

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
STOKE-ON-TRENT AND STAFFORDSHIRE LOCAL ENTERPRISE
PARTNERSHIP LIMITED

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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
STOKE-ON-TRENT AND STAFFORDSHIRE LOCAL ENTERPRISE PARTNERSHIP
LIMITED (the "Company")

Interpretation, objects and limitation of liability

1. INTERPRETATION

1.1. In these Articles, unless the context otherwise requires:

Accountable Body: means Staffordshire County Council or another local authority who is approved by the Directors and is responsible for overseeing the proper administration and financial affairs in respect of public funds within the LEP Area;

Act: means the Companies Act 2006;

AGM: has the meaning given to it in article 27;

Alternate Director: means a person, appointed in accordance with article 23;

Articles: means the Company's articles of association for the time being in force;

Assurance Framework: means the local assurance framework adopted by the Company from time to time and confirmed by the Accountable Body to be in accordance with central government's requirements;

Authorised Representative: has the meaning given to it in article 34.2;

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

Board Observer: an individual who is permitted to attend and participate in **meetings** of the **board** of Directors and to receive all information provided to Directors (including minutes of **meetings**), but who is not permitted to formally vote on matters submitted for a vote;

Business Day: means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

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 16, any Director whose vote is not to be counted in respect of the particular matter);

LEP Area: means the City of Stoke-on-Trent and the administrative County of Staffordshire or such other geographical area as is assigned to the Company by government from time to time;

Member: means a person whose name is entered in the Register of Members of the Company and **Membership** shall be construed accordingly;

Member Organisation: has the meaning given to it in article 34.1;

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles;

Objects: has the meaning given to it in article 2.1 and **object** shall mean any one of them;

Ordinary resolution: has the meaning given in section 282 of the Act;

Private Sector Director: means any person appointed under article 20.1.1;

Private Sector Member: means any person admitted to Membership in accordance with article 25.1.1;

Public Sector Director: means any person appointed under article 20.1.2;

Public Sector Member: means any person admitted to Membership in accordance with article 25.5;

Secretary: means the secretary of the Company and any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

Special resolution: has the meaning given in section 283 of the Act;

Subsidiary: has the meaning given in section 1159 of the Act;

Voluntary Sector Director: means an officer, principal or person of equivalent seniority of a social enterprise, voluntary organisation or charity conducting the whole or part of its business within the LEP Area;

University Director: means any person appointed under article 20.1.3;

University Member: means any institution admitted to Membership in accordance with article 25.6;

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. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4. A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5. Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.
- 1.6. Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7. The Model Articles shall not apply to the Company.

2. OBJECTS

- 2.1. The objects for which the Company is established (**Objects**) are:
 - 2.1.1. to stimulate economic growth, employment, community development, inward investment, training and development, and commerce in the LEP Area; and
 - 2.1.2. to promote the LEP Area positively at regional, national, European and international levels on matters affecting its economic development.

3. POWERS

- 3.1. In pursuance of the Objects, the Company has the powers to:
 - 3.1.1. do all such things which in the opinion of the Directors are in the best interests of the Company and its Members; and
 - 3.1.2. do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the Objects.

4. INCOME

- 4.1. The income and property of the Company from wherever derived shall be applied solely in promoting the Objects.
- 4.2. 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:
 - 4.2.1. reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
 - 4.2.2. any interest on money lent by any Member or any Director at a reasonable and proper rate;
 - 4.2.3. reasonable and proper rent for premises demised or let by any Member or Director; or
 - 4.2.4. reasonable out-of-pocket expenses properly incurred by any Director.

5. WINDING UP

On the winding-up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members but transferred to another body with objects similar to those of the Company within the LEP Area or as directed for use in the LEP Area by the government department then responsible for local enterprise partnerships.

6. GUARANTEE

- 6.1. 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
 - 6.1.1. payment of the Company's debts and liabilities contracted before he ceases to be a Member;
 - 6.1.2. payment of the costs, charges and expenses of the winding up; and
 - 6.1.3. adjustment of the rights of the contributories among themselves.

Director: general

7. DIRECTORS' GENERAL AUTHORITY AND CONDUCT

- 7.1. The Directors are responsible for the management of the Company's business and may exercise all the powers of the Company accordingly.
- 7.2. In their conduct of the Company's business the Directors shall at all times:

- 7.2.1. conduct themselves in a professionally responsible manner;
- 7.2.2. will have due regard to all confidentiality obligations concerning the Company's business; and
- 7.2.3. shall observe the seven principles as set out by The Committee on Standards in Public Life (as amended from time to time).

8. DIRECTORS MAY DELEGATE

8.1. Subject to the Articles and Assurance Framework, the Directors may delegate, by Ordinary resolution, any of the powers which are conferred on them under the Articles:

- 8.1.1. to such person or committee or sub-group;
- 8.1.2. by such means (including power of attorney);
- 8.1.3. to such an extent;
- 8.1.4. in relation to such matters or territories; and
- 8.1.5. on such terms and conditions;

as they think fit.

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

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

9. COMMITTEES AND SUB-GROUPS

The rules and procedures regarding the creation, purpose and governance of committees and sub-groups shall be as detailed in the Assurance Framework.

Directors: decision-making

10. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

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 11.

11. UNANIMOUS DECISIONS

11.1. 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.

11.2. 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.

11.3. 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.

12. CALLING A DIRECTORS' MEETING

12.1. Subject to article 12.2, any Director may call a Directors' meeting by giving not less than five Business Days' notice of the meeting to the Directors or by authorising the Secretary (if any) to give such notice.

12.2. By exception, a Directors' meeting may be called by any Director by giving less than five Business Days' notice where urgent decisions are required which relate to the provision of public funds within the LEP Area.

12.3. A Director who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the Directors' meeting.

13. QUORUM FOR DIRECTORS' MEETINGS

13.1. At a meeting of the Directors, 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' meeting shall be nine Eligible Directors and a meeting shall not be quorate where the number of Private Sector Directors is less than the number of Public Sector Directors.

13.3. 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:

13.3.1. to appoint further Directors; or

13.3.2. to call a general meeting so as to enable the Members to appoint further Directors.

14. CHAIRING OF DIRECTORS MEETINGS AND APPOINTMENT OF VICE CHAIR

14.1. The Directors will appoint a Private Sector Director to chair their meetings and the person so appointed for the time being is the **Chair**.

14.2. The Directors may appoint a Private Sector Director to act as a deputy to the Chair (**Deputy Chair**) for such purposes as the Directors may determine.

14.3. A Chair or Deputy Chair (as applicable) shall be appointed in accordance with the Assurance Framework.

- 14.4. To ensure that the Chair and Deputy Chair remain subject after the end of their respective terms to the provisions of article 21, the Chair shall not be eligible for the role of Deputy Chair after serving two consecutive terms as Chair and the Deputy Chair shall not be eligible for the role of Chair after serving two consecutive terms as Deputy Chair. The Deputy Chair shall not automatically succeed to the role of Chair.
- 14.5. If neither the Chair nor the Deputy Chair are participating in a meeting of Directors within 15 minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it, such person being a Private Sector Director.

15. CASTING VOTE

- 15.1. If the numbers of votes for and against a proposal at a meeting of Directors are equal, the Chair, Deputy Chair or other Director chairing the meeting (as appropriate) has the casting vote.
- 15.2. But this does not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the Chair, Deputy Chair or other Director chairing the meeting is not an Eligible Director for the purposes of that meeting (or part of a meeting).

16. DIRECTORS' CONFLICTS OF INTEREST

The Directors must at all time comply the Act and the conflict of interest policy detailed in the Assurance Framework.

17. RECORDS OF DECISIONS TO BE KEPT

Where decisions of the Directors are taken by electronic means in accordance with the Assurance Framework, such decisions shall be recorded by the Directors in the minutes of the next Director's meeting.

18. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

Subject to these Articles, the Directors may make any rule which they think fit about how they take decisions, or any committees and sub-groups take decisions, and about how such rules are to be recorded or communicated to Directors.

Directors: numbers and appointment

19. NUMBER OF DIRECTORS

Unless otherwise determined by Special resolution, the number of Directors (other than Alternate Directors) shall not be less than eight but shall not exceed eighteen.

20. APPOINTMENT OF DIRECTORS

- 20.1. A Director must be a natural person and must at all times possess the following characteristics (as appropriate) unless otherwise approved by a Special resolution of the Members:
- 20.1.1. in respect of a Private Sector Director, an owner (in whole or in part), officer, principal or person of equivalent seniority of a business or undertaking carried on with a view to making profit and conducting the whole or part of its business within LEP Area, including a Voluntary Sector Director and a University Director within the LEP Area;
 - 20.1.2. in respect of a Public Sector Director, a leader or deputy leader, or cabinet member with the portfolio/lead responsibility for economic development within a Public Sector Member; and
 - 20.1.3. in respect of a University Director, a vice chancellor, pro vice-chancellor or person of equivalent seniority within a University Member within the LEP Area.

21. RETIREMENT OF PRIVATE SECTOR DIRECTORS

- 21.1. Subject to article 21.2 Private Sector Directors shall retire from office from the end of the annual general meeting following the third anniversary of their appointment. Subject to articles 21.3 and 21.4, such retiring Private Sector Directors shall be eligible for re-election by the Members at that annual general meeting.
- 21.2. The retirement of Private Sector Directors shall be by rotation to ensure not all or more than six Private Sector Directors are required to retire at the same time. In this case, some Private Sector Directors shall serve a term longer than 3 years but less than 4.
- 21.3. A retiring Private Sector Director shall, subject to article 21.4, be eligible for re-election for further periods of three years.
- 21.4. Any Private Sector Director who shall have served for a total term of six years or more in accordance with article 21.2 shall not be entitled to be re-elected.
- 21.5. The Chair and Deputy Chair shall not be required to retire from the office of Director whilst they are in post.

22. DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 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 Act or these Articles or he becomes prohibited by law from being a Director;
 - 22.1.2. that person ceases to have the characteristics (as appropriate) required pursuant to article 20.1;

- 22.1.3. that person shall for have been absent form four or more meetings of the Directors within a rolling 12 month period without permission of the Directors and the Directors resolve that that person’s office be vacated;
 - 22.1.4. a Bankruptcy order is made against that person;
 - 22.1.5. a composition is made with that person’s creditors generally in satisfaction of that person’s debts;
 - 22.1.6. 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 six months; or
 - 22.1.7. 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.
- 22.2. In the event of any Director who is also a Private Sector Member vacating their office as a Director of the Company for any reason, such Director shall at the same time cease to be a Member.

Directors: miscellaneous

23. ALTERNATE DIRECTORS

- 23.1. Public Sector Directors and University Directors (other than their Alternate Directors) shall be entitled to appoint an Alternate Director in accordance with the Assurance Framework (Appointor)(as appropriate) to:
- 23.1.1 exercise that Director's powers; and
 - 23.1.2 carry out that Director's responsibilities,
- in relation to the taking of decisions by the directors, in the absence of the Appointor.
- 23.2. Any appointment or removal of an Alternate Director must be effected by notice in Writing to the Company signed by the Appointor, or in any other manner approved by the Directors.
- 23.3. The notice must:
- 23.3.1. identify the proposed alternate; and
 - 23.3.2. in the case of a notice of appointment, contain a statement signed by the proposed Alternate Director that he is willing to act as the alternate of the Director giving the notice.
- 23.4. Except as the Articles specify otherwise, Alternate Directors are:
- 23.4.1. deemed for all purposes to be Directors;

23.4.2. liable for their own acts and omissions;
23.4.3. subject to the same restrictions as their Appointors; and
23.4.4. not deemed to be agents of or for their Appointors
and, in particular (without limitation), each Alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his Appointor is a Member.

23.5. A person who is an Alternate Director but not a Director:

23.5.1. may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's Appointor is not participating);

23.5.2. may participate in a unanimous decision of the Directors (but only if his Appointor is an Eligible Director in relation to that decision, but does not participate); and

23.5.3 shall not be counted as more than one Director for the purposes of 23.5

24. SECRETARY

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.

Members: becoming and ceasing to be a Member

25. MEMBERSHIP

25.1. Membership of the Company shall be comprised of:

25.1.1. all Directors save for the Public Sector Directors and University Director;

25.1.2. the Public Sector Members; and

25.1.3. the University Member.

25.2. Applications by persons to become a Private Sector Member and therefore a Private Sector Director and who possess the characteristics (as appropriate, not including a University Director) in article 20.1.1 shall:

25.2.1. apply to the Company in the form required by the Directors;

25.2.2. be approved by the Directors; and

25.2.3. sign a written consent to become a Member agreeing to be bound by these Articles.

- 25.3. The Directors shall be entitled to refuse admission to a person as a Private Sector Member if:
- 25.3.1. in their opinion, the person, does not possess the required characteristics pursuant to article 20.1.1; or
 - 25.3.2. in their opinion, they consider it not to be in the best interests of the Company to admit such a person as a Private Sector Member.
- 25.4. No membership fee shall be charged by the Company.
- 25.5. The Public Sector Members shall:
- 25.5.1. be Staffordshire County Council as the Accountable Body and such other local authorities or public sector body (including further education colleges) within the LEP Area in accordance with the Assurance Framework;
 - 25.5.2. subject to article 25.5.3, each be entitled to exercise one vote in relation to any resolution of the Members; and
 - 25.5.3. subject to article 20.1.2 have the right, as a class of Members, from time to time to appoint as their representatives up to six natural persons comprising one person from Staffordshire County Council, one person from Stoke-on-Trent City Council, up to four natural persons from the district and borough councils in the LEP Area to be Directors and may at time appoint or remove any such person and appoint another person in their place.
- 25.6. The University Members shall:
- 25.6.1. be Staffordshire University and Keele University;
 - 25.6.2. subject to article 25.6.3, they will be entitled to exercise one vote in relation to any resolution of the Members; and
 - 25.6.3. subject to article 25.6.2, have the right, as a class of Members, from time to time to appoint as their representatives up to two natural persons to be a Director and may at any time remove such person and appoint another person in their place. .
- 25.7. The provisions regarding general meetings in these Articles shall, subject to the necessary changes being made, apply to such class meetings of the Members.
- 25.8. Public Sector Members shall be entitled to nominate and send a Board Observer from their relevant authority to a meeting of the Directors. The Accountable Body will send a Board Observer in its role as Accountable Body. The Department for Business, Energy and Industrial Strategy or any successor body, shall be entitled to send a Board Observer to a meeting of the Directors.

26. TRANSFER OF MEMBERSHIP

Membership shall not be transferable.

Decision making by Members: general meetings

27. ANNUAL GENERAL MEETING

The Company shall hold an annual general meeting (**AGM**) at least once every calendar year to be held within the LEP Area and such meeting shall be open to the public.

28. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

28.1. 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.

28.2. 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.

28.3. 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. 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.

28.5. 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.

29. QUORUM FOR GENERAL MEETINGS

29.1. 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.

29.2. The quorum for a general meeting is nine Members and no meeting shall be quorate unless the number of Members who are Private Sector Members between them comprise no less than two-thirds of the number of total Members participating.

30. CHAIRING GENERAL MEETINGS

30.1. The Chair or, in his or her absence, the Deputy Chair or, in his or her absence, a Private Sector Director nominated by the Directors shall preside as chair of every general meeting.

30.2. If neither the Chair, the Deputy Chair nor such other Private Sector Director nominated in accordance with article 30.1 is present within fifteen minutes after the time appointed for

holding the meeting and willing to act, the directors present shall elect one of their number to chair the meeting.

- 30.3. If no Director is willing to act as chair of the meeting, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present in person or by proxy and entitled to vote must choose one of their number to be chair of the meeting, save that a proxy holder who is not a Member entitled to vote shall not be entitled to be appointed as chair of the meeting.

31. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

- 31.1. Directors may attend and speak at general meetings, whether or not they are Members.
- 31.2. The chairman of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting and, in the case of an AGM, the chair of the meeting is obliged to permit such other persons who are not Members of the Company to speak.

32. ADJOURNMENT

- 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 chair of the meeting must adjourn it.
- 32.2. The chair of the 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 chair 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.
- 32.3. The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 32.4. When adjourning a general meeting, the chair of the 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.

Voting at general meetings

33. VOTING: GENERAL

- 33.1. Without prejudice to any other provision of these Articles, 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.

34. MEMBER ORGANISATIONS

- 34.1. The following provisions shall apply to a Member that is an organisation (and not an individual) (**Member Organisation**).
- 34.2. A Member Organisation may nominate any individual to act as its representative (**Authorised Representative**) at any meeting of the Company.
- 34.3. The Member Organisation must give notice in Writing to the Company of the name of its Authorised Representative. The Authorised Representative will not be entitled to represent the Member Organisation at any meeting of the Company unless such notice has been received by the Company and the Authorised Representative may continue to represent the Member Organisation until notice in Writing is received by the Company to the contrary.
- 34.4. A Member Organisation may appoint an Authorised Representative to represent it at a particular meeting of the Company or at all meetings of the Company until notice in Writing to the contrary is received by the Company.
- 34.5. Any notice in Writing received by the Company shall be conclusive evidence of the Authorised Representative's authority to represent the Member Organisation or that his or her authority has been revoked and the Company shall not be required to look behind such notice.
- 34.6. Any individual appointed by a Member Organisation to act as its Authorised Representative may exercise (on behalf of the Member Organisation) the same powers as an individual Member.
- 34.7. On a vote on a resolution at a meeting of the Company, the Authorised Representative has the same voting rights as the Member Organisation would have if it were an individual Member present in person at the meeting.
- 34.8. The power to appoint an Authorised Representative under this article 34 is without prejudice to any rights which the Member Organisation has under the Act and the Articles to appoint a proxy or corporate representative.

35. ERRORS AND DISPUTES

- 35.1. 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.
- 35.2. Any such objection must be referred to the chair of the meeting whose decision is final.

36. POLL VOTES

- 36.1. A poll on a resolution may be demanded:
 - 36.1.1. in advance of the general meeting where it is to be put to the vote; or
 - 36.1.2. 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.
- 36.2. A poll may be demanded by:
 - 36.2.1. the chair of the meeting;
 - 36.2.2. the Directors;
 - 36.2.3. two or more persons having the right to vote on the resolution; or
 - 36.2.4. 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.
- 36.3. A demand for a poll may be withdrawn if:
 - 36.3.1. the poll has not yet been taken; and
 - 36.3.2. the chair of the meeting consents to the withdrawal.
- 36.4. Polls must be taken immediately and in such manner as the chair of the meeting directs.

37. CONTENT OF PROXY NOTICES

- 37.1. Proxies may only validly be appointed by a notice in Writing (a “proxy notice”) which:
 - 37.1.1. states the name and address of the Member appointing the proxy;
 - 37.1.2. identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;
 - 37.1.3. is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - 37.1.4. is delivered to the company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

- 37.2. The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 37.3. Unless a proxy notice indicates otherwise, it must be treated as:
- 37.3.1. 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
 - 37.3.2. 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.

38. DELIVERY OF PROXY NOTICES

- 38.1. 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.
- 38.2. 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.
- 38.3. 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.
- 38.4. 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.

39. AMENDMENTS TO RESOLUTIONS

- 39.1. An Ordinary resolution to be proposed at a general meeting may be amended by Ordinary resolution if:
- 39.1.1. 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 meeting may determine); and
 - 39.1.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 39.2. 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.

Administrative arrangements

40. MEANS OF COMMUNICATION TO BE USED

The procedures regarding the service and delivery of any notice, document or other information to be delivered to the intended recipient shall be as detailed in the Assurance Framework.

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