



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 7167859

The Registrar of Companies for England and Wales, hereby certifies that

**NATIONAL INFRASTRUCTURE PLANNING
ASSOCIATION**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **24th February 2010**



N07167859U



IN01

Application to register a company



A fee is payable with this form
Please see 'How to pay' on the last page

What this form is for
You may use this form to register a
private or public company

What this form is NOT for
You cannot use this form to register a
limited liability partnership. To do
this, please use form LL IN01



LD1 *LS5Y2HSR* 32
24/02/2010
COMPANIES HOUSE

WEDNESDAY

099835/50

Part 1 Company details

→ **Filing in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 Company details

Please show the proposed company name below

Proposed company name in full ①
National Infrastructure Planning Association

For official use
7167859

① **Duplicate names**
Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② **Company name restrictions**
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ **Name ending exemption**
Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this
For more details, please go to our
website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

Public limited by shares
 Private limited by shares
 Private limited by guarantee
 Private unlimited with share capital
 Private unlimited without share capital

④ **Company type**
If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- England and Wales
 Wales
 Scotland
 Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ②

Please give the registered office address of your company

Building name/number	50
Street	Broadway
Post town	London
County/Region	
Postcode	S W 1 H 0 B L

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1	<p>I wish to adopt one of the following model articles in its entirety Please tick only one box</p> <p><input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company</p>
Option 2	<p>I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box</p> <p><input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company</p>
Option 3	<p><input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application</p>

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

Please tick the box below if the company's articles are restricted

④ Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1.

Secretary

B1 Secretary appointments 1

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5

Title *	
Full forename(s)	
Surname	
Former name(s) 2	

- 1 Corporate appointments**
For corporate secretary appointments, please complete section C1-C5 instead of section B.
- Additional appointments**
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.
- 2 Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2 Secretary's service address 3

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

- 3 Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3 Signature 4

I consent to act as secretary of the proposed company named in Section A1

Signature	Signature X
-----------	----------------

- 4 Signature**
The person named above consents to act as secretary of the proposed company.

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Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①								
Please use this section to list all the corporate secretary appointments taken on formation		<p>① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page</p> <p>Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number</p>							
Name of corporate body/firm									
Building name/number									
Street									
Post town									
County/Region									
Postcode	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> </tr> </table>								
Country									
C2	Location of the registry of the corporate body or firm								
Is the corporate secretary registered within the European Economic Area (EEA)?									
→ Yes Complete Section C3 only									
→ No Complete Section C4 only									
C3	EEA companies ②								
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		<p>② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk</p> <p>③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>							
Where the company/firm is registered ③									
Registration number									
C4	Non-EEA companies								
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		<p>④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register</p>							
Legal form of the corporate body or firm									
Governing law									
If applicable, where the company/firm is registered ④									
Registration number									
C5	Signature ⑤								
I consent to act as secretary of the proposed company named in Section A1.		<p>⑤ Signature The person named above consents to act as corporate secretary of the proposed company</p>							
Signature	Signature <div style="text-align: center; font-size: 2em; font-weight: bold;">X</div>								

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Application to register a company

Director

D1	Director appointments ①		<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>								
Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5											
Title *	Mr										
Full forename(s)	Robert John Vernon										
Surname	Owen										
Former name(s) ②											
Country/State of residence ③	UK										
Nationality	British										
Date of birth	<table border="1"> <tr> <td>d1</td><td>d4</td><td>m0</td><td>m9</td><td>y1</td><td>y9</td><td>y6</td><td>y5</td> </tr> </table>			d1	d4	m0	m9	y1	y9	y6	y5
d1	d4	m0		m9	y1	y9	y6	y5			
Business occupation (if any) ④	Solicitor										

D2	Director's service address ⑤		<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .			
Building name/number	50		
Street	Broadway		
Post town	London		
County/Region			
Postcode	S W 1 E O B L		
Country			

D3	Signature ⑥		<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>	
I consent to act as director of the proposed company named in Section A1				
Signature	<table border="1"> <tr> <td>Signature</td> <td><i>Robert Owen</i></td> </tr> </table>		Signature	<i>Robert Owen</i>
Signature	<i>Robert Owen</i>			

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Application to register a company

Director

D1	Director appointments ①	<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.		
Title *	Mr	
Full forename(s)	Nigel Stewart	
Surname	Higgins	
Former name(s) ②		
Country/State of residence ③	UK	
Nationality	British	
Date of birth	d ¹ d ⁷ m ⁰ m ³ y ¹ y ⁹ y ⁶ y ⁶	
Business occupation (if any) ④	Marketing Director	

D2	Director's service address ⑤	<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	50	
Street	Broadway	
Post town	London	
County/Region		
Postcode	S W 1 H O B L	
Country		

D3	Signature ⑥	<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>
I consent to act as director of the proposed company named in Section A1.		
Signature	Signature X <i>N.S. Higgins</i> X	

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Application to register a company

Corporate director

E1 Corporate director appointments ①	
Please use this section to list all the corporate directors taken on formation	
Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number	
E2 Location of the registry of the corporate body or firm	
Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3 EEA companies ②	
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ③	
Registration number	
② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
E4 Non-EEA companies	
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ④	
If applicable, the registration number	
④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register	
E5 Signature ⑤	
I consent to act as director of the proposed company named in Section A1	
Signature	Signature X X
⑤ Signature The person named above consents to act as corporate director of the proposed company	

Part 3 Statement of capital

Does your company have share capital?
 → **Yes** Complete the sections below
 → **No** Go to **Part 4 (Statement of guarantee)**

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
 If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
 Please complete a separate table for each currency

Currency	Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals					

Currency	Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals					

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	
Total aggregate nominal value ④	

④ **Total aggregate nominal value**
 Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium
 ② Total number of issued shares in this class

③ Number of shares issued multiplied by nominal value of each share

Continuation Pages
 Please use a Statement of Capital continuation page if necessary

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances.
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?
→ **Yes** Complete the sections below
→ **No** Go to **Part 5** (Statement of compliance)

G1

Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

- 1 Name**
Please use capital letters
 - 2 Address**
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address
 - 3 Amount guaranteed**
Any valid currency is permitted
- Continuation pages**
Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) 1	Robert John Vernon					
Surname 1	Owen					
Address 2	50 Broadway					
	London					
Postcode	S	W	1	H		O B L
Amount guaranteed 3						£1 00

Subscriber's details

Forename(s) 1	Nigel Stewart					
Surname 1	Higgins					
Address 2	50 Broadway					
	London					
Postcode	S	W	1	H		O B L
Amount guaranteed 3						£1 00

Subscriber's details

Forename(s) 1						
Surname 1						
Address 2						
Postcode						
Amount guaranteed 3						

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Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

① Name
Please use capital letters

② Address
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed
Any valid currency is permitted.

Continuation pages
Please use a 'Subscribers' continuation page if necessary.

Part 5 Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

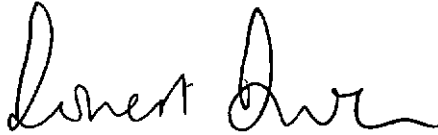


- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1 Statement of compliance delivered by the subscribers ①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X 	X
Subscriber's signature	Signature X 	X
Subscriber's signature	Signature X 	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

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Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name									
Building name/number									
Street									
Post town									
County/Region									
Postcode	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>								
Country									
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with								
Agent's signature	Signature X	X							

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Application to register a company

 **Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

Birchan Dyson Bell LLP

Address

Post town

County/Region

Postcode

S

W

I

H

O

B

L

Country

DX 2317 Victoria

Telephone +44 (0)20 7227 7000

 **Certificate**

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below.

- At the registered office address (Given in Section A6)
- At the agent's address (Given in Section H2)

 **Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- You have used the correct appointment sections.
- Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- The document has been signed, where indicated.
- All relevant attachments have been included.
- You have enclosed the Memorandum of Association.
- You have enclosed the correct fee.

 **Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

 **How to pay**

A fee of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House'.

 **Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

 **Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANIES ACTS 2006
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

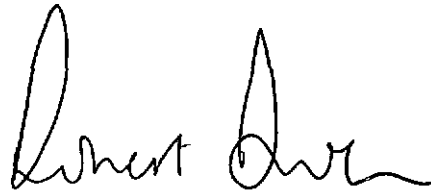
Memorandum of Association of National Infrastructure Planning Association

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

Name of each subscriber

Authentication of each subscriber

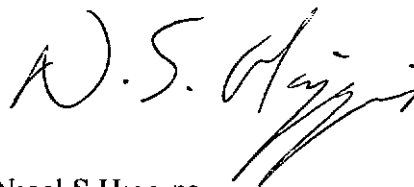
Robert John Vernon Owen
50 Broadway
London
SW1H 0BL



Solicitor

Robert J V Owen

Nigel Stewart Higgins
50 Broadway
London
SW1H 0BL



Marketing Director

Nigel S Higgins

Dated 18 February 2010

COMPANIES ACTS 2006

COMPANY LIMITED BY GUARANTEE

NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

NATIONAL INFRASTRUCTURE PLANNING ASSOCIATION

INTERPRETATION AND LIMITATION OF LIABILITY

1 Defined terms

In the articles, unless the context requires otherwise—

articles	the company's articles of association,
bankruptcy	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
chairman	has the meaning given in article 14,
chairman of the meeting	has the meaning given in article 27,
Companies Acts	the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,
director	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,
Objects	has the meaning given in article 3,
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 12,
proxy notice	has the meaning given in article 33,
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	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 Liability of members

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

OBJECTS AND POWERS OF THE COMPANY

3 Objects of the Company

The Company's objects ('**the Objects**') are to provide a forum for all those with an interest in the planning and authorisation of national infrastructure projects in the UK, particularly those brought forward within the framework of the Planning Act 2008 or any successor legislation and, in particular

- 3 1 to develop, share and champion excellence and best practice with respect to preparing applications for development consent to the Infrastructure Planning Commission (IPC) or any successor body and their examination by the IPC,
- 3 2 to provide a platform for debate and discussion.
- 3 3 to improve knowledge, skills, understanding and engagement.
- 3 4 to bring together and build regional and national networks, and
- 3 5 to provide a knowledge, evidence and research base

4 Powers of the Company

- 4 1 In furtherance of the Objects but not further or otherwise the Company shall have the following powers
 - (a) to cause to be written, printed or otherwise reproduced, circulated, and published, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes,
 - (b) to hold, promote and sponsor exhibitions, meetings, lectures, classes, seminars, conferences and courses either alone or with others,
 - (c) to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research,
 - (d) to gather information and to identify and secure access to data which is relevant in any way to or may further the objects of the Company,
 - (e) to co-operate with and enter into arrangements with public authorities, on a international, national or local basis,
 - (f) to accept subscriptions, donations, devises and bequests of and to purchase, take options over, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property and any rights or privileges of any kind over or in respect of any property, maintain and alter any of the same as are necessary for any of the objects of the Company and to (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal property,
 - (g) subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law, to sell or otherwise dispose of the whole or any part of the property or assets of the Company, either together or in portions, to such persons and on such terms and conditions and for such consideration as the Company may think fit,

- (h) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise.
- (i) to subscribe to, become a member of, or amalgamate with any other company, partnership, organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such company, partnership, organisation, institution, society or body.
- (j) to improve, manage, construct, repair, develop, exchange, let or lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- (k) to lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any other company, partnership, organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company,
- (l) to borrow and raise money for the objects of the Company on such terms and (with such consents as are required by law) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (m) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques, warrants, debentures and other instruments, and to operate bank or other accounts,
- (n) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company.
- (o) to invest and reinvest the funds and assets of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such

consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided,

- (p) to promote any Act of Parliament or to apply for any order, or licence required by a Government Department or other authority to enable the Company to carry out any of its objects, or for effecting any modification of the Company's constitution, or for any other purpose which directly or indirectly promotes the Company's interests, and to oppose any proceedings or applications which directly or indirectly prejudice the Company's interests,
- (q) subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law, to apply for, register, purchase, or by other means acquire and protect, prolong and renew any patents, patent rights, or licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire,
- (r) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company.
- (s) to establish, support, control, manage, finance, subsidise, co-ordinate or otherwise assist any company, partnership, organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company, partnership, organisation, institution, society or body and to make payments by way of subvention, subscription, guarantee or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company, partnership, organisation, institution, society or body calculated to further the objects of the Company
- (t) subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law, to enter into any arrangements with any public authority that are conducive to the attainment of the Company's objects or any of them, and to obtain from any such authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (u) subject to clause 8 to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and any other person or persons, as are necessary for the furtherance of the objects of the Company,
- (v) to make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees, officers and their widows and other dependants,

- (w) subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law, to make such charge for its services as may be from time to time thought fit provided always that such services are in furtherance of the objects of the Company.
- (x) to make payments towards insurance for and to indemnify its employees, officers, directors, servants, members and Auditor from and against all such risks incurred in the course of the performance of their duties as may be thought fit and against any liability but only to the extent permitted by the Companies Acts,
- (y) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the promotion, incorporation and registration of the Company.
- (z) to establish where necessary local, regional or international branches of the Company (whether autonomous or not) and to procure that the Company is registered or recognised in any part of the world where such registration or recognition would better enable the Company to further its objects,
- (aa) to do all such other lawful things as may be incidental or conducive to the objects of the Company and/or shall further the above objects or any of them

PROVIDED THAT

The assets income and property of the Company shall be applied solely towards the promotion of its objects as set out herein and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company

- 4 2 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some charitable institution or institutions having objects broadly similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clauses hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object

DIRECTORS' POWERS AND RESPONSIBILITIES

5 Directors' general authority

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

6 Members' reserve power

- 6 1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action
- 6 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

7 Directors may delegate

- 7 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

- 7 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
- 7 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

8 Committees

- 8 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
- 8 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

9 Directors to take decisions collectively

- 9 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 10

9 2 If—

- (a) the company only has one director, and
- (b) no provision of the articles requires it to have more than one director,

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

10 Unanimous decisions

10 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

10 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

10 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

10 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

11 Calling a directors' meeting

11 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

11 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

11 3 Notice of a directors' meeting must be given to each director, but need not be in writing

11 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

12 Participation in directors' meetings

12 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

12 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

12 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

13 Quorum for directors' meetings

13 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

13 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

13 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

14 Chairing of directors' meetings

14 1 The directors may appoint a director to chair their meetings

14 2 The person so appointed for the time being is known as the chairman

14 3 The directors may terminate the chairman's appointment at any time

14 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

15 Casting vote

- 15 1 Subject to paragraph 15 2, if the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote
- 15 2 The chairman or other director chairing the meeting does not have a casting vote in circumstances where, 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

16 Conflicts of interest

- 16 1 Subject to paragraph 16 2, if a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes
- 16 2 Where paragraph 16 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
- 16 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 as set out in paragraph 16 4
- 16 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
- 16 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

16 6 Subject to paragraph 16 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

16 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

17 Records of decisions to be kept

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

18 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

19 Methods of appointing directors

19 1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

(a) by ordinary resolution. or

(b) by a decision of the directors

19 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

19 3 For the purposes of paragraph 19 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

20 Termination of director's appointment

A person ceases to be a director as soon as—

- 20 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,
- 20 2 a bankruptcy order is made against that person.
- 20 3 a composition is made with that person's creditors generally in satisfaction of that
person's debts,
- 20 4 a registered medical practitioner who is treating that person gives a written opinion to
the company stating that that person has become physically or mentally incapable of
acting as a director and may remain so for more than three months,
- 20 5 by reason of that person's mental health. a court makes an order which wholly or
partly prevents that person from personally exercising any powers or rights which that
person would otherwise have.
- 20 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

21 Directors' remuneration

- 21 1 Directors may undertake any services for the company that the directors decide
- 21 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
- 21 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
- 21 4 Unless the directors decide otherwise, directors remuneration accrues from day to
day
- 21 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

22 Directors' expenses

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

- 22 1 meetings of directors or committees of directors.
- 22 2 general meetings, or
- 22 3 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

BECOMING AND CEASING TO BE A MEMBER

23 Applications for membership

No person shall become a member of the company unless—

- 23 1 that person has completed an application for membership in a form approved by the directors, and
- 23 2 the directors have approved the application

24 Termination of membership

- 24 1 A member may withdraw from membership of the company by giving 7 days' notice to the company in writing
- 24 2 Membership is not transferable
- 24 3 A person's membership terminates when that person dies or ceases to exist

ORGANISATION OF GENERAL MEETINGS

25 Attendance and speaking at general meetings

- 25 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
- 25 2 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
- 25 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

25 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

25 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

26 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

27 Chairing general meetings

27 1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so

27 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.

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

27 3 The person chairing a meeting in accordance with this article is referred to as ‘the chairman of the meeting’

28 Attendance and speaking by directors and non-members

28 1 Directors may attend and speak at general meetings, whether or not they are members

28 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

29 Adjournment

29 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

29 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
- 29 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- 29 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
- 29 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
- 29 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

30 Voting: general

- 30 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
- 30 2 On a show of hands every person present and entitled to vote shall have a maximum of one vote. On a poll every member present in person or by proxy shall have one vote

31 Errors and disputes

- 31 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
- 31 2 Any such objection must be referred to the chairman of the meeting whose decision is final

32 Poll votes

32 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

32 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

32 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

32 4 Polls must be taken immediately and in such manner as the chairman of the meeting directs

33 Content of proxy notices

33 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

33 2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

- 33 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
- 33 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

34 Delivery of proxy notices

- 34 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
- 34 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
- 34 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
- 34 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

35 Amendments to resolutions

- 35 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
- 35 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
- 35 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

ADMINISTRATIVE ARRANGEMENTS

36 Means of communication to be used

- 36 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
- 36 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
- 36 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

37 Company seals

- 37 1 Any common seal may only be used by the authority of the directors
- 37 2 The directors may decide by what means and in what form any common seal is to be used
- 37 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
- 37 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

38 No right to inspect accounts and other records

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

39 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

40 Indemnity

40 1 Subject to paragraph 40 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

40 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

40 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

41 Insurance

41 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

41 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