating to the removal.

16.3 If the directors propose to exercise their power under section 175(4)(b) of the Companies Act 2006 to authorise a director's conflict of interest, the director facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes.

16.4 Subject to the provisions of the Companies Act 2006, and provided that (if required to do so by the said Act) he has declared to the directors the nature and extent of any direct or indirect interest of his, a director, notwithstanding his office:-

(a) may be a party to or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;

(b) may be a director or other officer or an employee of, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the Company or body corporate in which the Company is interested; and

- (c) is not accountable to the Company for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest.

17. RECORDS OF DECISIONS TO BE KEPT

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

18. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

- 18.1 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.

19. APPOINTMENT OF DIRECTORS

- 19.1 The maximum and minimum number of directors may be determined from time to time by ordinary resolution. Subject to and in the absence of any such determination, the number of directors (excluding alternate directors) shall be not more than nine nor less than five.

- 19.2 Notwithstanding any other provision of these Articles, no person who is not a member of the Company is eligible to hold office as a director.

- 19.3 Any member of the Company who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

- (a) by ordinary resolution, subject to Article 19.6, or
- (b) by a decision of the directors.

- 19.4 At the first annual general meeting one third of the directors (or the number nearest to one-third) must retire from office and may offer themselves for reappointment by the members. The directors to retire shall, unless they otherwise agree among themselves, be selected by lot and the lots shall be drawn in such manner as the directors may decide.

- 19.5 At every subsequent annual general meeting any directors:

- (a) who have been appointed by the directors since the last annual general meeting, or
- (b) who were not appointed or reappointed at one of the two preceding annual general meetings,

must retire from office and may offer themselves for reappointment by the members.

- 19.6 No person, other than a director retiring at a general meeting in accordance with Article 19.4 or Article 19.5 and offering himself for reappointment, may be appointed as a director by ordinary resolution unless he has been nominated for appointment by at least 14 days' notice in writing signed or otherwise authenticated by a member and seconded by another member in the same manner and served on the Company at its registered office or at such other address or by

such other means as the directors may notify to the members for that purpose from time to time.

20. TERMINATION OF DIRECTOR'S APPOINTMENT

20.1 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) 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;
- (f) that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors make a decision to vacate that person's office;
- (g) that person ceases for any reason to be a member of the Company; or
- (h) a decision to remove that person from office as a director has been made by a majority of the directors (not counting that person).

21. DIRECTORS NOT TO BE REMUNERATED

21.1 Directors may undertake any services for the Company that the directors decide.

21.2 Directors are not entitled to remuneration:

- (a) for their services to the Company as directors, or
- (b) for any other service which they undertake for the Company.

22. DIRECTORS' EXPENSES

22.1 The Company may pay any reasonable expenses which the directors and/or any alternate directors properly incur in connection with their attendance at:

- (a) meetings of directors or committees of directors,
- (b) 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.

23. ALTERNATE DIRECTORS

23.1 (a) Any director (the "appointor") may appoint as an alternate any other director, or any other person approved by a decision of the directors, to:

- (i) exercise that director's powers; and
- (ii) carry out that director's responsibilities,

in relation to the taking of decisions by the directors in the absence of the alternate's appointor.

- (b) Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors. The notice must:-

- (i) identify the proposed alternate; and
- (ii) in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of his appointor.

- 23.2 (a) An alternate director has the same rights to participate in any directors' meeting or decision of the directors reached in accordance with Article 9, as the alternate's appointor.

- (b) Except as these Articles specify otherwise, alternate directors:-

- (i) are deemed for all purposes to be directors;
- (ii) are liable for their own acts or omissions;
- (iii) are subject to the same restrictions as their appointors; and
- (iv) are not deemed to be agents of or for their appointors.

- (c) A person who is an alternate director but not a director:-

- (i) may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating); and
- (ii) may sign or otherwise signify his agreement in writing to a written resolution in accordance with Article 10 (but only if that person's appointor has not signed or otherwise signified his agreement to such written resolution).

No alternate may be counted as more than one director for such purposes.

- (d) An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the remuneration payable to that alternate's appointor as the appointor may direct by notice in writing made to the Company.

- 23.3 An alternate director's appointment as an alternate terminates:-

- (a) when his appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
- (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor would result in the termination of the appointor's office as director;
- (c) on the death of his appointor; or

(d) when his appointor's appointment as a director terminates.

24. SECRETARY

24.1 The directors may appoint a secretary to the Company for such period, for such remuneration and upon such conditions as they think fit; and any secretary so appointed by the directors may be removed by them.

25. APPLICATIONS FOR MEMBERSHIP

25.1 No person shall become a member of the Company unless:

(a) that person has completed an application for membership in a form approved by the directors, and

(b) the directors have approved the application.

25.2 No person shall be admitted to membership unless he has undertaken to be bound by these Articles.

25.3 Members shall pay to the Company such joining and annual membership fees as may be decided by the directors from time to time.

26. TERMINATION OF MEMBERSHIP

26.1 Membership is not transferable.

26.2 A person's membership terminates when that person dies or ceases to exist.

26.3 A member may withdraw from membership of the Company by giving notice to the Company in writing; and upon receipt by the Company of such notice, that member's membership is terminated immediately.

26.4 A member shall automatically cease to be a member:

(a) if he fails to pay any monies due from him to the Company for more than 28 days after service on him by the Company of a membership renewal notice, provided that the directors may in their discretion, upon written application by the member or of their own volition, extend such period on being shown good cause; or

(b) if his membership is terminated by the directors in accordance with Article 26.5.

26.5 The directors, of their own volition or on the written application of a member alleging commission by any other member (the "defaulting member") of a material breach of these Articles or of any by-laws of the Company or of any conduct of his which may in the opinion of the directors be prejudicial to the interests of the Company, have the right to terminate the membership of such defaulting member if they find upon investigation that such breach or conduct has occurred, provided that:

(a) the directors first give to the defaulting member written notice of the alleged breach or breaches or the alleged conduct;

(b) the defaulting member is afforded the right to make written representations to the Company during the period of 28 days commencing on the date of service of such notice on him; and

- (c) the directors review the matter generally in the light of such representations (if any) and give notice of their decision to the member within 7 days of such review.

27. WRITTEN RESOLUTION OF MEMBERS

- 27.1 (a) Subject to Article 27.1(b), a written resolution of members passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a general meeting of the Company.
- (b) The following may not be passed as a written resolution and may only be passed at a general meeting:-
 - (i) a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of his period of office; and
 - (ii) a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office.
- 27.2 On a written resolution every member has one vote.

28. ANNUAL GENERAL MEETING AND OTHER GENERAL MEETINGS

- 28.1 The Company shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that the Company need not hold an annual general meeting in the calendar year in which it is incorporated. The annual general meeting shall be held at such time and at such place as the directors shall decide.
- 28.2 The directors may call general meetings and, on the request of members in accordance with the provisions of the Companies Act 2006, shall forthwith proceed to convene a general meeting in accordance with the provisions of that Act.
- 28.3 Any resolution to be proposed otherwise than by the directors at a general meeting shall not less than 28 days before the date of the meeting be submitted in writing to the Company at its registered office or at such other address or by such other means as the directors may notify to the members for that purpose from time to time.
- 28.4 Unless otherwise required by the Companies Act 2006 or any other provision of law or by these Articles, decisions of the members shall be made by ordinary resolution.

29. NOTICE OF GENERAL MEETINGS

- 29.1 General meetings (including annual general meetings) shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights at that meeting of all the members.
- 29.2 (a) Every notice convening a general meeting of the Company must comply with the provisions of:
 - (i) section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and

the general nature of the business to be dealt with at the meeting;
and

(ii) section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies.

(b) Every notice of, or other communication relating to, any general meeting which any member is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the Company.

30. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

30.1 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.

30.2 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.

30.3 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.

30.4 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.

30.5 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.

31. QUORUM FOR GENERAL MEETINGS

31.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefor or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved.

31.2 (a) If and for so long as the Company has nine or less members entitled to vote on the business to be transacted at a general meeting, all of such members, each of whom is present at the meeting in person or by proxy or, in the event that any member present is a corporation, by corporate representative, are a quorum.

(b) If and for so long as the Company has ten or more members entitled to vote on the business to be transacted at a general meeting, three of such members, each of whom is present at the meeting in person or by proxy or, in the event that any member present is a corporation, by corporate representative, are a quorum.

32. CHAIRING GENERAL MEETINGS

- 32.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 32.2 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.
- 32.3 The person chairing a meeting in accordance with this Article is referred to as "the chairman of the meeting".

33. ATTENDANCE AND SPEAKING BY NON-MEMBERS

- 33.1 The chairman of the meeting may permit persons who are not members of the Company to attend and speak at a general meeting.

34. ADJOURNMENT

- 34.1 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.
- 34.2 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.
- 34.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 34.4 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.
- 34.5 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.

34.6 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.

35. VOTING AT GENERAL MEETINGS

35.1 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.

35.2 Polls must be taken at the general meeting at which they are demanded and in such manner as the chairman directs.

35.3 On a vote on a resolution at a general meeting on a show of hands or on a poll, every member present in person, by proxy or (being a corporation) by corporate representative has one vote.

36. ERRORS AND DISPUTES

36.1 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 is tendered, and every vote not disallowed at the meeting is valid.

36.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

37. POLL VOTES

37.1 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.

37.2 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.

37.3 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.

38. CONTENT OF PROXY NOTICES

38.1 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, together with any authentication of it demanded by the directors, received at an address specified by the Company in the proxy notice not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote;

and any proxy notice received at such address less than 48 hours before the time for holding the meeting or adjourned meeting shall be invalid.

- 38.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 38.3 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.
- 38.4 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.

39. DELIVERY OF PROXY NOTICES

- 39.1 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.
- 39.2 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.
- 39.3 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.
- 39.4 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.

40. AMENDMENTS TO RESOLUTIONS

- 40.1 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.
- 40.2 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.
- 40.3 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.

41. MEANS OF COMMUNICATION TO BE USED

- 41.1 (a) 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.
- (a) Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website.
- 41.2 (a) 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.
- (b) 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.
- 41.3 A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the Company.
- 41.4 (a) If the Company sends or supplies notices or other documents by first class post and the Company proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting.
- (b) If the Company sends or supplies notices or other documents by electronic means and the Company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied.
- (c) If the Company sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website.
- (d) For the purposes of this Article 41.4, no account shall be taken of any part of a day that is not a working day.

42. COMPANY SEALS

- 42.1 Any common seal may only be used by the authority of the directors or a committee of the directors.
- 42.2 The directors may decide by what means and in what form any common seal is to be used.
- 42.3 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:
- (a) one authorised person in the presence of a witness who attests the signature; or
 - (b) two authorised persons.
- 42.4 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.

43. NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

- 43.1 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.

44. DIRECTORS' INDEMNITY

- 44.1 Subject to Article 45.2, 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.
- 44.2 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.
- 44.3 In this Article 45:
- (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.

45. 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.

45.2 In this Article 46:

- (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.

46. RULES

46.1 The directors may make such rules as they consider necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership. In particular, and without prejudice to the generality of the foregoing, the directors may make rules regulating:-

- (a) the admission and classification of members of the Company, and the rights and privileges of such members, the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the Company in relation to one another, and to the Company's officers and employees;
- (c) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meetings and meetings of the directors and committees of the Company (in so far as such procedure is not governed by these Articles); and
- (e) any and all other matters as are commonly the subject matter of company rules.

46.2 The directors must adopt such means as they consider sufficient to bring to the notice of members of the Company all rules made under this Article.

46.3 Any rules made by the directors under this Article will be valid and binding as against all members of the Company for so long as such rules are in force.

46.4 The Company in general meeting may alter or repeal any rules made by the directors in accordance with this Article.

46.5 Nothing in this Article permits the directors of the Company to make any rules which are inconsistent with or affect or repeal anything in these Articles or in any

resolution passed by members of the Company or agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies.