

The Companies Act 2006

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

of

Community Energy Association (England) Limited

Adopted on [date of approval]

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Part 1 INTERPRETATION, OBJECTS AND LIABILITY

1. Defined terms

In the articles, unless the context requires otherwise—

“AGM” means an annual general meeting of the company;

“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;

“bye-laws” means any bye-laws of the company from time to time in force pursuant to article 19;

“chair” has the meaning given in article 14;

“chair of the meeting” has the meaning given in article 31; “community energy” has the meaning given in the bye-laws or, if no meaning is defined therein: the production and/or supply and/or distribution of power and/or heat and/or fuel from renewable or low or zero carbon sources in a manner which is designed to meet or assist in meeting or reduce the energy needs of a community and/or to contribute to its general prosperity and well-being;

“community member” means a member of the company which meets the definition of community member as set out in the bye-laws;

“company means the company governed by these Articles of Association and the bye-laws”;

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

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

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

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

“member’s representative” means any person appointed by a member in accordance with article 27;

“organisation” means any organisation of a community nature (which may be incorporated or unincorporated) including, without limitation, companies, firms, partnerships, sole traders, academic institutions, charities, government and non-government agencies, not-for-profit organisations and community groups yet to incorporate;

“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 12;

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

“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;

“virtually” means (in relation to a meeting) by telephone link, video link, or other technology allowing all participants to communicate with one another in real time without being physically present in the same place (and for these purposes “communicate” includes both incoming and outgoing communication);

“voting member” means each member of the company, unless they belong to a class of membership specifically identified in the articles or bye laws as being non-voting; and “writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

2. Objects and powers

(1) The objects for which the company is established are:-

- (a) To promote; accelerate the development of; and create new opportunities for community energy in England and the United Kingdom, by:
- (b) helping the establishment of community energy initiatives inter alia by providing access to the expertise of established community energy organisations and others;
- (c) creating new opportunities for community renewable energy and energy efficiency projects by working with both commercial and public sectors to develop successful delivery partnerships;
- (d) providing a voice for community energy organisations in making inputs to policy and regulation, working in collaboration with others and independently;
- (e) disseminating the achievements of the sector, mentoring, providing best practice materials and providing a forum for community energy enterprises to collaborate, become more professional, and achieve continuous improvement; and
- (f) providing a network within which community energy organisations can maximise their outreach when seeking membership, funding and other inputs for their projects.

(2) The company has the following powers, which may be exercised only in promoting the objects:

- (a) to hold or arrange for the holding of periodical meetings of the members of the company and of the community energy sector generally;
- (b) to circulate such information as may be thought desirable;
- (c) subject to the provisions of the Companies Acts and other applicable regulations, to purchase, take on lease, exchange, hire or otherwise acquire any real and personal property and any rights or privileges necessary or convenient for the purposes of the company;
- (d) to sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the company;
- (e) to borrow any moneys required for the purposes of the company upon such terms and upon such securities as may be determined; and
- (f) to do all such other lawful things as may, in the opinion of the directors, be incidental or conducive to the promotion or carrying out of the foregoing objects or any of them.

3. Use of surplus income or property

The income and property of the company, from whatever source derived, shall be applied solely towards the promotion of the objects of the company as set forth in these articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise, by way of profit to the persons who at any time are or have been members of the company or to any person claiming through any of them,

provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the company or to any member of the company or other person in return for any services actually rendered to the company.

4. Members' liability and dissolution provisions

- (1) The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—
 - (a) payment of the company's debts and liabilities contracted before he ceases to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.
- (2) If upon the winding up or dissolution of the company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the company, but shall be given or transferred to some other company or companies, having objects similar to the objects of the company, to be determined by the members of the company at or before the time of dissolution, or in default thereof to a not-for-profit organisation with objects similar to the objects of the company.

Part 2 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

5. Directors' general authority

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.

6. Members' reserve power

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

7. Directors may delegate

- (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—
 - (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;as they think fit.
- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- (3) The directors may revoke any delegation in whole or part, or alter its terms

and conditions.

8. Committees

- (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- (2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

9. Directors to take decisions collectively

- (1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 10.
- (2) If—
 - (a) the company only has one director, and
 - (b) no provision of the articles requires it to have more than one director, the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

10. Decisions of the directors not taken at a directors' meeting

- (1) A decision of the directors is taken in accordance with this article when at least 75% of the eligible directors indicate to each other by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by at least 75% of the eligible directors or to which at least 75% of the eligible directors have otherwise indicated agreement in writing.
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

11. Calling a directors' meeting

- (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- (2) Notice of any directors' meeting must indicate—
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing.
- (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such

notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

12. Participation in directors' meetings

- (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
 - (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) is held either in person, virtually, or a combination of the two, provided that in each case they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

13. Quorum for directors' meetings

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed or specified in the bye-laws, it is two.
- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—
 - (a) to appoint further directors, or
 - (b) to call a general meeting so as to enable the members to appoint further directors.

14. Chairing of directors' meetings

- (1) At the first directors' meeting following each AGM, the directors shall, in accordance with the bye-laws, appoint one of their number to chair their meetings.
- (2) The person so appointed for the time being is known as the chair.
- (3) The directors may terminate the chair's appointment at any time.
- (4) If the chair is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of their number to chair that meeting.

15. Casting vote

- (1) If the numbers of votes for and against a proposal are equal, the chair or other director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles or the bye-laws, the chair or other director chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

16. Conflicts of interest

- (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating

in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting, and to decisions made in writing pursuant to article 10.

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any director other than the chair is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

17. Records of decisions to be kept

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 decision taken by the directors.

18. Directors' discretion to make further rules

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

19. Bye-laws

(1) The directors shall have power from time to time to adopt and make, alter or revoke, the bye-laws, provided that such bye-laws are consistent with the memorandum and the articles.

(2) The bye-laws for the time being in force shall be binding upon all members until the same shall be varied or set aside by any resolution of the company. No member shall be absolved from such bye-laws by reason of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them.

- (3) It is expressly declared that without prejudice to the powers of the directors to make bye-laws on other matters the following shall be deemed to be matters which may be governed by bye-laws within the meaning of this article, that is to say as to—
- (a) the persons eligible for membership of the company;
 - (b) the conditions on which persons shall be admitted to membership of the company;
 - (c) entrance fees (if any) payable in respect of membership of the company;
 - (d) the subscriptions or payments (if any) to be payable by the members to the company;
 - (e) the manner in which membership of the company may be terminated or shall determine;
 - (f) the rights and privileges to be accorded to, and the qualifications, restrictions and conditions to be imposed on, members of the company;
 - (g) committees of members in connection with various branches of the company's activities and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such committees;
 - (h) the nomination and appointment of the executive and other staff;
 - (i) the appointment of directors and other officers with, where necessary, details of required qualifying attributes;
 - (j) the frequency of directors' meetings and the requirements for attendance by directors;
 - (k) the protocols to be observed in relation to meetings of the directors and of the company including the terms on which observers will be permitted to attend such meetings as well as determination of the circulation of minutes, agendas and other relevant documentation;
 - (l) whether there should be affiliations between the company and other relevant bodies; and
 - (m) financial control of the company's expenditure and as to issues of compliance.
- (4) No bye-law as to the manner in which membership may be terminated shall have any validity or effect unless it provides that any member whose membership is proposed to be terminated shall be given a proper opportunity of attending and being heard at any meeting to which such proposal is to be submitted.
- (5) In any case of apparent inconsistency between the bye-laws and the articles, the articles shall take precedence.

NUMBER AND APPOINTMENT OF DIRECTORS

20. Number of directors

- (1) The company shall have not less than 3 directors and not more than the maximum number specified in the bye-laws (if any).
- (2) A majority of the directors shall be representatives of community members.
- (3) Where a majority of the directors are not representatives of community members, a sufficient number of the remaining directors must retire in accordance with 22(g) to ensure the directors who are representatives of community members remain in the majority.

21. Methods of appointing directors

- (1) Any person who is willing to act as a director, and is permitted by law to do so and eligible according to the articles and the bye-laws, may be appointed to be a director—
 - (a) by ordinary resolution (who are known as “Elected Directors”), or
 - (b) by a decision of the directors (who are known as “Co-opted Directors”).
- (2) The Chief Executive Officer of the company shall also be an ex officio director, in accordance with the bye-laws.

22. Termination of director’s appointment

A person ceases to be a director as soon as—

- (a) they reach the end of their term of office in accordance with article 23(1) or article 23(2);
- (b) 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;
- (c) if the person was appointed as a representative of a member, the organisation which that person represents ceases to be a member, or the person ceases to be a representative of that member;
- (d) a bankruptcy order is made against that person;
- (e) a composition is made with that person’s creditors generally in satisfaction of that person’s debts;
- (f) 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;
- (g) 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;
- (h) they are absent from three consecutive meetings of the directors and are asked by a majority of the other directors to resign;
- (i) they are removed by a resolution of the members present and voting at a general meeting (but only if at least three directors will remain in office) after the meeting has invited the views of the director concerned and considered the matter in light of any such views; or
- (j) they are removed by a majority of the other directors either during an unsuccessful probationary period, or because the director in question has acted in a way which a majority of the other directors considers is a breach of the company’s code of conduct or other policies or is otherwise not in the best interests of the company. Where a director is proposed to be removed under this article 22(j), they must be given the right to put forward written representations and/or make oral representations at the meeting at which their removal is to be considered, but the directors’ decision shall be final.

23. Directors’ term of office

- (1) Each new Elected Director and Co-opted Director must serve a probationary period of twelve months following their first appointment to the board, following which they may be reappointed in accordance with article 21.
- (2) Subject to article 23(1), Elected Directors and Co-opted Directors shall be appointed for terms of three years. A director who has served their term must retire:

- (a) at the end of the next AGM following the third anniversary of their appointment (in the case of Elected Directors); or
 - (b) at the end of the directors' meeting following the third anniversary of their appointment (in the case of Co-opted Directors), but in either case the director in question may be reappointed in accordance with article 21.
- (3) Subject to article 23(4), a retiring director who remains qualified may be reappointed for a maximum of three consecutive terms of office.
- (4) The directors may, in circumstances which they consider to be exceptional, permit a director to serve one or more additional consecutive terms of office, provided that any such further reappointment may only take effect with the consent of at least 75% of the other directors.

24. Directors' remuneration

- (1) Directors may undertake any services for the company that the directors decide.
- (2) Directors are entitled to such remuneration as the directors determine—
- (a) for their services to the company as directors, and
 - (b) for any other service which they undertake for the company.
- (3) Subject to the articles, a director's remuneration may—
- (a) take any form, and
 - (b) 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.
- (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- (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.

25. Directors' expenses

The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

- (a) meetings of directors or committees of directors,
- (b) general meetings, or
- (c) 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 3 MEMBERS

BECOMING AND CEASING TO BE A MEMBER

26. Applications for membership

No person or organisation shall become a member of the company unless—

- (a) that person or organisation has completed an application for membership, and
- (b) the application has been approved, in accordance with the bye-laws.

27. Organisations acting by representatives

- (1) Any organisation which is, or wishes to become, a member of the company may by resolution of its committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the company, or to stand for and serve as a director or officer of the company.
- (2) The person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the company.

28. Termination of membership

- (1) A member may withdraw from membership of the company by giving one month's notice to the company in writing.
- (2) Membership is not transferable.
- (3) A member's membership terminates when that member dies or ceases to exist or otherwise in accordance with the bye-laws

ORGANISATION OF GENERAL MEETINGS

29. Procedure, attendance and speaking at general meetings

- (1) A general meeting may be called at any time by the directors and must be called within 28 clear days of a written request from at least 5% of the members. Meetings are called on at least 14 clear days' written notice specifying:
 - (a) its proposed date and time;
 - (b) where it is to take place;
 - (c) if it is anticipated that members 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 and, if relevant, the arrangements for accessing the meeting virtually; and
 - (d) the business to be discussed.
- (2) One general meeting in every twelve-month period must be designated as the AGM. At the AGM, the members:
 - (a) receive the company's accounts for the previous financial year;
 - (b) receive the directors' report on the company's activities for the previous financial year;
 - (c) accept the retirement of directors and elect directors to fill any vacancies;
 - (d) appoint auditors or independent examiners for the company (if required);
 - (e) may discuss and determine any issues of policy or deal with any other business put before them by the directors.
- (3) Members are entitled to attend meetings either personally, (in the case of community member or organisation) by an authorised representative or by proxy. Meetings can be held in person, virtually, or a combination of the two, provided that in each case all the participants may communicate with all the other participants. Proxy forms must be delivered at least 24 hours before the meeting.
- (4) 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.
- (5) A person is able to exercise the right to vote at a general meeting when—
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at

- the meeting, and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (6) 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.
- (7) 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.
- (8) Where a general meeting is being held virtually (where fully virtually or a hybrid of virtually and in-person) and there is a failure in technology such that one or more participants is unable to communicate with the other participants, those participants who are still able to participate fully must check whether the meeting is still quorate. If the meeting is not quorate, or it is unclear where the meeting is quorate and the ability for all the participants to communicate is not re-established within 30 minutes, the participants must adjourn the meeting. If the meeting is still quorate, the participants may either continue the meeting or adjourn it.

30. Quorum for general meetings

- (1) A quorum shall be 15 members present in person (including virtually) or by proxy.
- (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.

31. Chairing general meetings

- (1) If the directors have appointed a chair, the chair shall chair general meetings if present and willing to do so.
- (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—
- (a) the directors present, or
- (b) (if no directors are present), the meeting must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with this article is referred to as "the chair of the meeting".

32. Attendance and speaking by directors and non-members

- (1) Directors may attend and speak at general meetings, whether or not they are members.
- (2) The chair of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

33. Adjournment

- (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.
- (2) The chair of the meeting may adjourn a general meeting at which a quorum is

present if—

- (a) the meeting consents to an adjournment, or
- (b) it appears to the 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.

- (3) The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chair of the meeting must—
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
 - (a) to the same persons to whom notice of the company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

34. Voting: general

- (1) Each voting member is entitled one vote in any vote and poll, irrespective of the class of membership or the level of fees payable by that member, in accordance with the bye-laws
- (2) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

35. Errors and disputes

- (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chair of the meeting whose decision is final.

36. Poll votes

- (1) A poll on a resolution may be demanded—
 - (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared (for the avoidance of doubt a show of hands may be virtually).
- (2) A poll may be demanded by—
 - (a) the chair of the meeting;

- (b) the directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if—
- (a) the poll has not yet been taken, and
 - (b) the chair of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chair of the meeting directs.

37. Content of proxy notices

- (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

38. Delivery of proxy notices

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf.

39. Amendments to resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
- (a) the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the 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 4 ADMINISTRATIVE ARRANGEMENTS

40. Means of communication to be used

- (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

41. No right to inspect accounts and other records

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.

42. Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

43. Indemnity

- (1) Subject to paragraph 1(c), a relevant director of the company or an associated company may be indemnified out of the company's assets against—
 - (a) any liability incurred by that director in connection with any negligence,

- default, breach of duty or breach of trust in relation to the company or an associated company,
- (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235 of the Companies Act 2006),
 - (c) any other liability incurred by that director as an officer of the company or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) In this article—
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a “relevant director” means any director or former director of the company or an associated company.

44. Insurance

- (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.
- (2) In this article—
- (a) a “relevant director” means any director or former director of the company or an associated company,
 - (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and
 - (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.