

The Companies Act 2006

Private Company Limited by Guarantee

Articles of Association
of
ALIGNMENT CREATION ENTERPRISES CLG

(CLG Limited by Guarantee)

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PART 1 INTERPRETATION

1. Defined terms

In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

<u>Term</u>	Meaning
1.1 “Address”	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
1.2 “Articles”	the Company’s articles of association;
1.3 “asset-restrictions”	means any surplus or assets are used principally for the benefit of the community; i.e an asset lock on the use of assets for the social purpose of the company;
1.4 “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;
1.5 “Chair”	has the meaning given in Article 15;
1.6 “Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.7 “Clear Days”	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 is to take effect;
1.8 “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;
1.9 “Company”	Company Limited by Guarantee/C.L.G.;
1.10 “Conflict of Interest”	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company;
1.11 “Director”	a director of the Company, and includes any person occupying the position of director, by whatever name called;
1.12 “Document”	includes, unless otherwise indicated, any document sent or supplied in Electronic Form;
1.13 “Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.14 “Hard Copy Form”	has the meaning given to it in the Companies Act 2006;

1.15	“member”	has the meaning given in section 112 of the Companies Act 2006;
1.16	“Memorandum”	the Company’s memorandum of association;
1.17	“ordinary resolution”	has the meaning given in section 282 of the Companies Act 2006;
1.18	“participate”	in relation to a Directors’ meeting, has the meaning given in Article 13;
1.19	“proxy notice”	has the meaning given in article 36;
1.20	“Secretary”	the secretary of the Company (if any);
1.21	“special resolution”	has the meaning given in section 283 of the Companies Act 2006;
1.22	“specified”	means specified in the memorandum or articles of association of the Company for the purposes of this paragraph;
1.23	“subsidiary”	has the meaning given in section 1159 of the Companies Act 2006;
1.24	“transfer”	includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property; and
1.25	“Writing”	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

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

2. Objects

- 2.1 The objects of the company are to carry on activities which benefit the community and in particular (without limitation) to generate commerce in health and education through the design, innovation, production and delivery of commercially attractive as well as socially beneficial products and services that enhance and support Wellbeing.
- 2.2 The company has been formed to create products and services with alignment to its core values, with a strong social ethos and purpose that uses profits for social benefit following the principles of sustainable development.
- 2.3 The company’s objects will without limitation address:
 - (a) Mental/Mind Health

- (b) Addictions/Trauma signposting and support
- (c) Issues relating to Homelessness
- (d) Charities and Community projects that require assistance
- (e) Support the Environment

3. Powers

- 3.1 To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.
- 3.2 The rights of this company cannot exceed the rights of the individual and basic human rights.
- 3.3 The company will review its' purpose and operations where activities infringe upon human, animal, environmental or planetary wellbeing with a view to taking action to prevent this.

4. Restrictions on the Use of the Companys' Assets

- 4.1 Not for profit: The Company is not established or conducted for private gain: any surplus or assets are used principally for the benefit of the community.
- 4.2 The income and the property of the company shall be applied towards the promotion of the objects (as set forth in article 2) and in particular (but without limiting the generality of that provision) any surplus funds or assets of the company must be applied for the benefit for the community.
- 4.3 No more than 25% by way of profit shall be paid or transferred directly or indirectly by way of bonus or otherwise to members of the company provided that nothing shall prevent any payment in good faith by the company:
 - (a) of reasonable and proper remuneration to any member officer or servant of the company for any services rendered to the company;
 - (b) of reasonable and proper rent for premises or let by any member of the company or any director;
 - (c) to any director for reasonable out of pocket expenses.

5. Liability of Members

- 5.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for:
- (d) payment of the Company's debts and liabilities contracted before he or she ceases to be a member;
 - (e) payment of the costs, charges and expenses of winding up, and
 - (f) adjustment of the rights of the contributories among themselves.

PART 2 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

6. Directors' general authority

- 6.1 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.

7. Members' reserve power

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

8. Directors may delegate

- 8.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles or the implementation of their decisions or day to day management of the affairs of the company:
- (a) to such person or committee;

- (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions; as they think fit.
- 8.2 If the directors so specify, any such delegation of this power may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 8.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

9. Committees

- 9.1 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.
- 9.2 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

10. Directors to take decisions collectively

- 10.1 Any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 11. [In the event of the company having only one director, a majority decision is made when that single director makes a decision.]

11. Unanimous decisions

- 11.1 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.

- 11.2 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.
- 11.3 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.
- 11.4 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.

12. Calling a directors' meeting

- 12.1 Two directors may (and the Secretary, if any, must at the request of two directors) call a directors' meeting.
- 12.2 A directors' meeting must be called by at least seven clear days' notice unless either:
- 12.2.1 all the directors agree; or
- 12.2.2 urgent circumstances require shorter notice.
- 12.2.3 notice of directors' meetings must be given to each director.
- 12.2.4 Every notice calling a directors' meeting must specify:
- (a) the place, day and time of the meeting; and
- (b) 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.
- 12.2.5 Notice of directors' meetings need not be in writing.
- 12.2.6 Notice of Directors' meetings may be sent by electronic means to an address provided by the director for the purpose.

13. Participation in directors' meetings

- 13.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when
- (a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

13.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

13.3 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.

14. Quorum for directors' meetings

14.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

14.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is (two).

14.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:

(a) to appoint further directors, or

(b) to call a general meeting so as to enable the members to appoint further directors.

15. Chairing of directors' meetings

15.1 The chair, if any, or in his or her absence another director nominated by the directors present shall preside as chair of each directors' meeting.

15.2 The directors may appoint a director to chair their meetings.

15.3 The person so appointed for the time being is known as the chair.

15.4 The directors may terminate the chair's appointment at any time.

15.5 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.

16. Decision-making at meetings

- 16.1 Questions arising at a Directors' meeting shall be decided by a majority of votes.
- 16.2 In all proceedings of Directors each Director must not have more than one vote.
- 16.3 In case of an equality of votes, the Chair shall have a second or casting vote.

17. Decisions without a meeting

- 17.1 The directors may take a unanimous decision without a directors' meeting in accordance with this article by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each director or to which each director has otherwise indicated agreement in writing.
- 17.2 A decision which is made in accordance with Article 0 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
 - (a) approval from each director must be received by one person being either such person as all the directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the directors;
 - (b) following receipt of responses from all of the directors, the recipient must communicate to all of the directors by any means whether the resolution has been formally approved by the directors in accordance with this Article 0;
 - (c) the date of the decision shall be the date of the communication from the recipient confirming formal approval;
 - (d) the recipient must prepare a minute of the decision in accordance with article 41.

18. Conflicts of interest

- 18.1 Whenever a director finds himself or herself in a situation that is reasonably likely to give rise to a conflict of interest, he or she must declare his or her

interest to the directors unless, or except to the extent that, the other directors are or ought reasonably to be aware of it already.

- 18.2 If any question arises as to whether a director has a conflict of interest, the question shall be decided by a majority decision of the other directors.
- 18.3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 17 and a director has a conflict of interest in respect of that matter then, subject to Article 19, he or she must:
- (a) remain only for such part of the meeting as in the view of the other directors is necessary to inform the debate;
 - (b) not be counted in the quorum for that part of the meeting; and
 - (c) withdraw during the vote and have no vote on the matter.
- 18.4 When a director has a conflict of interest which he or she has declared to the directors, he or she shall not be in breach of his or her duties to the company by withholding confidential information from the company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

19. Directors' power to authorise a conflict of interest

- 19.1 The directors have power to authorise a director to be in a position of conflict of interest provided:
- (a) in relation to the decision to authorise a conflict of interest, the conflicted director must comply with article 18.3;
 - (b) in authorising a conflict of interest, the directors can decide the manner in which the conflict of interest may be dealt with and, for the avoidance of doubt, they can decide that the director with a conflict of interest can participate in a vote on the matter and can be counted in the quorum;
 - (c) the decision to authorise a conflict of interest can impose such terms as the directors think fit and is subject always to their right to vary or terminate the authorisation.
- 19.2 If a matter, or office, employment or position, has been authorised by the directors in accordance with article **Error! Reference source not found.** then, even if he or she has been authorised to remain at the meeting by the other directors, the director may absent himself or herself from meetings of the directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.

- 19.3 A director shall not be accountable to the company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the directors in accordance with article **Error! Reference source not found.** (subject to any limits or conditions to which such approval was subject).

20. Register of directors' interests

- 20.1 The directors shall cause a register of directors' interests to be kept. A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the company or in any transaction or arrangement entered into by the company which has not previously been declared.

APPOINTMENT AND RETIREMENT OF DIRECTORS

21. Methods of appointing directors

- 21.1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors.
- 21.2 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 by a decision of the Directors.

22. Termination of director's appointment

- 22.1 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 Act 2006 or is prohibited from being a director by law;
 - (b) a bankruptcy order is made against that person; or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;

- (d) 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 (but only if at least one director will remain in office when such resignation has taken effect); or
- (e) director fails to attend three consecutive meetings of the directors and the directors resolve that the director be removed for this reason.

23. Directors' remuneration

23.1 Directors may undertake any services for the company that the directors decide.

23.2 Directors are entitled to such remuneration as the directors determine:

- (a) for their services to the company as directors, and
- (b) for any other service which they undertake for the company.

23.3 Subject to the articles, a director's remuneration may

- (a) take any form, and
- (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

23.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.

23.5 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. Directors' expenses

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

- (a) meetings of directors or committees of directors,
- (b) general meetings, or
- (c) separate meetings of any class of members or of the holders of any debentures of the company,

- (d) 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

25. Becoming a member

- 25.1 The subscribers to the memorandum are the first members of the company.
- 25.2 Such other persons are admitted to membership in accordance with the articles shall be members of the company.

26. Applications for membership

- 26.1 No person shall become a member of the company unless:
 - (a) that person has completed an application for membership in a form approved by the directors, and
 - (b) the directors have approved the application.

27. Termination of membership

- 27.1 A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- 27.2 Membership is not transferable.
- 27.3 A person's membership terminates when that person dies or ceases to exist.

ORGANISATION OF GENERAL MEETINGS

28. Attendance and speaking at general meetings

- 28.1 The directors may call a general meeting at any time held in accordance with the Companies Act (2006).
- 28.2 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.
- 28.3 A person is able to exercise the right to vote at a general meeting when:
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 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 chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

30. Chairing general meetings

- 30.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 30.2 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:

- (a) the directors present, or
- (b) (if no directors are present), the meeting,

- (c) 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.

30.3 The person chairing a meeting in accordance with this article is referred to as “the chairman 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 chairman 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 chairman of the meeting must adjourn it.

32.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

- (a) the meeting consents to an adjournment, or

- (b) it appears to the chairman 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 chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

32.4 When adjourning a general meeting, the chairman of the meeting must:

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

- 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):
- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- 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

- 33.1 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.

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 chairman of the meeting whose decision is final.

35. Poll votes

- 35.1 A poll on a resolution may be demanded:
- (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 35.2 A poll may be demanded by:

- (a) the chairman of the meeting;
- (b) the directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

35.3 A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal.

35.4 Polls must be taken immediately and in such manner as the chairman 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:

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

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:

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

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:
 - (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman 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:
 - (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

- 38.3 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 4 ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

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 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.
- 39.3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours.

40. Irregularities

- 40.1 The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

41. Minutes

- 41.1 The directors must cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers made by the directors;
- (b) of all resolutions of the company and of the directors (including, without limitation, decisions of the directors made without a meeting); and
- (c) of all proceedings at meetings of the company and of the directors, and of committees of directors, including the names of the directors present at each such meeting; and any such minute, if purported to be signed (or in the case of minutes of directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or director of the company, be sufficient evidence of the proceedings.

41.2 The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

42. Records and accounts

42.1 The directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of:

- (a) annual reports;
- (b) annual returns; and
- (c) annual statements of account.
- (d) 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.

43. Indemnity

43.1 Subject to article 43.2, a relevant director of the company or an associated company may be indemnified out of the company's assets against:

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;
- (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an

occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and

(c) any other liability incurred by that director as an officer of the company or an associated company

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 an associated company.

44. Insurance

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

44.2 In this article:

44.2.1 a “relevant director” means any director or former director of the company or an associated company;

44.2.2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the company or associated company; and

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