

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE BRITISH UNITED PROVIDENT ASSOCIATION
LIMITED

(432511)

(As adopted by Special Resolution passed on 12 May 2021)

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise—

“address” includes a number or address used for sending or receiving documents or information by electronic means;

“appointed term” means the term of each Association Member’s appointment as an Association Member as the same may have been extended from time to time in accordance with these articles;

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

“Association Member” means a member of the Company within the meaning given in section 112 of the Companies Act 2006;

“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;

“board” means the board of directors of the Company;

“chair” has the meaning given in article 18;

“chair of the meeting” has the meaning given in article 54;

“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;

“Company” means The British United Provident Association Limited;

“deputy chair” has the meaning given in article 18;

“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 facility” includes (without limitation) website addresses and conference call systems and any device, system, procedure, method or other facility providing an electronic means of attendance at and/or participation in a general meeting decided by the directors under these articles and available in respect of that meeting;

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

“Honorary Member” has the meaning given in article 42(E);

“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 16;

“proxy notice” has the meaning given in article 63;

“secretary” means the company secretary, or (if there are joint secretaries) any one of the joint secretaries, of the Company and includes an assistant or deputy secretary and any person appointed by the board to perform the duties of the secretary;

“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; 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 Acts as in force on the date when these articles become binding on the Company save that the word “company” includes any body corporate.

Any reference in the articles to a particular section of the Companies Acts shall be construed as a reference to the same as it may have been, or may from time to time be, amended, modified or re-enacted.

All references in the articles to the date of an Association Member’s admission to membership shall be to the date of that Association Member’s admission to membership as shown in the Company’s register of members.

References in the articles to a document being “signed” or to “signature” include references to its being executed under hand or under seal or by any other method and, in the case of a communication in electronic form, such references are to its being authenticated as specified by the Companies Acts or any other provision of law.

References to a meeting:

- (A) refer to a meeting convened and held in any manner permitted by the articles, including a general meeting at which any of those entitled to be present attend and participate by means of an electronic facility and/or attend and participate at a satellite meeting, and such persons shall be deemed to be present at that meeting for all purposes of the legislation and these articles and “attend”, “attending”, “attendance”, “participate”, “participating” and “participation” shall be construed accordingly; and
- (B) will not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person.

Headings in the articles are only included for convenience. They do not affect the meaning of the articles.

Liability of Association Members

- 2. The liability of each Association Member is limited to £0.13, being the amount that each Association Member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is an Association Member or within one year after he or she ceases to be an Association Member, for:
 - (A) payment of the Company’s debts and liabilities contracted before he or she ceases to be an Association 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

OBJECTS; RESTRICTIONS

- 3. The objects for which the Company is established are:
 - (A) to prevent, relieve and cure sickness and ill-health of every kind (including physical injuries), to promote health in any way and to engage in activities within or related to the fields of health, care, health and health-related insurance and related financial protection, medicine, nursing or dentistry and in particular (but without derogating from the generality of the foregoing) to raise, establish, maintain and administer a fund (the "Provident Fund") for wholly or partially defraying the cost of medical, surgical and other like remedial, exploratory or preventive treatment of and services to contributors to the Association and their dependants and others and the expenses ancillary or incidental to any such treatment or services; and
 - (B) to establish a scheme or schemes to pay cash benefits, benefits in kind and other gratuities or allowances, to any person or to the dependants of any person, who has contributed or subscribed to any such scheme and who is or has been disabled, sick, or suffering from ill-health of any kind (including physical injury).
- 4. (A) If:
 - (i) the Company, or any of its subsidiaries or subsidiary undertakings, is wound up or dissolved; or
 - (ii) all or any part of the undertaking or assets of the Company, or of any of its subsidiaries or subsidiary undertakings (or any rights in or to all or any part of the undertaking or assets of the Company or of its subsidiaries or subsidiary undertakings) are transferred to or become vested in another person; or
 - (iii) any Association Member or Honorary Member exercises (or refrains from exercising) any of his or her rights as an Association Member or Honorary Member, as the case may be; or

- (iv) any Association Member or Honorary Member ceases to be such or another person becomes an Association Member or Honorary Member; or
- (v) any change is made to the articles; or
- (vi) a scheme of arrangement between the Company and the Association Members or some of them (with or without other persons) becomes effective,

and by virtue of such event or the manner in which it occurs (or by virtue of his or her membership of the Company whether or not such an event has occurred) any Association Member or Honorary Member becomes entitled (whether during the currency of his or her membership of the Company or thereafter) to receive any payment or benefit of any kind (or to direct who receives any such payment or benefit) in his or her capacity as an Association Member or Honorary Member, that Association Member or Honorary Member shall hold such payment or benefit (or the right to receive the same or to direct its receipt) on trust for one or more charities whose work is connected with the objects of the Company, as may be specified by such Judge of the High Court of Justice as may have or acquire jurisdiction in this matter. This provision applies regardless of who makes such payment or provides such benefit but does not apply to any payment or benefit permitted under article 5.

- (B) Article 5 and this article 4 shall not be modified, varied or deleted except by a special resolution passed by the Company in general meeting at which more than fifty per cent. of the members for the time being of the Company are present in person or by proxy, the passing of such resolution having been unanimously recommended by all of the directors for the time being of the Company in the circular or letter to the Association Members accompanying the notice convening the relevant general meeting and remaining so recommended at the time the special resolution is proposed.

- 5. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in article 3, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to Association Members or Honorary Members, in their capacity as such.

For the avoidance of doubt, nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer of the Company, or to any Association Member or Honorary Member in return

for any services actually rendered to the Company, nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any Association Member or Honorary Member.

6. 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 Association Members or Honorary Members, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of article 5, such institution or institutions to be determined by the Association Members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable objects.

PART 3

DIRECTORS

7. The directors shall not be less than six or more than twelve in number. The board shall have the power to vary the maximum number of directors, from time to time.
8. No person who is not an Association Member shall be eligible to hold office as a director. If any person who is not already an Association Member shall be appointed or elected to the board, he or she shall be deemed to have been duly invited to become an Association Member and he or she shall forthwith comply with article 40(B).

Directors' general authority

9. 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.

Members' reserve power

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

Directors may delegate

11. (A) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
- (i) to such person or committee (including any sub-committee);
 - (ii) by such means (including by power of attorney);
 - (iii) to such an extent;
 - (iv) in relation to such matters or territories; and
 - (v) on such terms and conditions,
- as they think fit, provided that the majority of persons on any committee are directors.
- (B) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- (C) The directors may revoke any delegation in whole or part, or alter its terms and conditions.
- (D) The power to delegate contained in this article shall be effective in relation to the powers, authorities and discretions of the board generally and shall not be limited by the fact that in certain articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the board or by a committee authorised by the board.

Committees

12. (A) 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.
- (B) 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

Directors to take decisions collectively

13. (A) 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 14.
- (B) If only one director is eligible to vote on any authorisation required under article 20 the general rule does not apply and the eligible director may take decisions in relation to the relevant matter, and any related matters, without regard to any of the provisions of the articles relating to directors' decision making or quorums.

Unanimous decisions

14. (A) 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.
- (B) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (C) 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.
- (D) 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.

Calling a directors' meeting

15. (A) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the secretary to give such notice.
- (B) Notice of any directors' meeting must indicate:
- (i) its proposed date and time;
 - (ii) where it is to take place; and
 - (iii) 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.

- (C) Notice of a directors' meeting is treated as properly given if it is given personally, by word of mouth or in writing to the director's last known address or any other address given by the director to the Company for this purpose.
- (D) 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 seven 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.

Participation in directors' meetings

- 16. (A) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
 - (i) the meeting has been called and takes place in accordance with the articles; and
 - (ii) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (B) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (C) 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.

Quorum for directors' meetings

- 17. Subject always to article 13(B):
 - (A) at a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting;
 - (B) 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 it is three; and
 - (C) if the total number of directors for the time being is less than six, the directors must not take any decision other than a decision:
 - (i) to appoint further directors; or

- (ii) to call a general meeting so as to enable the Association Members to appoint further directors.

Chairing of directors' meetings

18. (A) The board may appoint one of their number to be the chair and one of their number to be the deputy chair of the board and may at any time remove either of them from such office.
- (B) The persons so appointed for the time being are known as the chair and the deputy chair respectively.
- (C) The directors may terminate the chair's and deputy chair's appointment at any time.
- (D) Any retiring chair or deputy chair shall be eligible for re-election or re-appointment (as the case may be).
- (E) The chair shall preside at all meetings of the board at which he or she is present. If the chair is not present within five minutes after the time appointed for the meeting of the board, the deputy chair, if present, shall take the chair at that meeting; but if the deputy chair is not present, the directors then present shall choose one of themselves to take the chair at that meeting of the board.

Casting vote

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

CONFLICTS OF INTEREST

Conflicts of interest requiring authorisation by directors

20. (A) The directors may, subject to the quorum and voting requirements set out in these articles, authorise any matter which would otherwise involve a director breaching his or her duty under the Companies Acts to avoid conflicts of interest ("Conflict").
- (B) A director seeking authorisation in respect of a Conflict must tell the directors of the nature and extent of his or her interest in a Conflict as soon as possible. The director must give the directors sufficient details of the relevant matter to enable them to decide

how to address the Conflict together with any additional information which they may request.

- (C) Any director (including the relevant director) may propose that the relevant director be authorised in relation to any matter which is the subject of a Conflict. Such proposal and any authority given by the directors shall be effected in the same way that any other matter may be proposed to and resolved upon by the directors under the provisions of these articles except that:
- (i) the relevant director and any other director with a similar interest will not count in the quorum and will not vote on a resolution giving such authority;
 - (ii) the relevant director and any other director with a similar interest may, if the other directors so decide, be excluded from any meeting of the directors while the subject of the Conflict is under consideration; and
 - (iii) if there are insufficient directors eligible to count in the quorum such that the meeting would otherwise be inquorate article 13(B) shall apply.
- (D) Where the directors give authority in relation to a Conflict or where any of the situations described in paragraph (F) of this article applies in relation to a director (“Relevant Situation”):
- (i) they may (whether at the time of giving the authority or subsequently) (a) require that the relevant director is excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at directors’ meetings or otherwise) related to the Conflict or Relevant Situation; and (b) impose upon the relevant director such other terms for the purpose of dealing with the Conflict or Relevant Situation as they think fit;
 - (ii) the relevant director will be obliged to conduct himself or herself in accordance with any terms imposed by the directors in relation to the Conflict or Relevant Situation;
 - (iii) the directors may also provide that where the relevant director obtains (otherwise than through his or her position as a director of the Company) information that is confidential to a third party, the director will not be obliged to disclose that information to the Company, or to use or apply the information in relation to the Company’s affairs, where to do so would amount to a breach of that confidence;

- (iv) the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded); and
- (v) the directors may revoke or vary such authority at any time but this will not affect anything done by the relevant director prior to such revocation in accordance with the terms of such authority.

Other conflicts of interest

- (E) If a director knows that he or she is in any way directly or indirectly interested in a proposed contract with the Company or a contract that has been entered into by the Company, he or she must tell the other directors of the nature and extent of his or her interest in accordance with the Companies Acts.
- (F) If a director has disclosed the nature and extent of the relevant interest in accordance with paragraph (E) of this article, he or she can do any one or more of the following:
 - (i) have any kind of interest in a contract with or involving the Company or another company in which the Company has an interest;
 - (ii) hold any other office or place of profit with the Company (except that of auditor) in conjunction with his or her office as a director for such period and upon such terms, including as to remuneration, as the directors may decide;
 - (iii) alone, or through a firm with which he or she is associated do paid professional work for the Company or another company in which the Company has an interest (other than as auditor);
 - (iv) be or become a director or other officer of, or employed by or a party to a transaction or arrangement with, or otherwise be interested in any holding company or subsidiary company of the Company or any other company in which the Company has an interest; and
 - (v) be or become a director of any other company in which the Company does not have an interest and which cannot reasonably be regarded as giving rise to a conflict of interest at the time of his or her appointment as a director of that other company.

Benefits

- (G) Directors do not have to hand over to the Company or the Association Members any benefit they receive or profit they make as a result of anything authorised under paragraph (A) of this article or allowed under paragraph (F) of this article nor is any type of contract authorised under paragraph (A) of this article or allowed under paragraph (F) of this article liable to be avoided

Quorum and voting requirements

- (H) A director cannot vote or be counted in the quorum on a resolution of the directors relating to appointing him or her to a position with the Company or a company in which the Company has an interest or the terms or the termination of the appointment.
- (I) This paragraph applies if the directors are considering proposals about appointing two or more directors to positions with the Company or any company in which the Company has an interest. It also applies if the directors are considering setting or changing the terms of their appointment. These proposals can be split up to deal with each director separately. If this is done, each director can vote and be included in the quorum for each resolution, except any resolution concerning himself or herself or concerning the appointment of another director to a position with a company in which the Company is interested where he or she has a Relevant Interest in it.
- (J) A director cannot vote or be counted in the quorum on a resolution of the directors in respect of any contract in which he or she has an interest and, if he or she does vote, such vote shall not be counted, but this prohibition will not apply to any resolution where that interest cannot reasonably be regarded as likely to give rise to a conflict of interest or where that interest is included in the following list:
 - (i) a resolution about giving the director any guarantee, indemnity or security or money which he or she or any other person has lent or obligations undertaken by him or her or any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings;
 - (ii) a resolution about giving any guarantee, indemnity or security to another person for a debt or obligation which is owed by the Company or any of its subsidiary undertakings to that other person if the director has taken responsibility for some or all of that debt or obligation. The director can

take this responsibility by giving a guarantee, indemnity or security;

- (iii) a resolution about giving the director any other indemnity where all other directors are also being offered indemnities on substantially the same terms;
- (iv) a resolution about the Company funding the director's expenditure on defending proceedings or the Company doing something to enable the director to avoid incurring expenditure where all other directors are being offered substantially the same arrangements;
- (v) a resolution relating to an offer by the Company or any of its subsidiary undertakings of any debentures or other securities for subscription or purchase if the director takes part because the director is a holder of debentures or other securities or if he or she takes part in the underwriting or sub-underwriting of the offer;
- (vi) a resolution about a contract in which the director has an interest because of his or her interest in debentures or other securities of the Company or because of any other interest in or through the Company;
- (vii) a resolution about any contract involving any other company if the director has an interest of any kind in that company (including an interest by holding any position in that company or by being a shareholder in that company). If the director has a Relevant Interest in that company and is aware of such interest, then this does not apply;
- (viii) a resolution about any contract relating to a pension fund, superannuation or similar scheme or retirement, death or disability benefits scheme which gives the director benefits which are also generally given to the employees to whom the fund or scheme relates;
- (ix) a resolution about a contract relating to an arrangement for the benefit of employees of the Company or of any of its subsidiary undertakings which only gives the director benefits which are also generally given to the employees to whom the arrangement relates; or
- (x) a resolution about any contract relating to any insurance which the Company can buy or renew for the benefit of directors or of a group of people which includes directors.

- (K) A director will be treated as having a Relevant Interest in a company if he or she holds an interest in shares representing one per cent. or more of a class of equity share capital (calculated exclusive of any shares of that class in that company held as treasury shares) or of the voting rights of that company. Interests which are unknown to the director and which it is unreasonable to expect the director to know about are ignored.
- (L) Where a company in which a director has a Relevant Interest is interested in a contract, he or she will also be treated as being interested in that contract.
- (M) Subject to these articles, the directors can exercise or arrange for the exercise of the voting rights attached to any shares in another company held by the Company and the voting rights which they have as directors of that company in any way that they decide. This includes voting in favour of a resolution appointing any of them as directors or officers of that company and deciding their remuneration. Subject to these articles, they can also vote and be counted in the quorum as directors of the Company in connection with any of these things.
- (N) If a question comes up at a meeting of the directors about whether a director (other than the chair of the meeting) has an interest in a contract and whether it is likely to give rise to a conflict of interest or whether a director can vote or be counted in the quorum and the director does not agree to abstain from voting on the issue or not to be counted in the quorum, the question must be referred to the chair of the meeting. The chair of the meeting's ruling about any other director is final and conclusive unless the nature or extent of the director's interest (so far as it is known to that director) has not been fairly disclosed to the directors. If the question comes up about the chair of the meeting, the question shall be decided by a resolution of the directors. The chair of the meeting cannot vote on the question but can be counted in the quorum. The directors' resolution about the chair of the meeting is conclusive, unless the nature or extent of the chair's interest (so far as it is known to the chair) has not been fairly disclosed to the directors.

General

- (O) References in this article to:
 - (i) a contract include references to an existing or proposed contract and to an existing or proposed transaction or arrangement whether or not it is a contract; and

- (ii) a conflict of interest include a conflict of interest and duty and a conflict of duties.
- (P) The Company can by ordinary resolution suspend or relax the provisions of this article to any extent or ratify any contract which has not been properly authorised in accordance with this article.

Records of decisions to be kept

21. The directors must ensure that the Company keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

22. 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.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

23. (A) Subject to article 8, any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:
- (i) by ordinary resolution; or
 - (ii) by a decision of the directors.
- (B) In any case where, as a result of death, the Company has no members and no directors, the personal representatives of the last Association Member to have died have the right, by notice in writing, to appoint a person to be a director.
- (C) For the purposes of paragraph (B) above, where two or more Association Members die in circumstances rendering it uncertain who was the last to die, a younger Association Member is deemed to have survived an older Association Member.

Termination of director's appointment

24. A person ceases to be a director as soon as:
- (A) that person ceases to be a director by virtue of any provision of the Companies Acts or is prohibited from being a director by law;

- (B) a bankruptcy order is made against that person;
 - (C) a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - (D) 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;
 - (E) notification is received by the Company from that person that that person is resigning from office, and such resignation has taken effect in accordance with its terms;
 - (F) that person ceases for any cause to be an Association Member;
 - (G) that person being a qualified medical practitioner, is removed from the Medical Register in the United Kingdom or any equivalent register in any other jurisdiction;
 - (H) that person having been absent from four consecutive meetings of the board, the board passes a resolution declaring his or her office to be vacant; or
 - (I) that person is requested to resign in writing by not less than three-quarters of the other directors. In calculating the number of directors who are required to make such a request to the director, there shall be excluded any person appointed as a director by the board to fill a casual vacancy.
25. The Company may by ordinary resolution of which special notice has been given in accordance with Section 312 of the Companies Act 2006, remove any director before the expiration of his or her period of office notwithstanding anything in these articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him or her and the Company.
26. The Company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article.
27. If a person ceases to be a director for any reason, he or she shall cease to be a member of any committee to which he or she was appointed pursuant to article 11.

Other Officers of the Company

28. The board shall engage a secretary, as well as such other officers as they may consider necessary, and shall fix and regulate their terms and conditions of service.
29. The board may from time to time elect an Honorary President or Presidents, and such other honorary officers as may be thought fit and may determine for what period such honorary officers shall hold office.

Directors' remuneration

30. (A) Directors may undertake any services for the Company that the directors or any committee authorised by the directors decide.
- (B) Subject to paragraph (D) of this article directors are entitled to such remuneration as the directors or any committee authorised by the directors determine:
- (i) for their services to the Company as directors; and
 - (ii) for any other service which they undertake for the Company.
- (C) Subject to the articles, a director's remuneration may:
- (i) take any form; and
 - (ii) 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.
- (D) Subject to the provisions of paragraph (E) of this article, the remuneration (including emoluments) of directors (except the Chief Executive Officer appointed in accordance with article 37 and any other salaried employee of the Company who may be appointed or elected as a director) shall not exceed in aggregate the amount per annum determined from time to time by the Company in general meeting with power to the Company in general meeting from time to time to vary such remuneration. Such remuneration (or such part thereof as may be determined by the board) shall be divided amongst the directors (except as aforesaid) in such proportions and manner as the directors or any committee authorised by the directors may determine. Subject to any such determination, any director holding office for part of a year shall be entitled to a proportionate part of any such remuneration in respect of such year.

- (E) In determining from time to time the total remuneration of directors pursuant to paragraph (D) of this article the Company shall in respect of any period have regard to the aggregate remuneration for that period payable to directors holding office in any subsidiary undertakings of the Company and such aggregate remuneration shall accordingly be deemed to form part of and be included in the total remuneration determined as aforesaid for the purpose of paragraph (D) of this article.
- (F) Unless the directors or any committee authorised by the directors decide otherwise, directors' remuneration accrues from day to day.
- (G) Unless the directors or any committee authorised by 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.

Directors' expenses

- 31. (A) The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:
 - (i) meetings of directors or committees of directors;
 - (ii) general meetings; or
 - (iii) 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.
- (B) The Company may fund a director's expenditure in defending proceedings as provided in the Companies Acts.

ROTATION OF DIRECTORS

- 32. At every annual general meeting each of the directors at the date of the notice convening the annual general meeting shall retire from office and may offer himself or herself for re-appointment by the Association Members.
- 33. At the meeting at which a director retires the Company can pass an ordinary resolution to re-appoint the director or to elect some other eligible person in his or her place. A director retiring at a general meeting retires at the end of that meeting or (if earlier) when a resolution is passed to appoint another person in the director's place. Where a

retiring director is re-appointed, the director continues as a director without a break.

34. No person other than a director retiring at the meeting shall, unless recommended by the directors, be eligible for election to the office of director at any general meeting unless, not less than fourteen nor more than thirty five days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by ten per cent. of Association Members duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing signed by that person of his or her willingness to be elected. Such notice shall set out the following details:
- (A) all particulars of the person proposed which, if he or she were so appointed, would be required to be included in the Company's register of directors;
 - (B) the names of all companies and partnerships of which the person has been a director or partner at any time in the previous five years, indicating whether or not he or she is still a director or partner. It shall not be necessary to list all the subsidiaries of a company of which the person is also a director;
 - (C) any unspent convictions in relation to indictable offences;
 - (D) details of any bankruptcies or individual voluntary arrangements of such person;
 - (E) details of any receiverships, compulsory liquidations, creditors voluntary liquidations, administrations, company voluntary arrangements or any composition or arrangement with its creditors generally, or any class of its creditors, of any company where the person was a director with an executive function at the time of or within the twelve months preceding such events;
 - (F) details of any compulsory liquidations, administrations or partnership voluntary arrangements of any partnerships where the person was a partner at the time of or within the twelve months preceding such events;
 - (G) details of receiverships of any asset of the person or of a partnership of which the person was a partner at the time of, or within the twelve months preceding, such event; and
 - (H) details of any public criticisms of the person by statutory or regulatory authorities (including designated professional bodies) and whether the person has ever been disqualified by a court from

acting as a director of a company or from acting in the management or conduct of the affairs of any company.

35. The board shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing board.
36. Without prejudice to the powers of the board under article 35, and subject to the requirements of article 34, the Company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director.

CHIEF EXECUTIVE OFFICER

37. (A) The directors may from time to time appoint a person to the office of Chief Executive Officer and as a director (with such designation as the directors may from time to time decide) on such terms and for such period as they may determine and, notwithstanding the terms of any contract entered into in any particular case, may at any time revoke or vary any such appointment.
- (B) The appointment of the Chief Executive Officer shall automatically terminate if he or she ceases to be a director but without prejudice to any claim for damages for breach of any contract of service between him or her and the Company.

PART 4

ASSOCIATION MEMBERS

38. The board shall have the power to decide upon the minimum number, or the maximum number, of Association Members, from time to time.

BECOMING AND CEASING TO BE AN ASSOCIATION MEMBER

39. (A) Such persons as shall be admitted to membership by the board in accordance with the succeeding paragraphs of this article shall be Association Members, and shall be entered in the register of members accordingly. The board may at any time invite any natural person to become an Association Member who is a person recognised by the board as interested in or as having supported or being likely to support the objects and interests of the Company.
- (B) Any person invited by the board to become an Association Member in accordance with paragraph (B) of this article shall, as a condition precedent to admission to membership, comply with article 40(B).

- (C) Subject to these articles, an Association Member who is admitted to membership shall be admitted to membership for an initial appointed term expiring on the tenth anniversary of his or her admission to membership.
- (D) If an Association Member is also a director at the time his or her appointed term would, but for this sentence, have expired, his or her appointed term will expire instead when he or she ceases to be a director.
- (E) The board may extend any Association Member's appointed term for a further period of five years from the date on which it would otherwise have expired. There is no limit to the number of times an Association Member's appointed term may be extended under this article 39(F).

Applications for Association Membership

40. No person shall become an Association Member of the Company unless:
- (A) the directors have approved the appointment; and
 - (B) that person has completed an application for membership in a form approved by the directors.

Association Members' duty to the Company

41. Every Association Member shall be bound to further to the best of his or her ability the objects and interest of the Company and shall observe these articles (as altered from time to time by special resolution).

Association Membership

42. (A) An Association Member may withdraw from membership of the Company by giving seven days' notice to the Company in writing.
- (B) Membership is not transferable by act of the Association Member or by operation of law.
- (C) A person's Association Membership terminates:
- (i) when that person dies;
 - (ii) if, being a qualified medical practitioner, his or her name is removed from the Medical Register in the United Kingdom or any equivalent register in any other jurisdiction;

- (iii) if he or she becomes bankrupt or makes any arrangement with his or her creditors;
 - (iv) if he or she sends the Company notice in writing of his or her retirement;
 - (v) if he or she shall be required by the board to resign his or her Association Membership in accordance with paragraph (D) of this article;
 - (vi) if 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 and may remain so for more than three months;
 - (vii) if he or she is also a director, when he or she ceases to be a director under article 24. This article 42(C)(vii) shall apply notwithstanding any other provision of these articles; or
 - (viii) when his or her appointed term expires (subject to the board's power to extend such term under article 39(F)).
- (D) The board may at any time, by a resolution passed by a majority of at least three-fourths of the directors present at the relevant meeting and voting, request in writing any Association Member to resign his or her Association Membership, if the board by such resolution resolve that in their reasonable opinion it is in the interests of the Company that such Association Member should cease to be an Association Member. If that person shall fail to comply with such request within thirty days, the board may by resolution passed at a further meeting by a like majority resolve that the Association Membership of such person be terminated forthwith. Not less than seven days' notice of the meeting shall be given to the Association Member concerned and the notice shall state the purpose for which the meeting is called. Such Association Member may attend the meeting and be heard but shall not be present when voting takes place. The decision of the meeting shall be forthwith notified in writing to such Association Member.
- (E) The following provisions apply to those persons who as at 15 May 2013 have been admitted to Honorary Membership by invitation of the board:
- (i) a person admitted to Honorary Membership ("an Honorary Member") shall not be an Association Member for the purpose of these articles, and accordingly shall have no liability to the Company in terms of article 2;

- (ii) an Honorary Member who had been admitted prior to 18 May 2005 shall be entitled to remain an Honorary Member until his or her death or until he or she shall resign his or her Honorary Membership by notice in writing to the Company whichever shall come first;
- (iii) an Honorary Member shall, notwithstanding the provisions of sub-paragraph (i) of this article 42(D), be entitled to receive notice of and to attend all general meetings of the Company, but shall not be entitled to vote thereat; and
- (iv) an Honorary Member shall resign his or her Honorary Membership if requested so to do by notice in writing by the Company, resolved to be given by a unanimous resolution of the board passed at a duly constituted meeting thereof.

GENERAL MEETINGS

43. The Company shall in each year hold a general meeting as an annual general meeting, in addition to any other general meeting in that year, and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held within a period of six months beginning with the day following the accounting reference date of the Company, at such time and place as the board shall appoint.
44. (A) The board may, whenever they think fit, convene a general meeting, and general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 303 of the Companies Act 2006.
- (B) A requisition to convene a general meeting may be withdrawn at any time prior to the general meeting being convened by the board, provided that notice in writing signed by each of the requisitionists is deposited at the registered office of the Company.

NOTICE OF GENERAL MEETINGS

45. An annual general meeting shall be called by twenty one days' notice at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed:

- (A) in case of a meeting called as the annual general meeting, by all Association Members entitled to attend and vote thereat; and
 - (B) in the case of any other meeting, by a majority of Association Members together representing not less than ninety-five per cent. of the total voting rights at the meeting of all the Association Members.
46. (A) If any notice, document or other information relating to any meeting or other proceeding is accidentally not sent or supplied, or is not received (even if the Company becomes aware of such failure to send or supply or non-receipt), the meeting or other proceeding or any resolution passed at such meeting or proceeding will not be invalid as a result.
- (B) An Association Member present in person or by proxy at a general meeting is treated as having received proper notice of that meeting and, where necessary, of the purpose of that meeting.
47. Notice of every general meeting shall be given to:
- (A) subject to article 67 every Association Member and Honorary Member; and
 - (B) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

ORGANISATION OF GENERAL MEETINGS

Participation in general meetings

48. (A) The directors can make whatever arrangements they think fit to allow those entitled to do so to attend and participate in any general meeting.
- (B) Unless the notice of meeting says otherwise or the chair of the meeting decides otherwise, a general meeting will be treated as taking place where the chair of the meeting is at the time of the meeting.
- (C) Two or more persons who may not be in the same place as each other attend and participate in a general meeting if they are able to exercise their rights to speak and vote at that meeting. A person is

able to exercise the right to speak at a general meeting if that person can communicate to all those attending the meeting while the meeting is taking place. A person is able to exercise the right to vote at a general meeting if that person can vote on resolutions put to the meeting (or, in relation to a poll, can vote within the required time frame) and that person's vote can be taken into account in deciding whether or not such resolutions are passed at the same time as the votes of others attending the meeting.

- (D) When deciding whether a person is attending or participating in a meeting by means of an electronic facility, it is immaterial where that person is or how that person is able to communicate with others who are attending and participating.
- (E) Where Association Members can participate at a general meeting by means of an electronic facility, any document required to be on display or available for inspection will be made available for the required period in electronic form to those persons entitled to inspect it and this will satisfy any such requirement.

Electronic facilities and satellite meetings

- 49. (A) The directors can decide to let persons entitled to attend and participate in a general meeting do so by simultaneous attendance and participation by means of an electronic facility. Association Members present in person or by proxy by means of such electronic facility will be counted in the quorum for, and entitled to participate in, the general meeting.
- (B) The directors can also decide to let persons entitled to attend and participate in a general meeting do so by simultaneous attendance and participation at a satellite meeting place anywhere in the world (referred to in these articles as a satellite meeting). Association Members present in person or by proxy at satellite meeting places shall be counted in the quorum for, and entitled to participate in, the general meeting. The satellite meeting will be treated as taking place where the chair of the meeting is at the time of the meeting and the powers of the chair will apply to the satellite meeting.
- (C) Any general meeting at which electronic facilities are available and any satellite meeting will be duly constituted and its proceedings valid if the chair is satisfied that adequate facilities are available to enable all members attending the meeting by whatever means and at all the meeting places to participate in the business for which the meeting has been called.
- (D) All persons seeking to attend and participate in a general meeting by way of electronic facility are responsible for having in place the

necessary means to enable them to do so. Subject to the right of the chair to adjourn a general meeting under these articles, any inability of a person to attend or participate in a general meeting by means of electronic facility, or any interruption to a person being so able, shall not invalidate the proceedings of that meeting.

Changes to arrangement for general meetings

50. If the directors in their discretion consider that it is impracticable or undesirable to hold a general meeting on the date or at the time or place (or places in the case of a satellite meeting) stated in the notice calling the meeting or by means of the electronic facilities available for that meeting or if otherwise the directors in their discretion consider it appropriate to change other arrangements in relation to a general meeting, they can move or postpone the meeting or change, cancel or introduce any electronic facility or make other changes in respect of the meeting (or do any of these things). Notice of the date, time and place (or places in the case of a satellite meeting) of, or other changes in respect of, the rearranged meeting will be given as the directors in their discretion decide. Notice of the business of the meeting does not need to be given again. If a meeting is rearranged in this way, proxy forms are valid if they are received as required by these articles not less than 48 hours before the time of the rearranged meeting. The directors can also move, postpone, or make other changes in respect of, the rearranged meeting under this article (or do any of these things).

Quorum for general meetings

51. Before a general meeting starts to do business, there must be a quorum present. Unless these articles say otherwise, a quorum for all purposes is two people who are entitled to vote, each being an Association Member who is personally present or a proxy for an Association Member. If a quorum is not present, subject to article 54, a chair of the meeting can still be chosen and this will not be treated as part of the business of the meeting.
52. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Association Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place and with such means of attendance and participation as the board may determine, and if at such adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, one Association Member shall be a quorum.

Security, health and safety and access arrangements

53. (A) The directors or the secretary can put in place arrangements, both before and during any general meeting, which they consider to be appropriate for the proper and orderly conduct of the general meeting and/or the health and safety of people attending it. This authority includes power to refuse physical or electronic entry to, or remove (physically or electronically) from meetings, people who fail to comply with the arrangements.
- (B) Where a general meeting is held partly by means of an electronic facility, the directors or the secretary may make any arrangement and impose any requirement or restriction that is necessary to ensure the identification of those taking part by this means and the security of the electronic facility.

Chairing general meetings

54. (A) The chair will be the chair of the meeting at every general meeting, if he or she is willing and able to take the chair.
- (B) If the Company does not have a chair, or if he or she is not willing and able to take the chair, the deputy chair will chair the meeting if he or she is willing and able to take the chair.
- (C) If the Company does not have a chair or a deputy chair, or if neither the chair nor the deputy chair is willing and able to chair the meeting, after waiting five minutes from the time that a meeting is due to start, the directors who are present will choose one of themselves to act as chair of the meeting. If there is only one director present, the director will be the chair of the meeting, if such person agrees.
- (D) If there is no director willing and able to be the chair of the meeting, then the persons who are present at the meeting and entitled to vote will decide which one of them is to be the chair of the meeting.
- (E) Nothing in these articles is intended to restrict or exclude any of the powers or rights of a chair of a meeting which are given by law.

Orderly conduct

55. The chair of a meeting can take any action he or she considers appropriate for proper and orderly conduct at a general meeting. The chair's decision on points of order, matters of procedure or on matters that arise incidentally from the business of a meeting is final, as is the chair's decision on whether a point or matter is of this nature.

Attendance and speaking by directors and non-members

56. Each director can attend and speak at any general meeting of the Company. The chair of a meeting can also allow anyone to attend and speak where he or she considers that this will help the business of the meeting.

Adjournment

57. (A) The chair of a meeting can adjourn the meeting before or after it has started, and whether or not a quorum is present, if he or she considers that:
- (i) there is not enough room for the number of Association Members and proxies who can and wish to attend the meeting;
 - (ii) the behaviour of anyone presents, prevents, or is likely to prevent, the business of the meeting being carried out in an orderly way;
 - (iii) an adjournment is necessary for any other reason, so that the business of the meeting can be properly carried out; or
 - (iv) the facilities or security at the place of the meeting (or places in the case of a satellite meeting) or the electronic facility provided for the general meeting have become inadequate or are otherwise not sufficient to allow the meeting to be conducted as intended.

The chair of the meeting does not need the consent of the meeting to adjourn it for any of these reasons to a time, date and place (or places in the case of a satellite meeting) and with such means of attendance and participation as the chair decides. The chair can also adjourn the meeting to a later time on the same day or indefinitely. If a meeting is adjourned indefinitely, the directors will fix the time, date and place of the adjourned meeting.

- (B) The chair of a meeting can also adjourn a meeting which has a quorum present if this is agreed by the meeting. This can be to a time, date and place (or places in the case of a satellite meeting) and with such means of attendance and participation proposed by the chair of the meeting or the adjournment can be indefinite. The chair of the meeting must adjourn the meeting if the meeting directs the chair to. In these circumstances the meeting will decide how long the adjournment will be and where it will adjourn to. If a meeting is adjourned indefinitely, the directors will fix the time, date and place (or places in the case of a satellite meeting)

of, and the means of attendance and participation at, the adjourned meeting.

- (C) A reconvened meeting can only deal with business that could have been dealt with at the meeting which was adjourned.
- (D) Meetings can be adjourned more than once.
- (E) If the continuation of an adjourned meeting is to take place three months or more after it was adjourned or if business is to be considered at an adjourned meeting the general nature of which was not stated in the notice of the original meeting, notice of the adjourned meeting must be given in the same way as was required for the original meeting. Except as provided in this article, there is no need to give notice of the adjourned meeting or of the business to be considered there.

VOTING AT GENERAL MEETINGS

Voting: general

- 58. A resolution put to the vote at a general meeting held partly by means of an electronic facility will be decided on a poll, which poll votes may be cast by such electronic or other means as the directors decide are appropriate. Any such poll will be treated as having been validly demanded at the time fixed for the holding of the meeting. Subject to this, a resolution put to a vote of a general meeting must be decided on a show of hands unless a poll is demanded in accordance with the articles.
- 59. (A) On a vote on a resolution on a show of hands at a meeting, every Association Member present and every proxy who has been duly appointed by one or more Association Member entitled to vote on the resolution has one vote. This is subject to paragraph (B).
- (B) On a vote on a resolution on a show of hands at a meeting, a proxy has one vote for and one vote against the resolution if:
 - (i) the proxy has been duly appointed by more than one Association Member entitled to vote on the resolution; and
 - (ii) the proxy has been instructed by one or more of those Association Members to vote for the resolution and by one or more other of those Association Members to vote against it.
- (C) On a poll taken at a meeting of the Company all or any of the voting rights of an Association Member may be exercised by the duly appointed proxy.

60. In case of an equality of votes, either on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.

Errors and disputes

61. (A) If any person wishes to raise any objection or claim any error in respect of:

- (i) the right or qualification of any person to vote;
- (ii) any votes which have been counted but which ought not to have been counted or which might have been rejected; or
- (iii) any votes which are not counted which ought to have been counted,

the objection or error must be raised or pointed out at the meeting (or the adjourned meeting) or at the time of the poll at which the vote objected to is cast or at which the error occurs. Any objection or error must be raised with or pointed out to the chair of the meeting whose decision is final. If a vote is allowed at a meeting or at the time of a poll, it is valid for all purposes and if a vote is not counted at a meeting or poll, this will not affect the decision of the meeting or outcome of a poll.

- (B) The Company will not be obliged to check whether a proxy has voted in accordance with an Association Member's instructions and, if a proxy fails to do so, this will not affect the decision of the meeting (or adjourned meeting) or poll.

Poll votes

62. (A) A poll on a resolution may be demanded:

- (i) in advance of the general meeting where it is to be put to the vote; or
- (ii) 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.

- (B) A poll may be demanded by:

- (i) the chair of the meeting;
- (ii) the directors; or

- (iii) three or more persons attending the meeting and having the right to vote on the resolution, or such lower number of people holding voting rights for three or more persons having a right to vote on the resolution.
- (C) A demand for a poll may be withdrawn if:
 - (i) the poll has not yet been taken; and
 - (ii) the chair of the meeting consents to the withdrawal.
- (D) If a poll is demanded on a vote to elect the chair of the meeting, or to adjourn a meeting, it must be taken immediately at the meeting. Any other poll demanded can either be taken immediately or within thirty days from the date it was demanded and at a time and place decided on by the chair of the meeting. It is not necessary to give notice for a poll. The demand for a poll on a particular matter (other than on the election of the chair of the meeting or on the adjournment of the meeting) shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.
- (E) A resolution passed on a poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
- (F) If no poll is demanded or a demand for a poll is withdrawn, any declaration by the chair of the meeting of the result of a vote on that resolution by a show of hands will stand as conclusive evidence of the result without proof of the number or proportion of the votes recorded for or against the resolution.
- (G) A demand for a poll on a particular matter (other than the election of the chair of the meeting or any adjournment of the meeting) will not stop a meeting from continuing to deal with other matters.

Content of proxy notices

63. (A) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- (i) states the name and address of the Association Member appointing the proxy;
 - (ii) identifies the person appointed to be that Association Member's proxy and the general meeting in relation to which that person is appointed;

- (iii) is signed by or on behalf of the Association Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (iv) 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.
- (B) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (C) 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.
- (D) Unless a proxy notice indicates otherwise, it must be treated as:
 - (i) 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
 - (ii) 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.
- (E) If a proxy notice is signed by an attorney and the directors require this, the power of attorney or other authority relied on to sign it (or a copy which has been certified by a notary or in some other way approved by the directors, or an office copy) must be received at the registered office of the Company or at such other place within the United Kingdom as is specified for the receipt of such documents by the relevant time set out in article 64(B).

Delivery of proxy notices

64. (A) 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.
- (B) The proxy notice shall be deposited:
- (i) if in hard copy form, at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting; and

- (ii) if in electronic form, at the address specified by the Company for the receipt of appointments of proxy by electronic means,

not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the persons named in the proxy notice propose to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the proxy notice shall not be treated as valid. In counting the periods mentioned in this paragraph (B) no account shall be taken of any part of a day which is not a working day.

- (C) 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.
- (D) A notice revoking a proxy appointment only takes effect if it has been received at the registered office of the Company (or any other place specified by the Company for the receipt of proxy forms) not later than the last time at which a proxy form should have been received to be valid for use at the meeting or the holding of the poll at which the vote was given or the poll taken.
- (E) 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 appointer's behalf.
- (F) The proceedings at a general meeting will not be invalidated where an appointment of a proxy in respect of that meeting is sent in electronic form as provided in these articles, but because of a technical problem it cannot be read by the recipient.

Amendments to resolutions

- 65. (A) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - (i) 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 forty eight hours before the meeting or adjourned meeting is to take place (or such later time as the chair of the meeting may determine); and

- (ii) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- (B) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - (i) 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 forty eight hours before the meeting or adjourned meeting is to take place (or such later time as the chair of the meeting may determine); and
 - (ii) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (C) 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.

Written Resolutions

66. A resolution in writing signed by the requisite majority of Association Members specified under and in accordance with the Companies Acts shall be as valid as if it had been passed at a general meeting except in any case in which under the provisions of the Companies Acts it is necessary to hold a general meeting.

PART 5

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

67. (A) The Company can send or supply any notice, document or other information to a member:
- (i) by delivering it to the member personally;
 - (ii) by addressing it to the member and posting it to, or leaving it at, the member's registered address;
 - (iii) as authorised in writing by the relevant member;

- (iv) where appropriate, by sending or supplying it in electronic form to an address notified by the relevant member to the Company for that purpose; or
 - (v) where appropriate, by making it available on a website and notifying the member of its availability in accordance with this article.
- (B) If on two consecutive occasions any notice, document or other information sent or supplied to a member has been returned undelivered, the Company need not send or supply further notices, documents or other information to that member until the member has communicated with the Company and supplied the Company (or its agents) with a new registered address, or a postal address for the service of notices and the dispatch or supply of documents and other information, or has informed the Company of an address for the service of notices and the sending or supply of documents and other information in electronic form. Any notice, document or other information sent by post will be treated as returned undelivered if the notice, document or other information is sent back to the Company (or its agents), and any notice, document or other information sent or supplied in electronic form will be treated as returned undelivered if the Company (or its agents) receives notification that the notice, document or other information was not delivered to the address to which it was sent.
- (C) The Company may at any time and in its sole discretion choose not to serve, send or supply a notice, document or other information to a particular member where it considers this necessary or appropriate to deal with legal, regulatory or practical problems in, or under the laws of, any territory.

Deemed delivery

68. (A) If any notice, document or other information is given, sent or supplied by the Company by post, it is treated as being received the day after it was posted if first class post was used or 48 hours after it was posted if first class post was not used. In proving that any notice, document or other information was given, sent or supplied, it is sufficient to show that the envelope was properly addressed and put into the postal system with postage paid.
- (B) If any notice, document or other information is left by the Company at a member's registered address or at a postal address notified to the Company in accordance with these articles by a member or a person who is entitled to a share by law, it is treated as being received on the day it was left.

- (C) If any notice, document or other information is given, sent or supplied by the Company using electronic means, it is treated as being received on the day it was sent even if the Company subsequently sends a hard copy of such notice, document or other information by post. In the case of any notice, document or other information made available on a website, the notice, document or other information is treated as being received on the day on which the notice, document or other information was first made available on the website, or, if later, when a notice of availability is received or treated as being received by the member in accordance with these articles. In proving that any notice, document or other information was given, sent or supplied by electronic means, it is sufficient to show that it was properly addressed.
- (D) If any notice, document or other information is given, sent or supplied by the Company by any other means authorised in writing by a member, it is treated as being received when the Company has done what it was authorised to do by that member.

Notice when post not available

69. If the postal service in the United Kingdom or some part of the United Kingdom is suspended or restricted, the directors only need to give notice of a meeting to members with whom the Company can communicate by electronic means and who have provided the Company with an address for this purpose. The Company must also publish the notice in at least one United Kingdom national newspaper and make it available on its website from the date of such publication until the conclusion of the meeting or any adjournment of the meeting. If it becomes generally possible to send or supply notices by post in hard copy form at least six clear days before the meeting, the directors will send or supply a copy of the notice by post to those who would otherwise receive it in hard copy form by way of confirmation.

Company seals

70. (A) Any common seal may only be used by the authority of the directors or a committee authorised by the directors.
- (B) The directors may decide by what means and in what form any common seal is to be used.
- (C) 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.
- (D) For the purposes of this article, an authorised person is:

- (i) any director of the Company;
- (ii) the secretary; or
- (iii) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

Auditors

71. Auditors shall be appointed in accordance with the Companies Acts, except that no deemed re-appointment of auditors shall occur.

No right to inspect accounts and other records

72. 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 an Association Member.

Payment of gratuities or pensions

73. (A) The directors or any committee authorised by the directors can decide whether to provide pensions, annual payments or other benefits to any director or former director of the Company, or any relation or dependant of, or person connected to, such a person. The directors can also decide to contribute to a scheme or fund or to pay premiums to a third party for these purposes.
- (B) A director or former director will not be accountable to the Company or the Association Members for any benefit provided pursuant to this article. Anyone receiving such a benefit will not be disqualified from being or becoming a director of the Company.

DIRECTORS' AND OTHER OFFICER'S INDEMNITY AND INSURANCE

74. (A) As far as the Companies Acts allow this, the Company:
- (i) can indemnify any director or former director of the Company or of any associated company against any liability; and
 - (ii) can purchase and maintain insurance against any liability for any director or former director of the Company or of any associated company.
- (B) A director or former director of the Company or of any associated company will not be accountable to the Company or the Association Members for any benefit provided pursuant to this

article. Anyone receiving such a benefit will not be disqualified from being or becoming a director of the Company.