

COMPANY NO: 7014678

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

ETHICAL TEA PARTNERSHIP

Incorporated: 10 September 2009

(as amended by Special Resolution on 25 January 2024 and 09 April 2025)

COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
ETHICAL TEA PARTNERSHIP

PART 1

INTERPRETATION, OBJECTS, POWERS 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 17;
"chair of the meeting"	has the meaning given in article 30;
"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;
"group undertaking"	means a group undertaking (within the meaning of section 1161(5) of the Companies Act 2006) in relation to the company;
"member"	has the meaning given in section 112 of the Companies Act 2006;
"ordinary resolution"	has the meaning given in section 282 of the Companies Act 2006;

"participate"	in relation to a directors' meeting, has the meaning given in article 15;
"proxy notice"	has the meaning given in article 36;
"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;
"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 Act 2006 as in force on the date when these articles become binding on the company.

2 NAME AND REGISTERED OFFICE

- 2.1 The company's name is Ethical Tea Partnership.
- 2.2 The company's registered office is to be situated in England and Wales.

3 OBJECTS

- 3.1 The company's objects ("Objects") are:
 - 3.1.1 to promote a sustainable tea sector, which is one which is socially just, environmentally sustainable and has a strong industry by:
 - a) monitoring and promoting, by the implementation of projects and other means, the improvement of the conditions of life, working and employment of workers and the standards of conduct and compliance with law of employers on tea estates in any part of the world; and
 - b) monitoring and promoting the preservation, conservation and the protection of the environment and the prudent use of resources in respect of tea estates in any part of the world.

4 LIABILITY OF MEMBERS

- 4.1 The liability of the members is limited.
- 4.2 Every member undertakes, if the company is dissolved while they are a member or within twelve months after they cease to be a member, to contribute such sum (not exceeding £1) as may be demanded of them towards the payment of the debts and liabilities of the company incurred before they cease to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

5 INCOME, PROFITS AND PROPERTY

- 5.1 The income, profits and property of the company shall be applied solely towards the promotion of the Objects.
- 5.2 None of the income or property of the company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the company. This does not prevent a member receiving:
- 5.2.1 a benefit from the company in the capacity of a beneficiary of the company;
 - 5.2.2 a reasonable and proper remuneration for any goods or services supplied to the company.

6 DISSOLUTION

- 6.1 The members of the company may at any time before, and in expectation of, its dissolution resolve that any net assets of the company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the company be applied or transferred in any of the following ways:
- 6.1.1 directly for the Objects; or
 - 6.1.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 6.1.3 to any charity for use for particular purposes that fall within the Objects.
- 6.2 Subject to any such resolution of the members of the company, the directors of the company may at any time before and in expectation of its dissolution resolve that any net assets of the company after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the company be applied or transferred:
- 6.2.1 directly for the Objects; or
 - 6.2.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 6.2.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 6.3 In no circumstances shall the net assets of the company be paid to or distributed among the members of the company (except a member that is a charity) and if no such resolution is passed by the members or the directors the net assets of the company shall be applied for charitable purposes as directed by the court or the Charity Commission for England and Wales.

PART 2

DIRECTORS

7 DIRECTORS' POWERS AND RESPONSIBILITIES DIRECTORS' GENERAL AUTHORITY

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

8 MEMBERS' RESERVE POWER

- 8.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

- 8.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

9 DIRECTORS MAY DELEGATE

- 9.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:

9.1.1 to such person or committee;

9.1.2 by such means (including by power of attorney);

9.1.3 to such an extent;

9.1.4 in relation to such matters or territories; and

9.1.5 on such terms and conditions;

as they think fit. The power to delegate shall be effective in relation to the powers, authorities and discretions of the directors generally and shall not be limited by the fact that in certain of the articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the directors or by a committee authorised by the directors.

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

- 9.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

10 COMMITTEES

- 10.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

- 10.2 A member of a committee need not be a director.

- 10.3 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

11 DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 11.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 13.

- 11.2 If:

11.2.1 the company only has one director, and

11.2.2 no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

12 UNANIMOUS DECISIONS

- 12.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 12.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director (whether or not each signs the same document) or to which each eligible director has otherwise indicated agreement in writing.
- 12.3 References in the articles 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 (but excluding any director whose vote is not to be counted in respect of that particular matter).
- 12.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

13 CALLING A DIRECTORS' MEETING

- 13.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- 13.2 Notice of any directors' meeting must indicate:
 - 13.2.1 its proposed date and time;
 - 13.2.2 where it is to take place; and
 - 13.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 13.3 Notice of a directors' meeting need not be in writing and must be given to each director provided that, if a director is absent (whether habitually or temporarily) from the United Kingdom, the company has an address for the director for sending or receiving documents or information by electronic means to or from the director outside the United Kingdom.
- 13.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

14 PARTICIPATION IN DIRECTORS' MEETINGS

- 14.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
 - 14.1.1 the meeting has been called and takes place in accordance with the articles, and
 - 14.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 14.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 14.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

15 QUORUM FOR DIRECTORS' MEETINGS

- 15.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 15.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is three.
- 15.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision to appoint further directors pursuant to article 22.2.

16 CHAIRING OF DIRECTORS' MEETINGS

- 16.1 The directors may appoint a director to chair their meetings.
- 16.2 The person so appointed for the time being is known as the chair.
- 16.3 The directors may terminate the chair's appointment at any time.
- 16.4 If the chair is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

17 NO CASTING VOTE

The chair or other director chairing the meeting shall not have a casting vote.

18 CONFLICTS OF INTEREST

- 18.1 Notwithstanding any provisions of these articles the directors may authorise, to the fullest extent permitted by law, any matter which would otherwise result in a director infringing their duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company and which may reasonably be regarded as likely to give rise to a conflict of interest provided that:
 - 18.1.1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - 18.1.2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting;
 - 18.1.3 the unconflicted directors consider it is in the interests of the company to authorise the conflict of interest in the circumstances applying.
- 18.2 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 18.3 But if paragraph 18.4 applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- 18.4 This paragraph applies when:

- 18.4.1 the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - 18.4.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 18.4.3 the director's conflict of interest arises from a permitted cause.
- 18.5 For the purposes of this article, the following are permitted causes:
- 18.5.1 a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
 - 18.5.2 subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 18.5.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- 18.6 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 18.7 Subject to paragraph 18.8, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any director other than the chair is to be final and conclusive.
- 18.8 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

19 RECORDS OF DECISIONS TO BE KEPT

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

20 DIRECTORS' DISCRETION TO MAKE FURTHER RULES

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

APPOINTMENT OF DIRECTORS

21 METHODS OF APPOINTING AND REMOVING DIRECTORS

- 21.1 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 as follows by notice to the company at its registered office:

- 21.1.1 each Class A Member may appoint one director from time to time; or

21.1.2 by a two thirds majority decision of the directors.

21.2 If the company has no directors and, by virtue of death or bankruptcy, no member is capable of acting, the transmittee of the last member to have died or to have had a bankruptcy order made against them has the right, by notice in writing, to appoint a person to be a director.

21.3 If a Class A Member ceases to be a member of the company any director appointed by them pursuant to Article 21.1.1 shall immediately cease to be a director of the company. A Class A Member may appoint any person to be a director to fill a vacancy if no such director has been appointed pursuant to Article 21.1.1, and may remove from office any such director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the company by that Class A member. Any such appointment or removal shall take effect when it is delivered to the registered office of the company or, if it is produced at a meeting of the directors, when it is so produced or, if sent by electronic means to an address generally used by the company, when it is sent (and article 39.2 shall not apply to it). Any such removal shall be without prejudice to any claim that a director may have under any contract between the director and the company.

21.4 If a Class B Member ceases to be a member of the company any director appointed by the directors pursuant to Article 21.1.2 upon the nomination, recommendation or request of such Class B Member shall immediately cease to be a director of the company.

22 APPOINTMENT FOR A FIXED TERM

22.1 Every director must be appointed for a term of three years. Any directors already appointed at the date of the adoption of the articles shall for the purposes of this clause 22 be deemed to have been appointed at the date of the adoption of the articles and their term shall commence on that date.

22.2 A director who has served for three consecutive terms may not be reappointed for a fourth consecutive term.

22.3 Where a director is required to retire pursuant to Article 22.1, the directors shall hold a meeting of the directors on or not more than four weeks before the third anniversary of the appointment of the retiring director, which shall be that director's retirement meeting. Such retirement shall take effect on the conclusion of that meeting.

23 TERMINATION OF DIRECTOR'S APPOINTMENT

23.1 A person ceases to be a director as soon as:

23.1.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

23.1.2 a bankruptcy order is made against that person;

23.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

23.1.4 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

23.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

- 23.1.6 notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- 23.1.7 they are disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); or
- 23.1.8 they are otherwise duly removed from office in accordance with the articles.

24 DIRECTORS' REMUNERATION

- 24.1 Directors may undertake any services for the company that the directors decide.
- 24.2 Directors are entitled to such remuneration as the directors determine:
 - 24.2.1 for their services to the company as directors; and
 - 24.2.2 for any other service which they undertake for the company.
- 24.3 Subject to the articles, a director's remuneration may:
 - 24.3.1 take any form; and
 - 24.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- 24.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- 24.5 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.
- 24.6 A director may benefit from trustee indemnity insurance cover purchased at the company's expense.
- 24.7 A director may receive an indemnity from the company in the circumstances specified in these articles.

25 DIRECTORS' EXPENSES

- 25.1 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:
 - 25.1.1 meetings of directors or committees of directors, or
 - 25.1.2 general meetings,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

26 APPLICATIONS FOR MEMBERSHIP

- 26.1 No person shall become a member of the company unless:
- 26.1.1 that person has completed an application for membership in a form approved by the directors, and
 - 26.1.2 the directors have approved the application;
 - 26.1.3 the directors have decided whether the member is a Class A Member or a Class B Member.
- 26.2 The directors must keep a register of names and addresses of the members which will state whether the member is a Class A Member or a Class B Member.
- 26.3 The directors shall determine from time to time the entrance fees, subscription and other fees or payments to be made by members. The directors may delegate this function in whole or part to senior management of the company.

27 TERMINATION OF MEMBERSHIP

- 27.1 A Member may withdraw from membership by giving ETP notice in writing based on their membership category outlined below:

- Friend of ETP: six-months' notice
- Affiliate of ETP: nine-months' notice

Member:

- Class A and Class B: 12-months' notice

- 27.2 Membership is not transferable.
- 27.3 A person's membership terminates when that person dies or ceases to exist.
- 27.4 Membership is terminated if:
- 27.4.1 any sum due from the member of the Company is not paid in full within three months of it falling due and the directors resolve that the membership is terminated;
 - 27.4.2 the member is removed from membership by a resolution of the directors that it is in the best interests of the Company that the membership is terminated. A resolution to remove a member from membership may only be passed pursuant to this Article 27.4.2 if:
 - a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution is will be proposed and the reasons why it is to be proposed;
 - b) the member or, at the option of the member, the member's representative (who need not be a member of the company) has been allowed to make representations to the meeting.

ORGANISATION OF GENERAL MEETINGS

28 ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 28.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 28.2 A member, shall have and shall be deemed to have the following votes, whether on a show of hands or a poll:

	Number of Votes
Each Class A Member	[5]
Each Class B Member	[1]

- 28.3 A person is able to exercise the right to vote at a general meeting when:
- 28.3.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 28.3.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 28.4 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 28.5 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 28.6 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

29 QUORUM FOR GENERAL MEETINGS

- 29.1 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.
- 29.2 Not less than twenty-five per cent. of all the members (including at least one member which is a Class A Member and one member which is a Class B Member) for the time being, each being a member or proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

30 CHAIRING GENERAL MEETINGS

- 30.1 If the directors have appointed a chair, the chair shall chair general meetings if present and willing to do so.
- 30.2 If the directors have not appointed a chair, or if the chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- 30.2.1 the directors present, or
- 30.2.2 (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

- 30.3 The person chairing a meeting in accordance with this article is referred to as "the chair of the meeting".

31 ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

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

32 ADJOURNMENT

- 32.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- 32.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 32.2.1 the meeting consents to an adjournment, or
 - 32.2.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 32.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 32.4 When adjourning a general meeting, the chair of the meeting must:
- 32.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - 32.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 32.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 32.5.1 to the same persons to whom notice of the company's general meetings is required to be given, and
 - 32.5.2 containing the same information which such notice is required to contain.
- 32.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

33 VOTING: GENERAL

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

34 ERRORS AND DISPUTES

34.1 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.

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

35 POLL VOTES

35.1 A poll on a resolution may be demanded:

35.1.1 in advance of the general meeting where it is to be put to the vote, or

35.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

35.2 A poll may be demanded by:

35.2.1 the chair of the meeting;

35.2.2 the directors;

35.2.3 two or more persons having the right to vote on the resolution;

35.2.4 a Class A Member; or

35.2.5 a Class B Member.

35.3 A demand for a poll may be withdrawn if:

35.3.1 the poll has not yet been taken, and

35.3.2 the chair of the meeting consents to the withdrawal.

35.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

36 CONTENT OF PROXY NOTICES

36.1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:

36.1.1 states the name and address of the member appointing the proxy;

36.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

36.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

36.1.4 is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

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

- 36.3 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.
- 36.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 36.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 36.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

37 DELIVERY OF PROXY NOTICES

- 37.1 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.
- 37.2 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.
- 37.3 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.
- 37.4 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.

38 AMENDMENTS TO RESOLUTIONS

- 38.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 38.1.1 notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
 - 38.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 38.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 38.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 38.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 38.3 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

39 MEANS OF COMMUNICATION TO BE USED

- 39.1 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.
- 39.2 Except insofar as the Companies Acts require otherwise, the company shall not be obliged to accept any notice, document or other information sent or supplied to the company in electronic form unless it satisfies such stipulations, conditions or restrictions (including for the purpose of authentication) as the directors think fit, and the company shall be entitled to require any such notice, document or information to be sent or supplied in hard copy form instead.
- 39.3 In the case of a member that is a corporation, for all purposes, including the execution of any appointment of proxy, resolution in writing, notice or other document (including anything sent or supplied in electronic form) executed or approved pursuant to any provision of the articles, execution by any director or the secretary of that corporation or any other person who appears to any officer of the company (acting reasonably and in good faith) to have been duly authorised to execute shall be deemed to be and shall be accepted as execution by that corporation.
- 39.4 A member whose registered address is not within the United Kingdom and who notifies the company of an address within the United Kingdom at which notices, documents or other information may be served on or delivered to them shall be entitled to have such things served on or delivered to them at that address (in the manner referred to above), but otherwise no such member shall be entitled to receive any notice, document or other information from the company. If the address is that member's address for sending or receiving documents or information by electronic means the directors may at any time without prior notice (and whether or not the company has previously sent or supplied any documents or information in electronic form to that address) refuse to send or supply any documents or information to that address.
- 39.5 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.
- 39.6 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.

40 NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

41 PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

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

42 SECRETARY

Subject to the Companies Act 2006, the directors may appoint a company secretary (or two or more persons as joint secretary) for such term, at such remuneration and upon such conditions as the directors may think fit; and any company secretary (or joint secretary) so appointed may

be removed by the directors. The directors may also from time to time appoint on such terms as they think fit, and remove, one or more assistant or deputy secretaries.

DIRECTORS' INDEMNITY AND INSURANCE

43 INDEMNITY

43.1 Subject to paragraph 43.2, a relevant director of the company or a group undertaking may be indemnified out of the company's assets against:

43.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or a group undertaking,

43.1.2 any liability incurred by that director in connection with the activities of the company or a group undertaking in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

43.1.3 any other liability incurred by that director as an officer of the company or a group undertaking.

43.2 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.

43.3 In this article:

43.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

43.3.2 a "relevant director" means any director or former director of the company or a group undertaking.