

The Companies Act 2006

Confederation of Passenger Transport UK

A company limited by guarantee and not having a share capital

Company Number 1182437

ARTICLES OF ASSOCIATION

FOR THE

CONFEDERATION OF PASSENGER TRANSPORT UK LIMITED

Articles of Association approved by Members at an Extraordinary General Meeting, held on 18 January 2024.

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PART 1

INTERPRETATION, OBJECTS, APPLICATION OF INCOME AND LIMITATION OF LIABILITY

1. DEFINED TERMS

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;

“Chair” has the meaning given in article 5.4;

“chair of the meeting” has the meaning given in article 18;

“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;

“non-executive director” means any director of the company who is not an executive director;

“industry” means the road passenger transport industry which transports passengers on road operated vehicles;

“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 5;

“proxy notice” has the meaning given in article 24;

“Rules” means rules made by the directors under article 7

“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;

“vehicle(s)” means a public service vehicle constructed to carry more than 8 people (excluding the driver and conductor) and used for carrying passengers for hire or reward or for letting out on hire irrespective of whether it is controlled by a human or is autonomous or a combination of either, 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 OF THE COMPANY

The objects of the company shall be to promote the road passenger transport industry and shall include every lawful activity incidental or conducive to these objects.

3. APPLICATION OF INCOME AND ASSETS OF THE COMPANY

- 3.1 All of the income of the company shall be applied in promoting its objects.
- 3.2 The company shall not pay any dividend, return any capital or otherwise make any distribution to its members. This clause shall not prevent reasonable payment to members, or representatives of members, for goods or services supplied, rent, interest on loans, remuneration or expenses.
- 3.3 If the company is wound up any assets that would otherwise be available shall be distributed at the option of Council to either a) the Members; or b) another body with similar objectives.

4. LIABILITY OF MEMBERS

- 4.1 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.

PART 2

CPT UK BOARD (COUNCIL)

5 COMPOSITION

- 5.1 There shall be a CPT UK Board (Council) for the management of the affairs of the Company.
- 5.2 The Board shall consist of a minimum of fifteen members (Board Members) and shall be constituted as follows:
- 5.2.1 six representatives nominated by the members of Bus Commission,
- 5.2.2 two representatives nominated by the members of Coach Commission,
- 5.2.3 one representative of the Scottish Council,
- 5.2.4 one representative of the Welsh Council,
- 5.2.5 up to two representatives of the Suppliers Commission,
- 5.2.6 the Chair,
- 5.2.7 the President,
- 5.2.8 The Vice President – where the individual in this post is not already a representative in a previously specified capacity
- 5.2.9 the Chief Executive.

- 5.3 "The **President**" shall be selected annually by Board members, and will serve an initial six month term as Vice President, shadowing and supporting the sitting President prior to assuming the role of President, serving a full term of 18 months. However, the Board may elect by majority decision to extend a President's term, limited to 3 years in total.
- 5.4 "The **Chair**" of the Company shall be any natural person either inside or outside of the Company invited to the position for a term of three years, with the option open to the Board to extend this period by another two three years terms, in total, via majority decision.
- 5.5 The Board members shall be elected by the Members, Commission or Committee which they represent, in accordance with the procedures set out in the Scheme of Organisation.
- 5.6 With the exception of the Chief Executive who shall remain a Board member for the duration of their employment contract, the remaining Board members term of office shall be three years and:
- 5.6.1 be renewable for a further three years term subject to 5.5 above,
- 5.6.2 and be renewable for a further three years term subject to Board approval.
- 5.7 No Board member shall receive any remuneration or payment from the Company which will not be reinvested in the furtherance of the Objects or the promotion of such Objects, however this Article does not prevent any payment made in good faith by the Company, nor shall any such Board member vote in respect of any remuneration or payment which may be properly given or made to him or to any firm or corporate body of which he is a member or which he represents in accordance with these Articles or in whose profits he is entitled to share, and if he does so vote his vote shall not be counted.

6 DIRECTORS

- 6.1 All Board members shall be a statutory director of the Company.
- 6.2 The Board shall be entitled to appoint any other officers or employees of the Company to be directors of the Company and shall be entitled to remove such person so appointed from being a director also.
- 6.3 Where an existing director is elected to a statutory role that would carry with it a director position and the tenure of that statutory role is longer than their current directorship limit, then their directorship will be extended to coincide with the statutory role.

7 POWERS

- 7.1 The management of the affairs of the Company shall be vested in the Board, and the Board may in addition to the powers and authorities conferred upon them in these

Articles exercise all the powers and do all the acts and things which further the Objects or which expressly or by implication may be exercised or done by the Company and which are not by these Articles or by statute expressly directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of these Articles or any statute and to any regulations from time to time made by the Company in General Meeting provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulations had not been made.

- 7.2 The Board may also subject as aforesaid from time to time make vary and repeal by-laws and regulations relating to the affairs of the Company provided that any such bye-laws or regulations do not amount to such an alteration of or addition to the Articles as, under the Act, could only be made by special resolution. Such bye-laws and regulations as shall be capable of being made by the Board hereunder shall not become operative or effective until confirmed by a General Meeting of the Company.

8 TERMINATION OF BOARD MEMBERSHIP

- 8.1 A Board member may resign his office in writing but, in any event, shall cease to act as a Board member and the Member to which he is affiliated by means of employment, capital ownership or otherwise shall endeavour to procure his resignation from the Council in any one of the following events, namely:

- 8.1.1 if they shall cease for any reason to be affiliated by means of employment, service contract, capital ownership or otherwise with the Member for which they were affiliated on the date of their appointment, and/or
- 8.1.2 if they shall become prohibited from acting in such a capacity by reason of any order made under the provisions of the Act, and/or
- 8.1.3 if the Member to which he was affiliated by means of employment, service contract, capital ownership or otherwise ceases to be eligible for membership or has their membership terminated in accordance with these Articles, and/or
- 8.1.4 if by majority vote of the Members who elected them taken, in accordance with these Articles or the relevant Scheme of Organisation, seeks to remove them, and/or
- 8.1.5 if they are requested by the Board to tender their resignation by reason of being found by majority decision to have failed to disclose a conflict of interest in accordance with Article 11 regarding either the business to be transacted at a Board meeting and/or the Objects; and/or

- 8.2 A Board member shall ipso facto vacate office:

- 8.2.1 if they die;
- 8.2.2 if a bankruptcy petition is presented for the Board member's bankruptcy, or an arrangement or composition being made with any of his creditors, or where he

otherwise takes the benefit of any statutory provision for the time being in force for the relief of insolvent debtors;

- 8.2.3 if they lack capacity (under section 2 of the Mental Health Act 2005) to make decisions in relation to the Company;
- 8.2.4 if they absent themselves from all meetings of the Board during a period of six months without special leave of absence given by the Board, and a resolution is passed by the Board that be reason of such absence he has vacated his office;
- 8.2.5 if the Members of the Company pass a resolution to remove the Board member, as if they were a director under Section 168 of the Act;
- 8.2.6 if by a 75% majority vote of those present and voting at a Board meeting, the Board resolves to remove the Board Member.

9 PROCEEDINGS AND VOTING

- 9.1 The Board shall meet at a minimum four times annually, unless the Board resolves by written resolution circulated to all Board Members either in print or electronically to call any further meetings (Extraordinary Council Meeting). This resolution shall pass provided that at least five Operator Members have signed or responded and that more than half of the signatures and/or responses from the Board members who voted and were eligible to vote at that time are in favour.
- 9.2 The President shall take on the role of Board meeting Chair at every Board meeting. If the President is not present within fifteen minutes of the time appointed for the meeting, then the Board members present shall choose one of their number to take the Chair.
- 9.3 The President shall possess the right to call an Extraordinary Board meeting by circulating notice to all Board members by either written word or electronically at least fourteen working days before the event is due to take place.
 - 9.4 Notice of any Board meeting must indicate
 - 9.4.1 its proposed date and time;
 - 9.4.2 where it is to take place; and
 - 9.4.3 if it is anticipated that Board members participating in the meeting will not be able to attend the meeting venue, what option will be available to enable them to communicate during the meeting.
- 9.5 The Board shall cause proper minutes to be made and made available to the Board members and to all members of all appointments of officers made by the Board and of the proceedings of all meetings of the Board and of Commissions of the Board and all business transacted at such meetings and any notes of dissention to such resolutions which are to be recorded at the request of any Board members, and any such minutes of any meeting, if signed by the President, shall be sufficient evidence without any further proof of the facts therein stated.

- 9.6 A resolution in writing signed by a simple majority of Board members for the time being of the Board who are duly entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and constituted. The resolution may be contained in one document or several documents in like form each executed by one or more of the Board members.
- 9.7 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. A quorum in Board meetings shall be 60% of the Board members (provided a Board member who represents more than one of the groups outlined in clause 5.2 shall only be counted once) eligible to vote and they must be present either in person, by telephone or some other electronic means, provided that those electronic means enable them to partake in the Board meeting in real time.
- 9.8 It shall be the aim of the Board to reach decisions by a consensus, but in the event that a vote becomes necessary questions shall be decided by a show of hands, however the representative for each Major Operator Member shall be entitled to two votes. The Chair, if in attendance at the meeting, shall have a casting vote. For the purposes of this article 9.8, a "Major Operator Member" shall mean an operator member with over 1500 vehicles paying a full subscription.
- 9.9 The Board may delegate any of its powers to any Committee or Committees consisting of such member or Board members or other officers and employees of the Company as it thinks fit with the addition, if considered desirable in any case, of such members as it thinks fit. Any Committee so formed shall in exercise of the powers delegated to or duties imposed upon it conform to any regulations that may from time to time be imposed upon it by the Board, and the Board may dissolve or vary the constitution of any such Committee as it may think fit.

10 UNANIMOUS DECISIONS

- 10.1 A decision of the Board is taken in accordance with this article when all current Board members indicate to each other by any means that they share a common view on a matter.
- 10.2 Such a decision may take the form of a resolution in writing, where each Board member has signed one or more copies of it, or to which each Board member has otherwise indicated agreement in writing.

11 BOARD MEMBERS' CONFLICTS OF INTEREST

- 11.1 Board members may, in accordance with the requirements set out in this article, authorise any conflict proposed to them by any Board member which would, if not authorised, involve a Board member (an "Interested Board member") breaching his duty to avoid conflicts of interest as if he were a director under section 175 of the Act and under Article 6.

- 11.2 Any authorisation under this Article shall be effective only if:
- 11.2.1 to the extent permitted by the Act, the matter in question shall have been proposed by any Board member for consideration in the same way that any other matter may be proposed to the Board under the provisions of these Articles or in such other manner as the Board members may determine;
 - 11.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the interested Board member; and
 - 11.2.3 the matter was agreed to without the interested Board member voting or would have been agreed to if the interested Board member's vote had not been counted.
- 11.3 Any authorisation of a conflict under this Article may (whether at the time of giving the authorisation or subsequently):
- 11.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - 11.3.2 provide that the interested Board member be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the conflict;
 - 11.3.3 provide that the interested Board member shall or shall not be an eligible Board member in respect of any future decision of the directors in relation to any resolution related to the conflict;
 - 11.3.4 impose upon the interested Board member such other terms for the purposes of dealing with the conflict as the directors think fit;
 - 11.3.5 provide that, where the interested Board member obtains, or has obtained (through his involvement in the conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
 - 11.3.6 permit the interested Board member to absent himself from the discussion of matters relating to the conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.
- 11.4 Where the directors authorise a conflict, the interested Board member shall be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the conflict.
- 11.5 The directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the interested Board member prior to such revocation or variation in accordance with the terms of such authorisation.

- 11.6 A Board member is not required, by reason of being a Board member (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a conflict which has been authorised by the directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 11.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided they have declared the nature and extent of their interest in accordance with the requirements of the Act, a Board member who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
- 11.7.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
- 11.7.2 shall be an eligible Board member for the purposes of any proposed decision of the Board (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
- 11.7.3 shall be entitled to vote at a meeting of the Board (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
- 11.7.4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Board member;
- 11.7.5 may be a Board member or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, anybody corporate in which the Company is otherwise (directly or indirectly) interested; and
- 11.7.6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

12 SCHEME OF ORGANISATION

- 12.1 The 'Scheme of Organisation' is that external document commissioned and approved by the Board from time to time to provide for and outline the widespread infrastructure and local management schemes, committees and / or commissions of the company.

- 12.2 The Board shall be entitled to amend the Scheme of Organisation as often as and with such amendments as it considers necessary or desirable in its unfettered discretion.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

13 ADMISSION TO MEMBERSHIP

13.1 A person shall become a member of the company in accordance with Rules made by the directors.

14 TERMINATION OF MEMBERSHIP

14.1 A member of the company shall cease to be member in accordance with Rules made by the directors

ORGANISATION OF GENERAL MEETINGS

15 CALLING OF GENERAL MEETINGS

15.1 The directors shall convene at least one annual general meeting in each year, which shall be the annual general meeting.

15.2 The AGM shall be called by not less than twenty-one clear days' notice in writing. All EGMs shall be called by not less than fourteen clear days' notice in writing. Other general meetings shall be called in accordance with the requirements of the Companies Acts.

16 ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

16.1 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.

- 16.2 A person is able to exercise the right to vote at a general meeting when—
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 16.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 16.4 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.
- 16.5 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.

17 QUORUM AT GENERAL MEETINGS

- 17.1 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 17.2 A quorum in General meetings shall be 15 members, incorporating a minimum of 12 operator members, eligible to vote and they must be present either in person, by telephone or some other electronic means, provided that those electronic means enable them to partake in the General meeting in real time.

18 CHAIRING GENERAL MEETINGS

- 18.1 The Chair shall chair general meetings if present and willing to do so.
- 18.2 If no Chair is in office, 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.
- 18.3 The person chairing a meeting in accordance with this article is referred to as “the chair of the meeting”.

19 ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

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

20 ADJURNMENT

- 20.1 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.

20.2 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.

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

20.4 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.

20.5 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.

20.6 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

21 VOTING: GENERAL

21.1 Upon a poll, Operator Members shall have one vote for each ten Vehicles, including, owned by such member on the preceding 1 July and registered by the Company, rounded up to the nearest whole number.

21.2 Only Operator Members and Supplier Members have the right to receive notice of and vote in a General Meeting and upon a poll in such a meeting. Any Operator Member or Supplier Member who has not paid their Annual Subscription or any other sum due and payable to the Company in respect of its membership shall not be entitled to vote in a General Meeting and upon a poll in such a meeting.

21.3 Upon a poll, Supplier Members shall have the number of votes pro-rata to the ratio which their current Annual Subscription bears to that of a 10-vehicle operator rounded up to the nearest whole number

22 ERRORS AND DISPUTES

22.1 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.

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

23 POLL VOTES

23.1 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.

23.2 A poll may be demanded by—

- (a) the chair of the meeting;
- (b) the directors;
- (c) five 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.

23.3 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.

23.4 Polls must be taken in such manner as the chair of the meeting directs.

24 CONTENT OF PROXY NOTICES

24.1 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.

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

24.3 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.

24.4 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.

25 DELIVERY OF PROXY NOTICES

25.1 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.

25.2 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.

25.3 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.

25.4 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.

26 AMENDMENTS TO RESOLUTIONS

- 26.1 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.
- 26.2 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.
- 26.3 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

27 MEANS OF COMMUNICATIONS TO BE USED

- 27.1 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.
- 27.2 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.
- 27.3 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.

28 COMPANY SEAL

- 28.1 Any common seal may only be used by the authority of the directors.
- 28.2 The directors may decide by what means and in what form any common seal is to be used.
- 28.3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 28.4 For the purposes of this article, an authorised person is—

- (a) any director of the company;
- (b) the company secretary (if any); or
- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

29 NO RIGHT TO INSPECT ACCOUNTS OR OTHER RECORDS

29.1 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.

30 PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

30.1 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.

DIRECTORS' INDEMNITY AND INSURANCE

31 INDEMNITY

31.1 Subject to paragraph (2), a relevant officer of the company or an associated company may be indemnified out of the company's assets against—

- (a) any liability incurred by that officer 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 officer in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that officer as an officer of the company or an associated company.

31.2 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.

31.3 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 officer" means any director or former director or other officer of the company or an associated company.

32 INSURANCE

32.1 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.

32.2 In this article—

- (a) a “relevant officer” 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 officer in connection with that 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
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.