

Company Number: 04224343

The Companies Act 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

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ARTICLES OF ASSOCIATION

The South Wales Football Association Limited

Incorporated on 29 day of May 2001

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF

THE SOUTH WALES FOOTBALL ASSOCIATION LIMITED

(Adopted by special resolution on 31st day of May 2018)

1. PRELIMINARY

- 1.1. 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.
- 1.2. 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.
- 1.3. 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.

2. DEFINED TERMS

- 2.1. In the Articles, unless the context requires otherwise—

“Articles” means the Company’s articles of association;

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

“business day” means a day that is not a Saturday or Sunday or any day that is a public holiday in Wales;

“chairman” has the meaning given in article 17;

“chairman of the general meeting” has the meaning given in article 30;

“Club Accreditation Programme” means the FAW accreditation programme in force from time to time relating to matters affecting junior clubs in areas including safeguarding and the qualification of coaches;

“Company” means The South Wales Football Association Limited;

“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;

“Council” means the members 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 Companies Act 2006;

“FAW Rules” means the rules and regulations of the Football Association of Wales Limited (“FAW”) as amended from time to time and all byelaws, orders, codes, policies, procedures and any other directive or information issued by the FAW from time to time;

“FIFA Rules” means the statutes of Federation Internationale de Football Association (“FIFA”) as amended from time to time and all rules, regulations, orders and other directives issued by FIFA from time to time;

“Laws of the Game” means the laws and other rules for playing association football as prescribed by the International Football Association Board from time to time;

“Life Vice-President” means a former President of the Company as prescribed in the Rules;

“Life Member” means a life member as prescribed in the Rules;

“member” means the members of the Company and has the meaning given in section 112 of the Companies Act 2006;

“Officers” means the President, the chairman of the board of directors, the vice-chairman of the board of directors, the honorary general secretary of the Company, the honorary assistant secretary (discipline) of the Company, the honorary assistant secretary (competitions) and the honorary treasurer of the Company, all of who shall be appointed in accordance with the Rules;

“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 15;

“President” means the president of the Company as prescribed in the Rules;

“proxy notice” has the meaning given in Article 37;

“Qualifying League Representative” means the representative of each league affiliated to the Company and each league’s representative shall be as prescribed in the Rules;

“Rules” means the rules of the Company as amended from time to time;

“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;

“UEFA Rules” means the statutes of Union des Association Europeennes de Football (“UEFA”) as amended from time to time and all rules, regulations, orders and other directives issued by UEFA from time to time; 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.

3. LIABILITY OF MEMBERS

3.1. 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:-

3.1.1. payment of the Company’s debts and liabilities contracted before he ceases to be a member,

3.1.2. payment of the costs, charges and expenses of winding up, and

3.1.3. adjustment of the rights of the contributories among themselves.

4. OBJECTS

4.1. Throughout south Wales, to improve the game of association football constantly and promote, regulate and control it in accordance with the FAW Rules and in the light of fair play and its unifying, educational, cultural and humanitarian values.

- 4.2. Throughout south Wales, to organise competitions, and authorise others to organise competitions, in association football in all its forms at all levels under its authority, by defining precisely, as required, the areas of authority of its various leagues and other affiliated bodies.
- 4.3. To draw up all necessary regulations to implement its rights, powers and objectives set out under the FAW Rules and such measures and procedures as may be necessary to ensure their enforcement.
- 4.4. To protect the interest of its members and the leagues and clubs affiliated to the Company in accordance with the Rules.
- 4.5. To comply with and prevent any infringement of the FIFA Rules, UEFA Rules and the FAW Rules and all decisions of FIFA, UEFA and the FAW as well as the Laws of the Game and ensure compliance with these by its members and the leagues and clubs affiliated to the Company in accordance with the Rules.
- 4.6. To support, promote and enforce the FAW's Club Accreditation Programme.
- 4.7. Throughout south Wales, to prevent all methods or practices which might jeopardise the integrity of football matches or competitions or give rise to abuse of association football under its authority.
- 4.8. To manage the sporting relations of the Company connected with association football in all its forms.
- 4.9. To be neutral in matters of politics and religion and in discharging its functions, the Company will not discriminate against a private person, or group of people, or other entity, on account of ethnic origin, gender, language, religion, politics, age or any other reason and will ensure compliance with these obligations by its members and the leagues and clubs affiliated to the Company in accordance with the Rules.
- 4.10. To promote friendly relations between its members and the leagues and clubs affiliated to the Company in accordance with the Rules and in society for humanitarian objectives.

5. POWERS

In pursuance of the objects set out in Article 4, the Company has the power to:-

- 5.1. 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;

- 5.2. 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;
- 5.3. 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;
- 5.4. 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;
- 5.5. 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;
- 5.6. 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;
- 5.7. pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and to contract with any person, firm or company to pay the same;
- 5.8. enter into contracts to provide services to or on behalf of other bodies;
- 5.9. provide and assist in the provision of money, materials or other help;
- 5.10. 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;
- 5.11. incorporate subsidiary companies to carry on any trade; and
- 5.12. do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the object set out in Article 4.

6. INCOME

- 6.1. The income and property of the Company from wherever derived shall be applied solely in promoting the Company's objects.
- 6.2. No distribution shall be paid or capital otherwise returned to the members in cash or otherwise. Nothing in these Articles shall prevent any payment in good faith by the Company of:-
 - 6.2.1. reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company;
 - 6.2.2. any interest on money lent by any member or any director at a reasonable and proper rate;
 - 6.2.3. reasonable and proper rent for premises demised or let by any member or director; or
 - 6.2.4. reasonable out-of-pocket expenses properly incurred by any director.

7. WINDING UP

- 7.1. In the event of a winding up or other dissolution of the Company, any funds and assets remaining after satisfaction of its debts and liabilities and the costs of any winding up or other dissolution:-
 - 7.1.1. may not be paid or distributed to the members; and
 - 7.1.2. must be transferred to one or more entities (whether incorporated or unincorporated) that:-
 - 7.1.2.1. have the principal purpose of the administration and development of association football in south Wales; and
 - 7.1.2.2. have restrictions on the application of their property (including, without limitation, any dividend, bonus or other distribution of any kind whether as income or capital or in the form of cash or otherwise) at least equivalent to the restrictions applicable under these Articles.
- 7.2. If that is not possible, they shall be transferred to or applied towards some other purpose or purposes that are charitable in the promotion of sport in south Wales under the law of England and Wales.

8. DIRECTORS' GENERAL AUTHORITY

- 8.1. Subject to the Articles, the directors are responsible for the management of the Company's business in accordance with its objects, for which purpose they may exercise all the powers of the Company.
- 8.2. The directors shall act upon the Rules so far as the same are consistent with these Articles. If any conflict or ambiguity arises between these Articles and the Rules, these Articles shall prevail.

9. MEMBERS' RESERVE POWER

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

10. DIRECTORS MAY DELEGATE

- 10.1. Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:-
 - 10.1.1. to a committee consisting of no more than 6 directors (who must be members). The directors shall have the power to fill any interim vacancy prior to the next meeting of the members and the directors shall have the power to co-opt up to 2 additional persons onto the committee with full voting rights. The quorum for meetings of a committee shall be 3, of which 2 must be members;
 - 10.1.2. by such means (including by power of attorney);
 - 10.1.3. to such an extent;
 - 10.1.4. in relation to such matters or territories; and
 - 10.1.5. on such terms and conditions,

PROVIDED THAT such delegation shall not be made without the prior approval of the members.

- 10.2. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 10.3. The directors may revoke any delegation in whole or part, or alter its terms and conditions.

11. COMMITTEES

- 11.1. 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.
- 11.2. The directors may make rules of procedure for themselves and any person, committee or other body to whom they delegate any of their powers. These Articles shall prevail over such rules of procedure if they are not consistent with these Articles.

12. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 12.1. 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 13.
- 12.2. If:-
 - 12.2.1. the Company only has one director for the time being, and
 - 12.2.2. no provision of the Articles requires it to have more than one director, the general rule does not apply, and the director may (for so long as he remains the sole director) take decisions without regard to any of the provisions of the Articles relating to directors' decision-making.

13. UNANIMOUS DECISIONS

- 13.1. 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.
- 13.2. 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.
- 13.3. 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.
- 13.4. 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.

14. CALLING A DIRECTORS' MEETING

- 14.1. Any director may call a directors' meeting by giving not less than 7 calendar days' notice of the meeting to the directors or by authorising the Company secretary (if any) to give such notice.
- 14.2. Notice of any directors' meeting must indicate:-
 - 14.2.1. its proposed date and time;
 - 14.2.2. where it is to take place; and
 - 14.2.3. 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.
- 14.3. Notice of a directors' meeting must be given to each director in writing.
- 14.4. 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.

15. PARTICIPATION IN DIRECTORS' MEETINGS

- 15.1. Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when:-
 - 15.1.1. the meeting has been called and takes place in accordance with the Articles, and
 - 15.1.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 15.2. In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 15.3. 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.

16. QUORUM FOR DIRECTORS' MEETINGS

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

16.2. 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 2, and unless otherwise fixed it is 5.

16.3. 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:-

16.3.1. to appoint further directors, or

16.3.2. to call a general meeting so as to enable the members to appoint further directors.

17. CHAIRING OF DIRECTORS' MEETINGS

17.1. The members of the Company shall, in accordance with the Rules, appoint a person to chair meetings of the directors.

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

17.3. If the chairman is not participating in a directors' meeting within 10 minutes of the time at which it was to start, the person appointed vice-chair by the members of the Company (in accordance with the Rules) shall chair the meeting and in that person's absence then participating directors must appoint one of themselves to chair it.

18. CASTING VOTE

18.1. If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote but only if such person voted on the initial proposal.

18.2. 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.

19. CONFLICTS OF INTEREST

19.1. If a director of the Company is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Company, that director must declare the nature and extent of that interest to the other directors.

19.2. In respect of the interest declared, the director shall:-

19.2.1. not be counted in the quorum present at the meeting to consider such matter;

19.2.2. have no vote on such matter; and

19.2.3. leave the room and take no further part in the discussion on such matter.

19.3. The provisions of Article 19.2 shall not apply to:-

19.3.1. any arrangement for giving any director security or indemnity in respect of money lent by him to the Company or to obligations undertaken by him for the benefit of the Company;

19.3.2. any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the director himself has assumed responsibility in whole or in part under guarantee or indemnity or by the deposit of a security;

19.3.3. any contract by a director to subscribe for or underwrite shares or debentures of the Company; or

19.3.4. any contract, proposed contract or other matter involving the Company in which such interest arises solely because the director is appointed, nominated or elected a director of the Company as the representative of any league.

19.4. The directors may direct that the provisions of Article 19.2 be suspended or relaxed in respect of a specific matter for any director who has made the necessary declaration in respect of the matter under Article 19.1.

20. RECORDS OF DECISIONS TO BE KEPT

20.1. 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.

21. APPOINTMENT OF DIRECTORS

21.1. The directors of the Company:-

21.1.1. shall be those persons who from time to time pursuant to the Rules are the Officers;

21.1.2. 4 other members of the Company who are not Officers and who are appointed by the members of the Company in accordance with the Rules; and

21.1.3. at the discretion of the directors up to 2 other persons appointed by the directors who need not be members of, or have any other

connection with, the Company and the directors shall have the power to fill any vacancy arising in such appointments.

- 21.2. The appointment of a director shall be for a term of 3 years and at the end of such period (and any subsequent re-election) the director shall be eligible to stand for re-election.

22. TERMINATION OF DIRECTOR'S APPOINTMENT

- 22.1. A person ceases to be a director as soon as:-
- 22.1.1. 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;
 - 22.1.2. a bankruptcy order is made against that person;
 - 22.1.3. a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 22.1.4. 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;
 - 22.1.5. notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect immediately on the date the notification is received by the Company irrespective of a later date stipulated in the notification unless the directors (in their absolute discretion) agree another date;
 - 22.1.6. that person shall have been absent from three consecutive meetings of the directors without permission of the directors;
 - 22.1.7. that person is suspended from taking part in football and/or football management;
 - 22.1.8. that person becomes a referee on the active list of the Company; or
 - 22.1.9. that person does any act or thing which in the opinion of the directors brings the Company into disrepute.
- 22.2. An Officer who resigns as a director of the Company automatically ceases to be an Officer and member of the Company.

23. DIRECTORS' REMUNERATION

- 23.1. Directors may undertake any services for the Company that the directors decide.
- 23.2. Directors are entitled to such remuneration as the members of the Company determine:-
 - 23.2.1. for their services to the Company as directors, and
 - 23.2.2. for any other service which they undertake for the Company.
- 23.3. Subject to the Articles, a director's remuneration may:-
 - 23.3.1. take any form, and
 - 23.3.2. 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.
- 23.4. Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- 23.5. Unless the directors decide otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

24. DIRECTORS' EXPENSES

- 24.1. The Company may pay any reasonable expenses which the directors (and the secretary) properly incur in connection with their attendance at:-
 - 24.1.1. meetings of directors or committees of directors,
 - 24.1.2. general meetings of the members,or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

25. SECRETARY

- 25.1. The members of the Company 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.

26. MEMBERSHIP

26.1. The members of the Company shall be those persons who, from time to time are:-

26.1.1. the Officers;

26.1.2. Life Vice-Presidents of the Company;

26.1.3. Life Members of the Company;

26.1.4. the Qualifying League Representatives;

26.1.5. up to 2 safeguarding officers of the Company appointed by the members of the Company;

26.1.6. a referees' officer of the Company appointed by the members of the Company;

26.1.7. a representative appointed by the South Wales Referees Association;

26.1.8. a representative appointed by the South Wales Youth League;

26.1.9. a representative appointed by the Wales Veterans' Football League;

26.1.10. a representative appointed by the South Wales Disability Football League;

26.1.11. a representative appointed by the Welsh Schools' Football Association;

26.1.12. a representative from (and appointed by) each Junior League created by the Company; and

26.1.13. a representative appointed by the FAW Football in the Community Limited (trading as the FAW Trust).

26.2. Meetings of the members of the Company shall be styled as meetings of the Council.

27. TERMINATION OF MEMBERSHIP

27.1. A member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.

27.2. Membership is not transferable.

- 27.3. A person's membership terminates when that person dies or ceases to exist.
- 27.4. An Officer who resigns as a member of the Company automatically ceases to be a director of the Company.
- 27.5. A person shall cease to be a member of the Company upon a resolution to that effect at a general meeting of the Company passed by at least two-thirds of those members of the Company attending and entitled to vote.

28. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 28.1. An annual general meeting of the Company shall be held in each year.
- 28.2. 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.
- 28.3. A person is able to exercise the right to vote at a general meeting when:-
 - 28.3.1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 28.3.2. 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.
- 28.4. 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.
- 28.5. 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.
- 28.6. 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.

29. QUORUM FOR GENERAL MEETINGS

- 29.1. The quorum of a general meeting may be fixed by the general meeting from time to time, but it must never be less than two, and unless otherwise fixed it is 5.

- 29.2. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

30. CHAIRING GENERAL MEETINGS

- 30.1. The chair of general meetings of the members of the Company shall be the President.

- 30.2. If the President is unwilling to chair the meeting or is not present within 10 minutes of the time at which a meeting was due to start:-

30.2.1. the directors present, or

30.2.2. (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 general meeting must be the first business of the meeting.

- 30.3. The person chairing a meeting in accordance with this article is referred to as “the chairman of the general meeting”.

31. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS AT GENERAL MEETINGS

- 31.1. Directors may attend and speak at general meetings, whether or not they are members of the Company.

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

32. ADJOURNMENT OF GENERAL MEETING

- 32.1. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the general meeting must adjourn it.

- 32.2. The chairman of the general meeting may adjourn a general meeting at which a quorum is present if:-

32.2.1. the meeting consents to an adjournment, or

32.2.2. it appears to the chairman of the general meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

- 32.3. The chairman of the general meeting must adjourn a general meeting if directed to do so by the meeting.
- 32.4. When adjourning a general meeting, the chairman of the general meeting must:-
- 32.4.1. 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
- 32.4.2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 32.5. 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):-
- 32.5.1. to the same persons to whom notice of the Company's general meetings is required to be given, and
- 32.5.2. containing the same information which such notice is required to contain.
- 32.6. 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.

33. VOTING AT GENERAL MEETINGS

- 33.1. Subject to the Act, at any general meeting every member who is present in person (or by proxy) shall on a show of hands have one vote and every member present in person (or by proxy) shall on a poll have one vote.
- 33.2. 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 chairman of the general meeting whose decision is final.
- 33.3. If the number of votes for and against a resolution at a general meeting are equal, the chairman of the general meeting shall have a casting vote but only if the chairman of the general meeting voted on the initial resolution.

34. POLL VOTES AT GENERAL MEETINGS

- 34.1. A poll on a resolution may be demanded:-

- 34.1.1. in advance of the general meeting where it is to be put to the vote, or
 - 34.1.2. 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.
- 34.2. A poll may be demanded by:-
- 34.2.1. the chairman of the general meeting;
 - 34.2.2. the directors;
 - 34.2.3. 2 or more persons having the right to vote on the resolution; or
 - 34.2.4. 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.
- 34.3. A demand for a poll made by a person as proxy for a member is the same as a demand made by the member.
- 34.4. A demand for a poll may be withdrawn if:-
- 34.4.1. the poll has not yet been taken, and
 - 34.4.2. the chairman of the general meeting consents to the withdrawal.
- 34.5. Polls must be taken immediately and in such manner as the chairman of the general meeting directs.

35. CONTENT OF PROXY NOTICES USED AT GENERAL MEETINGS

- 35.1. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:-
- 35.1.1. states the name and address of the member appointing the proxy;
 - 35.1.2. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 35.1.3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 35.1.4. is 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 in accordance with any other instructions contained in the notice of the general meeting to which they relate.

- 35.2. The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 35.3. 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.
- 35.4. Unless a proxy notice indicates otherwise, it must be treated as:-
 - 35.4.1. 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
 - 35.4.2. 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.

36. DELIVERY OF PROXY NOTICES AT GENERAL MEETINGS

- 36.1. Any proxy notice received at such address as is referred to in Article 37.1.4 less than 48 hours before the time for holding the general meeting or adjourned general meeting shall be invalid.
- 36.2. 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.
- 36.3. 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.
- 36.4. 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.
- 36.5. 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.

37. AMENDMENTS TO RESOLUTIONS AT GENERAL MEETINGS

- 37.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:-
 - 37.1.1. 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 general meeting may determine), and

37.1.2. the proposed amendment does not, in the reasonable opinion of the chairman of the general meeting, materially alter the scope of the resolution.

37.2. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:-

37.2.1. the chairman of the general meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

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

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

38. MEANS OF COMMUNICATION TO BE USED

38.1. 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.

38.2. 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.

38.3. 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.

38.4. A member whose address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices under these Articles may be sent to him/her or an address to which notices may be sent by electronic means is entitled to have notices sent to him/her at that address, but otherwise no such member is entitled to receive any notices from the Company.

38.5. If the Company sends or supplies notices or other documents under these Articles 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 24 hours after posting.

38.6. If the Company sends or supplies notices or other documents under these Articles 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.

38.7. For the purposes of this Article 38, no account shall be taken of any part of a day that is not a business day.

39. NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

39.1. 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.

40. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

40.1. 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.

41. INDEMNITY AND INSURANCE

41.1. Subject to Article 41.2 but without prejudice to any indemnity to which a relevant officer is otherwise entitled:-

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

41.1.1.1. in the actual or purported execution and/or discharge of his duties, or in relation to them; and

41.1.1.2. 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 him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of

without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his 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

- 41.1.2. the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 41.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
- 41.2. This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.
- 41.3. 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.
- 41.4. In this Article:-
 - 41.4.1. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - 41.4.2. 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
 - 41.4.3. a **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 he is also a director or other officer), to the extent he acts in his capacity as auditor).