The Companies Act 2006

Private Company Limited by Guarantee

Articles of Association

of

CHARITY RETAIL ASSOCIATION

Company No: 3709512

Incorporated on 8 February 1999

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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
CHARITY RETAIL ASSOCIATION (THE "COMPANY")

PART 1: INTERPRETATION AND LIMITATION OF LIABILITY

1 DEFINITIONS AND INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

Act	means the Companies Act 2006;
address	has the meaning given in section 1148 of the Act;
Articles	means the Company's articles of association for the time being in force;
bankruptcy	include individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland, which have an effect similar to that of bankruptcy;
Business Day	means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;
CEO	means the person employed as the Chief Executive Officer of the Company for the time being;
Chair	has the meaning given in article 18.2;
Chair of the meeting	has the meaning given in article 29.3;
Companies Acts	means the Companies Acts (as defined in section 2 of the Act), in so far as they apply to the Company;
Conflict	means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of 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 Act;

Eligible Director	means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to article 20, any director whose vote is not to be counted in respect of the particular matter);
Interested Director	has the meaning given in article 20.1;
Member	means a member of the Company;
ordinary resolution	has the meaning given in section 282 of the Act;
special resolution	has the meaning given in section 283 of the Act;
subsidiary	has the meaning given in section 1159 of the Act; and
Vice Chair	has the meaning given in article 18.2; 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.

1.2 The model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) are excluded.

1.3 Unless the context otherwise requires, other words and expressions contained in the Articles which have particular meanings in the Act shall have the same meanings in these Articles.

1.4 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.5 A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise.

1.6 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:

1.6.1 any subordinate legislation from time to time made under it; and

1.6.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

1.7 Any phrase introduced by the terms **including**, **include**, **in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

1.8 Words importing the singular number only include the plural and vice versa. Words importing the masculine gender include all other genders. Words importing persons include corporations.

2 LIABILITY OF MEMBERS

2.1 The liability of each Member is limited to £10, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while that person is a Member or within one year after that person ceases to be a Member, for:

2.1.1 payment of the Company's debts and liabilities contracted before that person ceases to be a Member;

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

2.1.3 adjustment of the rights of the contributories among themselves.

PART 2: OBJECTS AND POWERS

3 OBJECTS

3.1 The objects for which the Company is established are:

3.1.1 to assist charities make better use of their assets and resources by promoting good practice in the field of charity retailing;

3.1.2 to promote the benefits to the environment, the community and to charity of charity retailing; and

3.1.3 to act in the interests of the Members.

4 POWERS

4.1 In pursuance of the objects set out in article 3, the Company has the power to:

4.1.1 promote or carry out research;

4.1.2 provide advice;

4.1.3 publish or distribute information;

4.1.4 co-operate with other bodies;

4.1.5 promote and publicise the work of charity shops and to influence and inform the public, policy makers and others concerning charity shops;

4.1.6 buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;

4.1.7 borrow and raise money in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets;

4.1.8 invest and deal with the funds of the Company not immediately required for its operations in or upon such investments, securities or property as may be thought fit;

4.1.9 subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;

4.1.10 lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary;

4.1.11 lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal object in any way;

4.1.12 employ paid or unpaid agents, staff or advisers;

4.1.13 enter into contracts to provide services to or on behalf of other bodies;

4.1.14 provide and assist in the provision of money, materials or other help;

4.1.15 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;

4.1.16 incorporate subsidiary companies to carry on any trade; and

4.1.17 do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the objects set out in article 3.

PART 3: NOT FOR PROFIT

5 INCOME AND PROPERTY

5.1 The income and property of the Company shall be applied solely in promoting the objects of the Company as set out in article 3.

5.2 No dividends or bonus may be paid or capital otherwise returned to the Members, provided that nothing in these Articles shall prevent any payment in good faith by the Company of:

5.2.1 reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;

5.2.2 any interest on money lent by any Member or any director at a reasonable and proper rate;

5.2.3 reasonable and proper rent for premises demised or let by any Member or director; or

5.2.4 reasonable out-of-pocket expenses properly incurred by any director.

6 WINDING UP

6.1 On the winding-up or dissolution of the Company, any assets or property that remains available to be distributed or paid to the Members shall not be paid or distributed to such Members but shall be transferred to another body (charitable or otherwise):

6.1.1 with objects similar to those of the Company; and

6.1.2 which shall prohibit the distribution of its or their income to its or their members,

such body to be determined by the Members at the time of winding-up or dissolution.

PART 4: APPOINTMENT AND REMOVAL OF DIRECTORS

7 NUMBER OF DIRECTORS

7.1 Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall not be less than four.

8 METHODS OF APPOINTING DIRECTORS

8.1 The CEO shall be an *ex officio* director.

8.2 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

8.2.1 in accordance with any procedures set out in bye-laws made under article 41 ; or

8.2.2 by a decision of the directors in accordance with article 8.3,

and all directors appointed pursuant to this article 8.2 shall be appointed for a specified term of office to be determined by the directors (in bye-laws made under article 41 or otherwise) and shall automatically cease to be directors at the end of their specified term of office, but may (subject to any bye-laws made under article 41) be reappointed.

8.3 The directors may at any time co-opt any individual (including individuals outside the charity retail sector) who in their view is qualified to be appointed as a director to fill a vacancy in their number or as an additional director, provided that the directors may only exercise this power in order to recruit specific skills that have been identified as necessary.

8.4 A technical defect in the appointment of a director of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

8.5 Every director must:

8.5.1 submit a declaration of willingness to act as a director before he or she is eligible to vote at any meeting of the directors;

8.5.2 sign a declaration confirming that there are no legal reasons why they cannot act as a director, including (without limitation) disqualification under the Acts from acting as a company director; and

8.5.3 maintain the minimum standards of conduct required of directors, as determined by the directors from time to time, and not engage in any activity that might bring the Company into disrepute.

9 TERMINATION OF A DIRECTOR'S APPOINTMENT

9.1 A person ceases to be a director as soon as:

9.1.1 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;

9.1.2 a bankruptcy order is made against that person;

9.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

9.1.4 that person becomes, in the opinion of a majority of their fellow co-directors, physically or mentally incapable of discharging their duties as a director;

9.1.5 that person has been absent without the permission of the directors from the previous four directors' meetings and the directors resolve to vacate that person's office, provided that this shall not apply to the CEO;

9.1.6 is removed from office pursuant to any provisions set out in bye-laws made under article 41, provided that this shall not apply to the CEO;

9.1.7 is removed from office by ordinary resolution of the Members at a general meeting called specifically for that purpose, provided that the director in question must be invited to give their views on the proposal to remove them from office, and those views must be considered by the Members in taking their decision;

9.1.8 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; or

9.1.9 that person is otherwise duly removed from office.

PART 5: DIRECTORS' POWERS AND RESPONSIBILITIES

10 DIRECTORS' GENERAL AUTHORITY

10.1 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.

11 POWER TO CHANGE THE COMPANY'S NAME

11.1 The directors may from time to time change the name of the company to any name considered by the directors to be advantageous, expedient or otherwise desirable.

12 DIRECTORS MAY DELEGATE

12.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles to such person or committee, by such means (including by power of attorney), to such an extent, in relation to such matters or territories, and on such terms and conditions, as they think fit. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

12.2 The directors' power to delegate shall be effective in relation to the powers, authorities and discretions of the directors generally and shall not be limited by the fact that in certain of the articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the directors or by a committee authorised by the directors.

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

13 COMMITTEES

13.1 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.

13.2 A member of a committee need not be a director.

13.3 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.

PART 6: DECISION-MAKING BY DIRECTORS

14 DIRECTORS TO TAKE DECISIONS COLLECTIVELY

14.1 Any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 14.2.

14.2 A decision of the directors is taken in accordance with this article 14.2 when all Eligible Directors indicate to each other by any means that they share a common view on a matter. 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. A decision may not be taken in accordance with this article 14.2 if the Eligible Directors would not have formed a quorum at such a meeting.

15 CALLING A DIRECTORS' MEETING

15.1 The directors must hold at least two meetings each year.

15.2 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants, and any director participating in a meeting by such means shall qualify as being present at the meeting. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes

15.3 Any director may call a directors' meeting (electronic or otherwise) by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice. Notice of a directors' meeting need not be in writing and must be given to each director.

15.4 Notice of a directors' meeting must indicate its proposed date and time, where it is to take place, and 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.

16 PARTICIPATION IN DIRECTORS' MEETINGS

16.1 Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when the meeting has been called and takes place in accordance with the Articles and they can each communicate to the others any information or opinions they have on any particular item of business of the meeting.

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

16.3 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.

17 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.

17.2 The quorum for the transaction of business at a meeting of directors is any seven Eligible Directors.

17.3 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision to appoint further directors or to call a general meeting so as to enable the Members to appoint further directors.

18 CHAIRING OF DIRECTORS' MEETINGS

18.1 The directors may appoint a director to chair their meetings and a person to act as the deputy, provided that the CEO shall not be eligible for appointment to either office.

18.2 The person appointed to chair directors' meetings for the time being is known as the **Chair** and the person appointed as the deputy for the time being is known as the **Vice Chair**.

18.3 The directors may terminate the Chair's appointment at any time and the directors may terminate the Vice Chair's appointment at any time, provided that they comply with any relevant provisions set out in bye-laws made under article 41.

18.4 If no director has been appointed as Chair, or the Chair is unwilling to chair the meeting or is not participating in a directors' meeting within ten minutes of the time at which it was due to start, the Vice Chair shall chair the meeting. If no director has been appointed as Vice Chair, or the Vice Chair is unwilling to chair the meeting or is not participating in a directors' meeting within ten minutes of the time at which it was due to start, the participating directors must appoint one of themselves to chair it.

19 CASTING VOTE

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

19.2 Article 19.1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the Chair or other director is not an Eligible Director for the purposes of that meeting (or part of a meeting).

20 DIRECTORS' CONFLICTS OF INTEREST

20.1 The directors may, in accordance with the requirements set out below, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching their duty under section 175 of the Act to avoid conflicts of interest:

20.1.1 Any authorisation under this article 20.1 shall be effective only if:

(a) to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;

(b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and

(c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.

20.1.2 Any authorisation of a Conflict under this article 20.1 may (whether at the time of giving the authorisation or subsequently):

(a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;

(b) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;

(c) provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;

(d) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;

(e) provide that, where the Interested Director obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a director of the Company) information that is confidential to a third party, the Interested Director shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and

(f) permit the Interested Director to be absent from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.

20.2 Where the directors authorise a Conflict, the Interested Director shall be obliged to act in accordance with any terms and conditions imposed by the directors in relation to the Conflict.

20.3 The directors may revoke or vary any authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.

20.4 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which that director derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

20.5 Where a director is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company, that director must:

20.5.1 declare the nature and extent of their interest in accordance with the requirements of the Act before discussion begins on the matter;

20.5.2 withdraw from the meeting for that item after providing any information requested by the directors;

20.5.3 not be counted in the quorum for that part of the meeting; and

20.5.4 be absent during the vote and have no vote on the matter.

21 RECORDS OF DECISIONS TO BE KEPT

21.1 The directors must ensure that the Company keeps a record (either in hard copy form or by way of electronic means), for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

PART 7: DIRECTORS' REMUNERATION AND EXPENSES

22 DIRECTORS' REMUNERATION

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

22.2 Directors are entitled to such remuneration as the Members may determine:

22.2.1 for their services to the company as directors; and

22.2.2 for any other service which they undertake for the Company.

22.3 Subject to the Articles, a director's remuneration may:

22.3.1 take any form; and

22.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

22.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.

23 DIRECTORS' EXPENSES

23.1 The Company may pay any reasonable expenses which the directors (and any company secretary) properly incur in connection with their attendance at:

23.1.1 meetings of directors or committees of directors;

23.1.2 general meetings; or

23.1.3 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 8: BECOMING AND CEASING TO BE A MEMBER

24 APPLICATIONS FOR MEMBERSHIP

24.1 Membership of the Company is open to any organisation interested in furthering the objects set out in article 3 provided that no organisation shall become a Member unless:

24.1.1 that organisation has completed an application for membership in a form approved by the directors from time to time (or those individuals of the Company authorised by the directors);

24.1.2 the directors from time to time (or those individuals of the Company authorised by the directors) have approved the application; and

24.1.3 the name of the organisation and the primary contact of that organisation has been entered into the Register of Members or the primary contact has consented on behalf of the organisation in writing to become a Member.

24.2 A letter shall be sent to each successful applicant confirming their membership of the Company and the details of each successful applicant shall be entered into the Register of Members.

24.3 The directors (or those individuals of the Company authorised by the directors) may decline to accept any application for membership and need not give reasons for doing so.

24.4 The directors (or those individuals of the Company authorised by the directors) may prescribe criteria for membership of the Company but shall not be obliged to accept organisations fulfilling those criteria as Members.

24.5 All Members must pay to the Company any subscription fees decided by the directors from time to time.

24.6 The directors may establish different classes of Members and set out their respective rights and obligations.

25 TERMINATION OF MEMBERSHIP

25.1 Membership is not transferable. An organisations membership terminates when that organisation ceases to exist.

25.2 A Member may withdraw from membership by giving seven days' notice to the Company in writing.

25.3 The directors may terminate the membership of any Member without their consent by giving them written notice if, in the reasonable opinion of the directors:

25.3.1 they are six months in arrears in paying the relevant subscription (if any), provided that membership may be reinstated on payment of the amount due; or

25.3.2 they are guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Members and directors into disrepute; or

25.3.3 they have acted or have threatened to act in a manner which is contrary to the interests of the Company as a whole; or

25.3.4 they have failed to observe the terms of these Articles and any bye-laws made under article 41,

and following such termination, the Member shall be removed from the Register of Members.

25.4 Any notice given to a Member pursuant to article 25.3 must give the Member the opportunity to be heard in writing or in person as to why their membership should not be terminated. The directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the membership of a Member.

25.5 A Member whose membership is terminated under article 25.3 shall not be entitled to a refund of any subscription or membership fee and shall remain liable to pay to the Company any subscription or other sum owed by them.

PART 10: DECISION-MAKING BY MEMBERS

26 ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

26.1 Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in accordance with articles 34 and 35).

26.2 General meetings, including the Annual General Meeting, are called on at least 14 and not more than 28 clear days' written notice indicating the business to be discussed and (if a special resolution is to be proposed) setting out the terms of the proposed special resolution.

26.3 A Member is able to exercise the right to speak at a general meeting when that Member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that Member has on the business of the meeting.

26.4 A Member is able to exercise the right to vote at a general meeting when:

26.4.1 that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

26.4.2 that Member'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 Members attending the meeting.

26.5 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.

26.6 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.

26.7 Two or more Members 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.

27 ANNUAL GENERAL MEETING

27.1 The Company must hold an Annual General Meeting in every year which all Members are entitled to attend.

27.2 Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

27.3 At an Annual General Meeting the Members:

27.3.1 receive the accounts of the Company for the previous financial year;

27.3.2 receive the directors' report on the Company's activities since the previous Annual General Meeting;

27.3.3 be informed of the retirement of those directors who wish to retire;

27.3.4 appoint reporting accountants or auditors for the Company; and

27.3.5 discuss and determine any issues of policy or deal with any other business put before them by the directors.

28 QUORUM FOR GENERAL MEETINGS

28.1 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the Members attending it do not constitute a quorum.

28.2 There is a quorum at a general meeting if the number of Members present or by proxy is at least twenty (or ten percent of the Members if smaller).

29 CHAIRING GENERAL MEETINGS

29.1 If the directors have appointed a Chair, the Chair shall chair general meetings if present and willing to do so.

29.2 If the directors have not appointed a Chair, or if the Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the Vice Chair, or if the Vice Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the directors present (or if no directors are present, the meeting) must appoint a director or Member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

29.3 The person chairing a meeting in accordance with this article is referred to as the **chair of the meeting**.

30 ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

30.1 A general meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants, and any Member, proxy or director participating/attending in a meeting by such means shall qualify as being present at the general meeting. General meetings held by electronic means must comply with rules for general meetings, including chairing and the taking of minutes

30.2 Directors may attend and speak at general meetings, whether or not they are Members.

30.3 The chair of the meeting may permit other persons who are not Members, or otherwise entitled to exercise the rights of Members in relation to general meetings, to attend and speak at a general meeting.

31 ADJOURNMENT

31.1 If the Members 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, if the meeting was convened by the Members, the meeting shall be dissolved and, in any other case, the chair of the meeting must adjourn it. If at the adjourned meeting the Members attending within half an hour of the time at which the meeting was due to start do not constitute a quorum, the Members present shall constitute a quorum.

31.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if the meeting consents to an adjournment, or it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any Member attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

31.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

31.4 When adjourning a general meeting, the chair of the meeting must 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 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

31.5 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 seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given) to the same persons to whom notice of the Company's general meetings is required to be given, and containing the same information which such notice is required to contain.

31.6 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.

32 VOTES OF MEMBERS

32.1 Subject to the Act, at any general meeting every Member who is present (or by proxy) shall on a show of hands have one vote and every Member present (or by proxy) shall on a poll have one vote.

33 ERRORS AND DISPUTES

33.1 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. Any such objection must be referred to the chair of the meeting, whose decision is final.

34 PROXIES

34.1 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:

34.1.1 states the name and address of the Member appointing the proxy;

34.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

34.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and

34.1.4 is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the general meeting in relation to which the proxy is appointed and in accordance with any instructions contained in the notice of the general meeting to which they relate.

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

34.3 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, but the Company shall not be obliged to ascertain that any proxy has complied with those or any other instructions given by the appointor and no decision on any resolution shall be vitiated by reason only that any proxy has not done so.

34.4 Unless a proxy notice indicates otherwise, it must be treated as:

34.4.1 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

34.4.2 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.

35 DELIVERY OF PROXY NOTICES

35.1 A Member 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 Member.

35.2 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 Member by whom or on whose behalf the proxy notice was given.

35.3 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.

35.4 If a proxy notice is not executed by the Member or on behalf of that Member 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.

36 AMENDMENTS TO RESOLUTIONS

36.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

36.1.1 notice of the proposed amendment is given to the Company in writing by a Member 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 chair of the meeting may determine); and

36.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

36.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:

36.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

36.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

36.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

PART 11: ADMINISTRATIVE ARRANGEMENTS

37 MEANS OF COMMUNICATION TO BE USED

37.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

37.1.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, two clear days after it was posted;

37.1.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;

37.1.3 if properly addressed and sent or supplied by electronic means (within the meaning given in section 1168 of the Act), 24 hours after the document or information was sent or supplied; and

37.1.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

37.2 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

38 NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

38.1 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.

39 PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

39.1 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.

40 SECRETARY

40.1 The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

41 BYE-LAWS

41.1 The directors may establish bye-laws governing matters relating to Company administration that are required from time to time for the effective operation of the Company (for example, the provisions relating to classes of Members, membership fees and subscriptions and the admission criteria for Members).

41.2 If there is a conflict between the terms of these Articles and any bye-laws established under article 41.1, the terms of these Articles shall prevail.

42 INDEMNITY AND INSURANCE

42.1 Subject to article 42.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

42.1.1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by them as a relevant officer:

(a) in the actual or purported execution and/or discharge of their duties, or in relation to them; and

(b) in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act),

including (in each case) any liability incurred by them in defending any civil or criminal proceedings, in which judgment is given in their favour or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants them, in their capacity as a relevant officer, relief from liability for

negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs; and

42.1.2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by them in connection with any proceedings or application referred to in article 42.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

42.2 This article 42 does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law and any such indemnity is limited accordingly.

42.3 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

42.4 In this article:

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

42.4.2 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and

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