

PRIVATE COMPANY LIMITED BY GUARANTEE
WRITTEN RESOLUTION
of
GOOD LAW PROJECT LIMITED (Registered No. 10556197)
(the "Company")
15 February 2019 (the "Circulation Date")

The following resolution was duly passed as a Special Resolution on 15 February 2019 by way of Written Resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

The regulations contained in the document attached hereto be and are hereby approved and adopted as the Articles of Association of the Company and in substitution for and to the exclusion of all existing Articles of Association of the Company.

AGREEMENT TO RESOLUTION

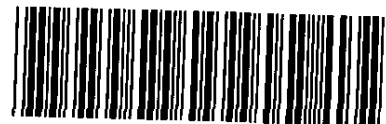
The undersigned, being the sole person entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.



Jolyon Maugham

22 February 2019

TUESDAY



A14 *A80KBL0Q* 05/03/2019 #334
COMPANIES HOUSE

ARTICLES OF ASSOCIATION
THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
Articles of Association of the GOOD LAW PROJECT LTD

PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

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

Asset-locked body means (i) a community interest company or a charity; or (ii) a body established outside the United Kingdom that is equivalent to any of those;

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

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;

chairman has the meaning given in Article 33;

Clear Days means (in relation to the period of a notice) that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it takes effect;

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;

Conflict has the meaning given to that term in Article 35;

conflicted director means a director who has, or could have, a Conflict in a situation involving the Company and consequently whose vote is not to

be counted in respect of any resolution to authorize such Conflict and who is not to be counted as participating in the quorum for the meeting (or part of the meeting) at which such resolution is to be voted upon;

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;

hard copy form has the meaning given to that term in section 1168 of the Companies Act 2006;

instrument means a document in hard copy form;

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

non-conflicted director means any director who is not a conflicted director;

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 35;

proxy notice has the meaning given in Article 19;

relevant officer has the meaning given to that term in Article 49;

relevant loss has the meaning given to that term in Article 50.2;

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;

United Kingdom means Great Britain and Northern Ireland; 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.

- 1.2. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which 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.
- 1.3. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4. Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time and shall include any orders, regulations or subordinate legislation from time to time made under it and any amendment or re-enactment of it or any such orders, regulations or subordinate legislation for the time being in force.
- 1.5. Any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.6. No regulations set out in any statute or in any statutory instrument or other subordinate legislation concerning companies, including but not limited to the Model Articles, shall apply to the Company, but the following shall be the Articles of Association of the Company.

2. Liability of members

- 2.1. The liability of each member is limited to £1.00, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:
 - 2.1.1. payment of the Company’s debts and liabilities contracted before he ceases to be a member;
 - 2.1.2. payment of the costs, charges and expenses of winding up; and
 - 2.1.3. adjustment of the rights of the contributories among themselves.

3. Objects

- 3.1. The Company is established for the purposes expressed in the Memorandum of Association.

PART 1A NOT FOR PROFIT COMPANY

3A. Asset Lock

3A.1 The Company shall not transfer any of its assets other than for full consideration.

3A.2 Provided the conditions in Article 3A.3 are satisfied, Article 3A.1 shall not apply to:

- (a) the transfer of assets to any specified asset-locked body, or (should it no longer exist) to any other asset-locked body; and
- (b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

3A.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the memorandum and Articles of the Company.

3A.4 If:

3A.4.1 the Company is wound up under the Insolvency Act 1986; and

3A.4.2 all its liabilities have been satisfied

any residual assets shall be given or transferred to the asset-locked body specified in Article 3A.5 below notwithstanding anything to the contrary in these Articles.

3A.5 For the purposes of this Article 3A, the following asset-locked body is specified as a potential recipient of the Company's assets under Articles 3A.2 and 3A.4:

Name: The Public Law Project

Charity Registration Number (if applicable): 1003342

Company Registration Number (if applicable): 2368562

3B. Not for profit

3B.1 The Company is not established or conducted for private gain: any surplus or assets are used principally for the benefit of the community.

PART 2

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

4. Applications for membership

No person shall become a member of the company unless:

- 4.1. that person has completed an application for membership in a form approved by the directors; and
- 4.2. the directors have approved the application.

5. Termination of membership

- 5.1. A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- 5.2. The directors may terminate the membership of any member provided that the member concerned shall have the right to be heard before any final decision is made.
- 5.3. Membership is not transferable.
- 5.4. Subject to Articles 5.1 and 5.2, a person's membership terminates when that person dies or ceases to exist.

ORGANISATION OF GENERAL MEETINGS

6. Annual general meetings

Subject to the Act and to the passing of an elective resolution dispensing the need to hold an annual general meeting, the Company shall hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next.

7. Purpose of annual general meetings

- 7.1. The annual general meeting shall be held for the following purposes:
 - 7.1.1.1. to receive from the Directors a full statement of account, pursuant to Article 46;
 - 7.1.1.2. to receive from the Directors a report of the activities of the Company since the previous annual general meeting;
 - 7.1.1.3. to transact any such other business as may be brought before it.

8. Extraordinary general meetings

All general meetings other than annual general meetings shall be called extraordinary general meetings.

9. Convening general meetings

The Directors may (and the Secretary shall at the request of the Directors) call an extraordinary general meeting at any time. On the written request of a majority in number of the Members, the Secretary shall convene an extraordinary general meeting.

10. Notice of general meetings

- 10.1. Annual general meetings and extraordinary general meetings (other than an adjourned meeting) shall be called by at least twenty-one Clear Days' notice but a general meeting may be called by shorter notice if so agreed by a majority in number of the members having a right to attend and vote.
- 10.2. The notice shall specify the time, date and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it.
- 10.3. Subject to the provisions of these Articles and to any restrictions imposed on members, the notice shall be given to all members and to the directors, alternate directors and the auditors for the time being of the Company.
- 10.4. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

11. Attendance and speaking at general meetings

- 11.1. 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.
- 11.2. A person is able to exercise the right to vote at a general meeting when:
 - 11.2.1.1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 11.2.1.2. 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.
- 11.3. The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 11.4. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 11.5. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were

to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

12. Quorum for general meetings

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. Three people present and entitled to vote shall be a quorum.

13. Chairing general meetings

- 13.1. If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 13.2. If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the directors present, or if no directors are present, the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 13.3. The person chairing a meeting in accordance with this article is referred to as **the chairman of the meeting**.

14. Attendance and speaking by directors and non-members

- 14.1. Directors may attend and speak at general meetings.
- 14.2. The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

15. Adjournment

- 15.1. 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 chairman of the meeting must adjourn it to the same day in the next week at the same time and place or to such other time and place as the directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.
- 15.2. The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
 - 15.2.1.1. the meeting consents to an adjournment; or
 - 15.2.1.2. it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.

- 15.3. The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 15.4. When adjourning a general meeting, the chairman of the meeting must:
 - 15.4.1.1. 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
 - 15.4.1.2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 15.5. 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):
 - 15.5.1.1. to the same persons to whom notice of the company's general meetings is required to be given; and
 - 15.5.1.2. containing the same information which such notice is required to contain.
- 15.6. 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

16. Voting: general

- 16.1. 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.
- 16.2. Subject to any rights or restrictions to which members are subject, every member and director who is present shall have one vote. A proxy shall not be entitled to vote on a show of hands.
- 16.3. Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
- 16.4. In the case of an equality of votes, the chairman shall be entitled to a casting vote in addition to any other vote he or she may have.

17. Errors and disputes

- 17.1. 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.
- 17.2. Any such objection must be referred to the chairman of the meeting whose decision is final.

18. Poll votes

- 18.1. A poll on a resolution may be demanded:
 - 18.1.1.1. in advance of the general meeting where it is to be put to the vote; or
 - 18.1.1.2. 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.
- 18.2. A poll may be demanded by:
 - 18.2.1.1. the chairman of the meeting;
 - 18.2.1.2. the directors;
 - 18.2.1.3. two or more persons having the right to vote on the resolution; or
 - 18.2.1.4. a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 18.3. A demand for a poll may be withdrawn if:
 - 18.3.1.1. the poll has not yet been taken; and
 - 18.3.1.2. the chairman of the meeting consents to the withdrawal.
- 18.4. Polls must be taken at such time and place and in such manner as the chairman of the meeting directs. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at

least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

- 18.5. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. Content of proxy notices

- 19.1. Subject to the provisions of these Articles, a member is entitled to appoint another person as his or her proxy to exercise any or all of his or her rights to attend and to speak and vote at general meetings.
- 19.2. Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
- 19.2.1.1. states the name and address of the member appointing the proxy;
 - 19.2.1.2. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 19.2.1.3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 19.2.1.4. 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.
- 19.3. The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 19.4. 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.
- 19.5. Unless a proxy notice indicates otherwise, it must be treated as:
- 19.5.1.1. 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
 - 19.5.1.2. 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.

20. Delivery of proxy notices

- 20.1. 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.
- 20.2. 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.
- 20.3. 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.
- 20.4. 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.

21. Amendments to resolutions

- 21.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - 21.1.1.1. notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
 - 21.1.1.2. the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 21.2. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - 21.2.1.1. the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 21.2.1.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 21.3. If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 3

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

22. Directors' general authority

- 22.1. 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.
- 22.2. Unless otherwise determined by ordinary resolution, the number of Directors shall not be less than one or, at any time at which the Company is a registered charity, three.

23. Change of Company name

Without prejudice to the generality of Article 22, the Directors may resolve in accordance with Article 27 to change the Company's name.

24. Members' reserve power

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

25. Directors may delegate

- 25.1. Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
 - 25.1.1.1. to such person or committee;
 - 25.1.1.2. by such means (including by power of attorney);
 - 25.1.1.3. to such an extent;
 - 25.1.1.4. in relation to such matters or territories; and
 - 25.1.1.5. on such terms and conditions;as they think fit.
- 25.2. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 25.3. The directors may revoke any delegation in whole or part, or alter its terms and conditions.

26. Committees

- 26.1. 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.
- 26.2. The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

27. Directors to take decisions collectively

- 27.1. 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 28 or otherwise as a unanimous decision taken in accordance with Article 29.
- 27.2. Subject to the Articles, each director participating in a directors' meeting has one vote.

28. Directors' written resolutions

- 28.1. Any director may propose a directors' written resolution by giving notice in writing of the proposed resolution to each of the other directors (including alternate directors).
- 28.2. If the Company has appointed a company secretary, the company secretary must propose a directors' written resolution if a director so requests by giving notice in writing to each of the other directors (including alternate directors).
- 28.3. Notice of a proposed directors' written resolution must indicate:
 - 28.3.1.1. the proposed resolution; and
 - 28.3.1.2. the time by which it is proposed that the directors should adopt it.
- 28.4. A proposed directors' written resolution is adopted when a majority of the eligible directors have signed one or more copies of it, provided that those directors would have formed a quorum at a directors' meeting were the resolution to have been proposed at such a meeting.
- 28.5. 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.

29. Unanimous decisions

- 29.1. 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.
- 29.2. 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.
- 29.3. References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- 29.4. 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.

30. Calling a directors' meeting

- 30.1. 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.
- 30.2. Notice of any directors' meeting must indicate:
 - 30.2.1.1. its proposed date and time;
 - 30.2.1.2. where it is to take place; and
 - 30.2.1.3. 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.
- 30.3. Subject to Article 30.4, notice of a directors' meeting must be given to each director, but need not be in writing.
- 30.4. 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.

31. Participation in directors' meetings

- 31.1. Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
 - 31.1.1.1. the meeting has been called and takes place in accordance with the articles; and
 - 31.1.1.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 31.2. In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 31.3. 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.

32. Quorum for directors' meetings

- 32.1. At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 32.2. Subject to Article 32.3, 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. If and so long as there is a sole director, he or she may exercise all the powers and authorities vested in the directors by these Articles and accordingly quorum for the transaction of a business in these circumstances shall be one non-conflicted director.
- 32.3. 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:
 - 32.3.1.1. to appoint further directors; or
 - 32.3.1.2. to call a general meeting so as to enable the members to appoint further directors.

33. Chairing of directors' meetings

- 33.1. The directors may appoint a director to chair their meetings.
- 33.2. The person so appointed for the time being is known as the chairman.

- 33.3. The directors may terminate the chairman's appointment at any time.
- 33.4. If the chairman 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.

34. Casting vote

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

35. Conflicts of interest

- 35.1. For the purposes of this Article 35, a **conflict of interest** includes a conflict of interest and duty and a conflict of duties, and interest includes *both direct and indirect interests*.
- 35.2. If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director has a conflict of interest, then:
 - 35.2.1.1. that director must declare an interest before discussion begins on the matter;
 - 35.2.1.2. withdraw from that part of the meeting unless expressly invited to remain;
 - 35.2.1.3. that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 35.3. But, a director who is interested in an actual or proposed transaction or arrangement with the Company may be counted as participating in the decision-making process for quorum and voting purposes if:
 - 35.3.1.1. 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;
 - 35.3.1.2. the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 35.3.1.3. the director's conflict of interest arises from a permitted cause.

- 35.4. For the purposes of this article, the following are permitted causes:
- 35.4.1.1. 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;
 - 35.4.1.2. 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
 - 35.4.1.3. 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.
- 35.5. For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 35.6. Where, in accordance with these Articles, a director who is interested in an actual or proposed transaction or arrangement with the Company is counted as participating in the decision-making process for quorum or voting purposes, or is invited to remain at a directors' meeting (or part of a meeting) for discussion of the matter, the directors must:
- 35.6.1.1. record this and the justification for the director's involvement in the written records of the meeting;
 - 35.6.1.2. publish the director's interest on the Company's website, subject to any consents required by law;
 - 35.6.1.3. include details of the director's interest in the transaction or arrangement in the Company's annual report to members.
- 35.7. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- 35.8. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

- 35.9. Subject to the applicable provisions of the Companies Act, the Articles and to any terms, limits or conditions imposed by the directors, and provided that the (s)he has disclosed the nature and extent of any interest, a director may:
- 35.9.1.1. be party to, or otherwise interested in, any contract, transaction or arrangement with the Company or in which the Company is otherwise interested;
 - 35.9.1.2. act by himself/herself or his/her firm in a professional capacity for the Company (otherwise than as auditor) and (s)he or his/her firm shall be entitled to remuneration for professional services as if (s)he were not a director; and
 - 35.9.1.3. be a director or other officer of, or employed by, or a party to any contract, transaction, arrangement with, or otherwise interested in any body corporate promoted by the Company or in which the Company is otherwise interested.
- 35.10. For the purposes of Article 35.8 above, a director must disclose the nature and extent of an interest in a transaction or arrangement by ensuring that it is explained to the directors and that:
- 35.10.1.1. the nature and extent of the interest is recorded in the written records of any meeting discussing the matter in which (s)he is interested;
 - 35.10.1.2. the nature and extent of the interest is published on the Company's website, subject to any consents required by law;
 - 35.10.1.3. details of the interest in the transaction or arrangement are included in the Company's annual report to members.

36. Records of decisions to be kept

The directors must ensure that the company keeps a record, in writing, for at least 6 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

37. 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

38. Methods of appointing directors

- 38.1. Subject to Article 38.2, 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:
 - 38.1.1.1. by ordinary resolution; or
 - 38.1.1.2. by a decision of the directors.
- 38.2. No person who is not a member shall in any circumstances be eligible to hold office as a director.

39. Termination of director's appointment

- 39.1. A person ceases to be a director as soon as:
 - 39.1.1.1. 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;
 - 39.1.1.2. that person ceased to be a member;
 - 39.1.1.3. a bankruptcy order is made against that person;
 - 39.1.1.4. a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 39.1.1.5. 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;
 - 39.1.1.6. 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.

40. Directors' remuneration

- 40.1. Subject to the Articles, directors may undertake any services for the company that the directors decide.
- 40.2. Subject to the Articles, and in particular Article 40.4, directors are entitled to such remuneration as the directors determine:
 - 40.2.1.1. for their services to the company as directors; and
 - 40.2.1.2. for any other service which they undertake for the company.

- 40.3. Subject to the Articles, a director's remuneration may:
- 40.3.1.1. take any form;
 - 40.3.1.2. 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.
- 40.4. Where a director is remunerated by the Company, the total annual monetary value of that remuneration must not exceed a sum greater than the annual salary of a Member of Parliament for the United Kingdom.
- 40.5. Unless the directors decide otherwise, directors' remuneration accrues from day to day.

41. Directors' expenses

- 41.1. The Company may pay any reasonable expenses which the directors and the secretary (if any) properly incur in connection with their attendance at:
- 41.1.1.1. meetings of directors or committees of directors;
 - 41.1.1.2. general meetings; or
 - 41.1.1.3. separate meetings of the holders of debentures of the company.

SECRETARY

42. Appointment and removal of a secretary

- 42.1. The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration, and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement in each case by decision of the directors, provided that where a secretary is remunerated by the Company:
- 42.1.1.1. the total annual monetary value of that remuneration must not exceed a sum greater than the annual salary of a Member of Parliament for the United Kingdom; and
 - 42.1.1.2. the remuneration must not be less than the London Living Wage.

PART 4

ADMINISTRATIVE ARRANGEMENTS

43. Means of communication to be used

- 43.1. 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.
- 43.2. Any notice, document or other information shall be deemed served or delivered to the intended recipient:
 - 43.2.1.1. if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, forty-eight hours after it was posted;
 - 43.2.1.2. if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - 43.2.1.3. if properly and addressed and sent or supplied by electronic means forty-eight hours after the document or information was sent or supplied; and
 - 43.2.1.4. if sent or supplied by means of a website, when the material is first made available on the website or, (if later) when the recipient receives (or is deemed to have received) notice of the fact the material is available on the website.

For the purposes of this Article 43.2, no account shall be taken of any part of a day that is not a working day.

- 43.3. In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose of the Companies Act 2006.
- 43.4. 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.
- 43.5. 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.

44. Company seals

- 44.1. Any common seal may only be used by the authority of the directors.
- 44.2. The directors may decide by what means and in what form any common seal is to be used.
- 44.3. Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by *at least one authorised person in the presence of a witness who attests the signature.*
- 44.4. For the purposes of this Article, an authorised person is:
 - 44.4.1.1. any director of the company;
 - 44.4.1.2. the company secretary (if any); or
 - 44.4.1.3. any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

RECORDS AND ACCOUNTS

45. Accounting and membership records

- 45.1. The directors shall comply with the Companies Act as to maintaining a members' register, keeping financial records, and the audit or examination of accounts.
- 45.2. Except as provided by law or authorized 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.

46. Annual reporting

At the annual general meeting in every year the Directors shall lay before the Company a proper income and expenditure account for the period since the last *preceding account (or in the case of the first account since the incorporation of the Company made up to a date not more than seven months before such meeting)* together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the directors and copies of such accounts, balance sheet and reports shall not less than 21 clear days before the date of the meeting be sent to the auditors and to all other persons entitled to receive notices of general meetings.

47. Audit

The Company shall comply with its statutory obligations in relation to audit.

48. Provision for employees on cessation of business

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

DIRECTORS' INDEMNITY AND INSURANCE

49. Indemnity

49.1. Subject to Article 49.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

49.1.1.1. Each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him or her as a relevant officer:

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

49.1.1.1.2. In relation to the Company's (or any associated Company's) activities as trustee of an occupation pension scheme (as defined in section 235(6) of the Companies Act 2006).

including (in each case) any liability incurred by him or her in connection with defending any civil or criminal proceedings in which judgment is given in his or her favour or in which she or he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part or in connection with any application in which the court grants him or her, in his/her capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs; and

49.1.1.2. the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him or her in connection with any proceedings or application referred to in Article 49.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

49.2. 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.

49.3. In this Article:

49.3.1.1. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

49.3.1.2. a **relevant officer** means any director or officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Companies Act 2006)), and may, if the members so decide, include any person engaged by the Company or any associated company as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor.

50. Insurance

50.1. The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss.

50.2. In this Article:

50.2.1.1. a **relevant officer** means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Companies Act 2006));

50.2.1.2. a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that officer's duties or power in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and

50.2.1.3. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.