

THE COMPANIES ACT 1989

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

**THE INTERNATIONAL PLASTIC MODELLERS' SOCIETY (UK) LIMITED
(registered number 03222907)**

Defined terms

In these articles, unless the context requires otherwise—

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

“appropriate annual subscription” means the subscription determined from time to time by the directors as the cost of membership for each particular class of membership.

“AGM” means the annual general meeting of the company’s members.

“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;

“branch” means any branch of the company from time to time as set out in article 21(10)

“chairman” has the meaning given in article 12;

“chairman of the meeting” has the meaning given in article 25;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“company” means The International Plastic Modellers’ Society (UK) Limited (registered company number 03222907)

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

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

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

“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 10;

“proxy notice” has the meaning given in article 31;

“renewal date” means the date on which membership of the company ceases unless a further appropriate annual subscription has been paid;

“special interest group” means any special interest group affiliated with the company from time to time as set out in article 21(10);

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

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

Objects of the company

1. The objects of the company are:-

a) To help members derive greater pleasure from and broaden their interest in the hobby of scale modelling and to assist those who do such modelling in their activities.

b) To publish a magazine, written “by Modellers for Modellers”, including articles related to the hobby of scale modelling and giving information about the company’s business.

c) To provide a technical advisory service for members and to endeavour to answer questions connected with scale modelling

d) To assist with the establishment of branches of the company so that members can hold local meetings, and also special interest groups so that members may share information across the company on specific areas of interest.

e) To arrange for the organisation of model competitions, lectures, displays and other events so that members may gain additional knowledge of their hobby.

f) To undertake any other activity which may seem to the company capable of being conveniently carried on to further the objects specified in (a) to (e) hereof.

(g) The following rules apply in relation to the income, capital and assets of the company:

(i) all of the income of the company must be applied in promoting its objects;

(ii) no cash dividends may be paid, or capital returned, to the members of the company;

(iii) on the winding up of the company, all the assets that would otherwise be available to its members generally must be transferred to a body (whether or not that body is a member of the company) with objects which either are similar to those of the company or consist of the promotion of charity and anything incidental or conducive to this.

In respect of article 1(g)(ii), nothing shall preclude the company from making non-cash distributions to its members.

Liability of members

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

(a) payment of the company's debts and liabilities contracted before he ceases to be a member,

(b) payment of the costs, charges and expenses of winding up, and

(c) adjustment of the rights of the contributories among themselves.

Directors' general authority

3.—(1) Subject to the articles and in particular articles 3(6) – (8), the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

(2) There shall be a minimum of 5 directors of the company at any one time.

(3) No person shall be appointed as a director unless he or she has a minimum of three years current consecutive membership of the company at the date of the appointment.

(4) No person shall serve as a director unless he or she is a member of the company.

(5) No person shall serve as a director who is a trader or business associated with the hobby of modelling.

(6) There shall be 3 directors designated as signatories on the company's bank accounts from time to time and no cheque shall be valid unless signed by 2 of those signatories.

(7) Each director shall procure (so far as is lawfully possible in the exercise of his rights and powers as a director of the company) that the company shall not, without the prior written consent of the majority of the directors from time to time enter into any contract, transaction or arrangement of a value exceeding £2,000.

(8) Any contract, transaction or arrangement of value exceeding £10,000 which the company purports to enter into shall only be valid and binding on the company if it is approved in accordance with article 3(7) above and is signed by two directors on behalf of the company.

Members' reserve power

4.—(1) The members may, by ordinary resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such ordinary resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

5.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (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.

(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.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

6.—(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 and policies which govern the taking of decisions by directors.

(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.

Directors to take decisions collectively

7. 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 8.

Unanimous decisions

8.—(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.

(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.

(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.

(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.

Calling a directors' meeting

9.—(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 but it is agreed that the directors shall meet at least 4 times in each calendar year.

(2) Notice of any directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) 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.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(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.

Participation in directors' meetings

10.—(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.

(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.

(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.

Quorum for directors' meetings

11.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(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 five, and unless otherwise fixed it is five.

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

Chairing of directors' meetings

12.—(1) The members will appoint a director to chair meetings of the directors and general meetings at the AGM.

(2) The person so appointed for the time being is known as the president of the company.

(3) If the president 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.

Casting vote

13.—(1) If the numbers of votes for and against a proposal are equal, the president or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the president or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

14.—(1) 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.

(2) But if paragraph (3) 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.

(3) This paragraph applies when—

(a) 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;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) 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;

(b) 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

(c) 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.

(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.

(6) Subject to paragraph (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.

(7) 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.

Records of decisions to be kept

15. 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.

Directors' discretion to make further rules

16. Subject to the articles, the directors may make any rule required from time to time for the effective operation of the company or the furtherance of the objects of the company or any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the company.

Methods of appointing directors

- 17.(1) Subject to Article 3, any person who is willing to act as a director, and is permitted by law to do so, may only be appointed to be a director in accordance with this article.
- (2) In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director, provided always that such appointee shall also become a member of the company.
- (3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.
- (4) No director (including the president of the company from time to time) shall hold office for more than 2 consecutive years after which they shall stand for re-election at the next relevant AGM.
- (5) A member wishing to stand for election as a director must send his name, duly proposed and seconded by two current members to the company by the last day of the company's financial year before the next following AGM,
- (6) Where there is more than one candidate for a post each vacancy shall then be voted on by the meeting, and the member who receives the highest number of votes for each particular vacancy shall be elected. Where there is only one candidate for a post, each Member of the Company may vote either for or against the election of the sole candidate. If the number of votes against a candidate exceeds the number of votes for the candidate, then the candidate shall not be elected. The existing Directors of the Company may also vote in such an election. In the event of an equal vote, the President shall have a second casting vote.
- (7) The directors shall be empowered to create offices within the board of directors to deal with the administrative functions of the company. Each of these offices will be filled by a director and shall be agreed by a majority vote at the AGM. Offices may also be removed from the board should the majority of the directors consider that the office is no longer required by the company provided always that any director that holds that particular office shall remain as a director until his appointment is terminated in accordance with these articles.

- (8) No director shall hold more than one office as specified in article 17(7) above unless insufficient members have stood for election as directors at the AGM. Should this situation arise, the directors shall have the power to either combine roles or co-opt a member who is not a director of the company to fulfil the obligations of any such vacant office, provided always that the member does not have a right to vote at meetings of the directors and shall only serve in that role until the next AGM, where the office shall be re-advertised as vacant.

Termination of director's appointment

- 18.** (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;
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - (e) 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;
 - (f) A director may also resign from his position provided that notice of his resignation is received by the board at least 28 clear days before the next meeting of the directors. If any such notification is received by the company from the director that the director is resigning from office, then such resignation will only take effect in accordance with its terms after the director has returned to the company any assets or property whatsoever belonging to the company.

Directors' remuneration

19.—(1) Directors may undertake any services for the company that the directors decide.

(2) Directors are not entitled to remuneration:

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

Directors' expenses

20. 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 the holders of debentures of the company,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

Applications for membership

21.(1) No person shall become a member of the company unless—

- (a) that person has completed an application for membership in a form approved;
 - (b) has paid the appropriate annual subscription; and
 - (c) the directors have approved the application.
- (2) Membership of the company shall continue until it is terminated in accordance with article 22.
- (3) The appropriate annual subscription shall be payable on the relevant renewal date as specified by the directors and referenced by the date the member joined the company.
- (4) The directors may in their sole discretion decide to create, remove or re-categorize different categories of membership and may charge different appropriate annual subscription rates for each category. As at the date of these articles, the categories of membership are as follows: Senior, Junior, Family, Overseas, Affiliate (Club) and Life. Any change reducing the benefits of the members proposed by the directors (excluding any changes to the appropriate annual subscription) must be approved by special resolution of the members at a general meeting of the company.
- (5) Life membership will be granted to any person that the directors consider has served the company in an exceptional way. Any Life member will be exempted from paying the annual subscription.
- (6) Subject to Article 21 above, Affiliate (Club) membership shall only be granted to modeling clubs where the activities of that club complement those of the company and are mutually supportive.

- (7) Each Affiliate (Club) member shall respectively have one vote at general meetings and shall only be entitled to receive one copy of the company's magazine and one free entry to the company's annual show.
- (8) Nothing in articles 21(6) to 21(7) above shall preclude a member of an Affiliate (Club) member from applying to become an individual member of the company in their own name.
- (9) Pursuant to the company's objects, the directors shall assist members with the formation of branches of the company and special interest groups (SIGs), which shall promote the interests of the company. For the avoidance of doubt, branches and SIGs shall be legally and financially independent from the company. In order to be approved as branch or SIG, the organization must adopt and abide by operational rules and procedures approved by the company.

Termination of membership

22.—(1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.

- (2) Membership is not transferable.
- (3) Membership shall automatically terminate on the renewal date unless the appropriate annual subscription for the next following 12 month period is paid in full by the member.
- (4) A person's membership terminates when that person dies or ceases to exist.
- (5) The directors may in their absolute discretion terminate any membership should they consider the member to have been guilty of any unreasonable misconduct affecting the company or its members or any other conduct which renders such person unfit to be a member of the company, provided always that the directors act reasonably when reaching their decision to terminate any membership.
- (6) Any member expelled pursuant to article 22(5) shall immediately forfeit all rights and privileges of membership of the company and all rights and remedies against the company and/or its directors and its or their property or funds.
- (7) An annual subscription is paid on or before the renewal date if on or before that date a member provides cash, an online payment, a cheque payable before the renewal date, or a Direct Debit authority

signed and dated before the renewal date. Where a Direct Debit authority is provided on or before the renewal date this is deemed to constitute payment on or before the renewal date subject to the following sub section.

- (8) Where payment on or before the renewal date is made by providing a Direct Debit authority, there shall be no entitlement to a membership card or any other benefits of membership of IPMS (UK) until after the Direct Debit has been successfully claimed by IPMS (UK). Should the claim against the Direct Debit authority fail then membership shall be treated as terminated on the renewal date preceding the claim, unless the member provides an alternative form of payment within 7 days of the claim failing. If such an alternative method of payment is provided within that seven day period then that payment shall be deemed to have been made on or before the renewal date.

Notice, attendance and speaking at general meetings

23.—(1) The company must hold a general meeting as its AGM as soon as reasonably practical after the end of the relevant financial year.

- (2) The directors will appoint the time and place at which the AGM is held.
- (3) The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an AGM meeting, shall specify the meeting as such.
- (4) In addition to the AGM, the directors may convene a general meeting whenever they think fit.
- (5) 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.
- (6) A person is able to exercise the right to vote at a general meeting when—
- (a) that member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that member'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 members attending the meeting.
- (7) 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.

- (8) 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.
- (9) 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.
- (10) A general meeting of the company shall be convened by the directors on the receipt by the company of a request in writing signed by not less than 50 members or 5% of the current membership of the company (whichever shall be the lower number) and shall be held within 28 days of the receipt of the requisition, which shall state the purpose for which a meeting is to be convened and the terms of any resolution to be proposed at that meeting.

Quorum for general meetings

24.(1) Twenty persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum for any general meeting of the company.

- (2) 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.

Chairing general meetings

25.—(1) The president of the company shall chair general meetings if present and willing to do so.

- (2) If the president is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
 - (a) the directors present, or
 - (b) (if no directors are present), the meeting must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

Attendance and speaking by directors and non-members

26.—(1) Directors may attend and speak at general meetings.

- (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.

Adjournment

27.—(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.

- (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.

- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

- (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.

- (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.

- (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: general

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

Errors and disputes

29.—(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.

(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

30.—(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.

(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.

(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.

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

31.—(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.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
 - (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.
 - (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.

Delivery of proxy notices

32.—(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, but if that member attends in person the meeting for which the valid proxy notice has been delivered the proxy notice is to be regarded as revoked.

- (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.
- (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.
- (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.

Amendments to resolutions

33.—(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.
- (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.
- (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.

Means of communication to be used

34.—(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.

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

Company seals

- 35.**—(1) Any common seal may only be used by the authority of the directors.
- (2) The directors may decide by what means and in what form any common seal is to be used.

- (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.
- (4) For the purposes of this article, an authorised person is—
- (a) any director of the company;
 - (b) the company secretary (if any); or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

36. 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.

Provision for employees on cessation of business

37. 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.

Appointment of accountants

38. The AGM shall also appoint professional accountants who shall not be members of the company to carry out an annual independent examination or similar exercise to confirm the accuracy of the annual accounts. They shall hold office until the next AGM, when they may be re-appointed if a simple majority of the members present so approve.

Indemnity

- 39.—(1) Subject to paragraph (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),
 - (c) any other liability incurred by that director as an officer of the company or an associated company.
- (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.
- (3) In this article—
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a “relevant director” means any director or former director of the company or an associated company.

Insurance

40.—(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.

(2) In this article—

- (a) a “relevant director” means any director or former director of the company or an associated company,
- (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant 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
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.