

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE SCOTTISH MOTOR RACING CLUB LTD.

Company No SC024440

(Adopted by special resolution passed on 25th April 2023)

MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED
BY GUARANTEE

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PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise—

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

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“chairman” has the meaning given in article 12;

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

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

“conflict” means a situation in which a Member of the Management Board has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company;

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

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

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

“Eligible Member of the Management Board” means a Member of the Management Board who would be entitled to vote on the matter at a meeting of the Management Board;

“Management Board” has the meaning set out in Article 5;

“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 32;

“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.

- (1) Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- (2) A reference in these Articles to an article is a reference to the relevant article of these Articles unless expressly provided otherwise.
- (3) Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation made under that statute or statutory provision.
- (4) Any word following the terms including, include, in particular, for example or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- (5) The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles.

Objects

2 .The objects for which the Company is established are to promote motor sport generally and motor racing in particular and to encourage social intercourse between the members of the Company, to further the interests of members taking part in motor races, trials or other competitions in the British Isles and abroad, to co-operate with others to this end and to extend hospitality to members of other companys and to drivers from other countries.

Powers

3. In pursuance of the objects set out in Article 2 the Company has the power to do any such things without limitation.

Liability of members

4. 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 payment of the Company's debts and liabilities contracted before he ceases to be a member,

- (a) payment of the costs, charges and expenses of winding up, and
- (b) adjustment of the rights of the contributories among themselves.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Management Board

5— (1) The Company's affairs shall be managed by a Management Board consisting of not less than three and no more than five directors (the Members of the Management Board).

(2) No persons shall be eligible to be a Member of the Management Board who is not a Member of the Company.

(3) The Management Board may from time to time and at any time appoint any Member of the Company as a Member of the Management Board to fill a casual vacancy. The Management Board may also appoint any Member of the Company to fill a casual vacancy in the office of Honorary Treasurer or Honorary Legal Adviser. Any person appointed under this Article shall retain his office only until the next Annual General Meeting but shall then be eligible for re-election with and in the same manner as those elected Officers and Members of the Management Board retiring.

Election of the Management Board

6 — (1) At the Annual General Meeting in each year, one-third of each class of Members of the Management Board shall fall due for retiral each year, but such members shall be eligible for re-election. If the number of Members of the Management Board is not a multiple of three then the number nearest to one-third and above that number shall retire. The Members of the Management Board to retire each year shall be those who have been the longest in office since their last election, but as between persons who became members on the same day, those to retire shall (failing agreement among themselves) be determined by a lot of the Management Board.

(2) Elections of Members of the Management Board shall be conducted by vote at the Annual General Meeting of the Company yearly. The Management Board shall have the right to co-opt to the Management Board any other member or members of the Company that they think necessary to assist them in their duties from time to time

(such co-opted members having no right of vote within the Management Board), and to form such sub-Management Boards as they consider necessary and to delegate any of their powers to.

(3) Any two members of the Company shall be at liberty to nominate any other member to serve as a member of the Management Board of the Company. The name of any person so nominated, together with the names of the proposer and seconder must be sent to the Secretary in writing at least seven days before the Annual General Meeting.

(4) In the event of there being insufficient names nominated, the Management Board shall have power to fill up the remaining vacancy or vacancies. All casual Vacancies arising in the Management Board may be filled by the Management Board, and any new member so elected by the Management Board to fill a vacancy shall have the power to vote within the Management Board, but shall fall to retire at the first Annual General Meeting after election.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

7.—(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 8.

(2) If—

(a) the company only has one director for the time being; 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 (for so long as he remains the sole director) take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

Unanimous decisions

8.—(1) A decision of the Management Board is taken in accordance with this article when all Eligible Members of the Management Board 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 Member of the Management Board or to which each Eligible Member of the Management Board has otherwise indicated agreement in writing.

(4) A decision may not be taken in accordance with this article if the Eligible Members of the Management Board would not have formed a quorum at such a meeting.

Calling a directors' meeting

9.—(1) The Chairman may (or, on the request of five persons being Members of the Management Board, the Secretary shall) call a meeting of the Management Board by giving notice of the meeting to the Members of the Management Board.

(2) A Member of the Management Board who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the Management Board meeting.

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) The quorum for Management Board meetings may be fixed from time to time by a decision of the Management Board, provided subject to Article 16.2, it shall not be less than three Eligible Members of the Management Board.

(2) For the purposes of any meeting (or part of a meeting) held pursuant to Article 13 to authorise a Conflict, if there is only one Eligible Member of the Management Board in office other than the Interested Member(s) of the Management Board, the quorum for such meeting (or part of a meeting) shall be three Eligible Member of the Management Board.

(3) If the total number of Members of the Management Board in office for the time being is less than the quorum required, the Management Board must not take any decision other than a decision:

(a) to appoint further Members of the Management Board;

(b) to admit persons to Membership of the Company; or

(c) to call a general meeting so as to enable the Members to appoint further Members of the Management Board.

Casting vote

12.—(1) If the numbers of votes for and against a proposal at a meeting of the Management Board are equal, the Chairman or other Member of the Management Board chairing the meeting has a casting vote.

(2) Article 12.1 shall not apply if, in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the Chairman or other Member of the Management Board is not an Eligible Member of the Management Board for the purposes of that meeting (or part of a meeting).

Conflicts of interest

13—(1) The Management Board may, in accordance with the requirements set out in this article, authorise any Conflict proposed to it by any Member of the Management Board which would, if not authorised, involve a Member of the Management Board (an Interested Member of the Management Board) breaching his duty to avoid conflicts of interest under section 175 of the Act.

(2) Any authorisation under this Article 13 shall be effective only if:

- (a) the matter in question shall have been proposed by any Member of the Management Board for consideration in the same way that any other matter may be proposed to the Management Board under the provisions of these Articles or in such other manner as the Management Board may determine;
- (b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Member of the Management Board; and
- (c) the matter was agreed to without the Interested Member of the Management Board voting or would have been agreed to if the Interested Member of the Management Board's vote had not been counted.

(3) Any authorisation of a Conflict under this Article 13 may (whether at the time of giving the authorisation or subsequently):

- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
- (b) provide that the Interested Member of the Management Board be excluded from the receipt of documents and information and the participation in discussions (whether at Management Board meetings or otherwise) related to the Conflict;
- (c) provide that the Interested Member of the Management Board shall or shall not be an Eligible Member of the Management Board in respect of any future decision of the Management Board in relation to any resolution related to the Conflict;
- (d) impose upon the Interested Member of the Management Board such other terms for the purposes of dealing with the Conflict as the Management Board thinks fit;
- (e) provide that, where the Interested Member of the Management Board obtains, or has obtained through his involvement in the Conflict and otherwise than through his position as a Member of the Management Board) information that is confidential to a third party, he shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
- (f) permit the Interested Member of the Management Board to absent himself from the discussion of matters relating to the Conflict at any Management Board meeting and be excused from reviewing papers prepared by, or for, the Management Board to the extent they relate to such matters.

(4) Where the Management Board authorises a Conflict, the Interested Member of the Management Board shall be obliged to conduct himself in accordance with any terms and conditions imposed by the Management Board in relation to the Conflict.

(5) The Management Board may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Member of the Management Board prior to such revocation or variation in accordance with the terms of such authorisation.

(6) A Member of the Management Board is not required, by reason of being a Member of the Management Board (or because of the fiduciary relationship established by reason of being a Member of the Management Board), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Management Board in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

(7) Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a Member of the Management Board who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;

(b) shall be an Eligible Member of the Management Board for the purposes of any proposed decision of the Management Board in respect of such existing or proposed transaction or arrangement in which he is interested;

(c) shall be entitled to vote at a Management Board meeting or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;

(d) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Member of the Management Board;

(e) may be a Member of the Management Board or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and

(f) shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

Records of decisions to be kept

14. 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

15. 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.

Directors' remuneration

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

(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.

(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.

(4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.

(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.

Directors' expenses

17. The company may pay any reasonable expenses which the directors properly incur in

connection with their attendance at—

- (a) meetings of directors or Management Boards 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.

PART 3
MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for membership

18. —(1)The Company may if it so wishes admit to Membership an individual who:

- (a) applies to the Company using the application form prescribed by the Management Board from time to time; and
- (b) is approved by the Management Board.

A letter shall be sent to each successful applicant confirming his Membership of the Company and the details of each successful applicant shall be entered into the Register of Members. Every application for Membership must be accompanied by the amount of the entrance fee (if any) and the first annual subscription fee, which sums shall be refunded if the application is not accepted by the Management Board.

(2)The Management Board may in its absolute discretion decline to accept any application for Membership and need not give reasons for doing so.

(3)The Management Board may prescribe criteria for Membership of the Company but shall not be obliged to accept persons fulfilling those criteria as Members.

(4)The amount of the entrance fee (if any) payable by all new Members of the Company and the amount of the annual subscription payable by all Members of the Company shall be such as the Management Board shall from time to time prescribe.

(5) The Management Board shall have power to elect persons as Honorary Members who shall not be liable to pay any entrance fee or annual subscription. Honorary Members shall not be members of the Company for the purposes of the Act and their names shall not be entered in the Register of Members kept pursuant to the Act, and they shall be entitled to such privileges and advantages of membership as the Management Board may prescribe by the Rules.

Re-election of Members

19— (1) Every Member shall be subject to re-election annually and all annual subscriptions shall become due and payable in advance on the first day of January in each year. The subscription of members admitted after thirty first October shall be held to cover the year beginning on the first of January next. The financial year of the Club shall, unless the Management Board shall otherwise determine, begin on first January and end on thirty first December. Every member shall be entitled to all rights and be subject to all the duties of a member of the Club, including the right to be elected as an officer or member of the Management Board or Committee of the Club or to attend or vote at any general meeting of the Club, or to claim any share of the assets of the Club on its dissolution. The representatives of any deceased member shall have no interest in the Club.

(2) The Management Board may in its absolute discretion and without giving any reason refuse to re- elect a Member, but every other person whose Membership of the Company is due to expire under this Article on the last day of any calendar month shall be deemed to have been re-elected for a further year (without the necessity of any specific resolution of the Management Board to that effect) unless at a meeting of the Management Board held within two months of the calendar month in which that Member's Membership is due to expire a resolution for his re-election shall have been put to the Management Board and not passed or the Management Board shall have resolved that the Member not be re-elected.

Resignation of Membership

20— (1) A Member may resign from Membership of the Company by giving notice to the Company in writing and may by such notice specify that his resignation shall take effect from the expiry of his current year of Membership or from such earlier date. In default of any date being specified in the notice, the notice shall take effect as from the expiry of the current year of Membership. Unless notice of resignation is received by the Company on or before the expiry of the Member's current year of Membership, a Member giving notice of resignation shall be liable to pay the Company his subscription for the following year. Any member whose subscription for any year remains unpaid as at the thirty first day of March shall cease to have the privileges of membership and any member whose subscription has not been paid before the thirtieth day of April shall ipso facto to be deemed to have resigned from the Club.

(2) Any person ceasing to be a Member shall be removed from the Register of Members

Expulsion of Member

21— (1) The Management Board may terminate the Membership of any Member without his consent by giving the Member not less than one week's written notice if, in the reasonable opinion of the Management Board, the Member:

- (a) is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Members and the Management Board into disrepute; or
- (b) has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or
- (c) has failed to observe the terms of these Articles and the Rules.

Following such termination, the Member shall be removed from the Register of Members.

(2) The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why his membership should not be terminated. The Management Board must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no

right to appeal from a decision of the Management Board to terminate the Membership of a Member.

(3) A Member whose Membership is terminated under this Article shall be entitled to a refund of any subscription or Membership fee paid in respect of the unexpired period of that Member's subscription.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

22.—(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.

(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.

(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.

(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.

(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.

Quorum for general meetings

23. 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

24—(1) The Company shall hold a general meeting in March of each year on a date and at a place to be decided by the Management Board for the following purposes:-

(a) To receive from the Management Board the Report and Balance Sheet and Statement of Accounts for the previous year.

(b) To re- elect the retiring members of the Management Board or appoint other members in their place.

(c) To decide on any resolutions which may have been duly submitted to the meeting as hereinafter provided.

(d) To appoint the auditor for the ensuing year.

(e) To consider the Management Board's Report in regard to the Company's activities generally, and to make any recommendation to the new Management Board in regard to the policy of the Company.

(2) Notification of the date, place and time of the Annual General Meeting shall be sent to all members by the Secretary not less than fourteen days prior thereto, but no Annual General Meeting shall be nullified in respect only that one or more members have been notified.

Proceedings at General Meetings

25—(1) No business shall be transacted at any general meeting unless a quorum is present. Save as herein otherwise provided, seven members present in person or by proxy shall be a quorum.

(2) The Chairman, shall preside as chairman at every general meeting, but if at meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the members present shall chose some member of the Management Board who shall be present to take the chair.

(3) In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote in addition to any vote to which he may entitled as a Member.

Attendance and speaking by directors and non-members

26.—(1) Directors may attend and speak at general meetings, whether or not they are members.

(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 AT GENERAL MEETINGS

Voting: general

28. 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.

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 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.

(3) 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

- (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.
- (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.

PART 4
ADMINISTRATIVE ARRANGEMENTS

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.

Provision for employees on cessation of business

35. 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

Indemnity and Insurance

36(1) Subject to Article 36.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

(a) the Company may indemnify each relevant officer out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them and including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs; and

(b) the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 36.1(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure 36.2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or

rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

(2) The Management Board may decide to purchase and maintain insurance, at the expense of the Company for the benefit of any relevant officer in respect of any relevant loss.

(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 loss means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer'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) a relevant officer means any Member of the Management Board or other officer of the Company or an associated company, but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a Member of the Management Board or other officer), to the extent he acts in his capacity as auditor).

PART 5

The Committee

The Committee

37(1) An advisory committee of the Company (**Committee**) will be formed for the sole purpose of making recommendations to the Management Board. The Committee shall consist of not less than twelve and no more than fifteen Members.

(2) For the avoidance of doubt, the Committee shall not have any decision making powers on behalf of the Company. No Member of the Committee shall be able to bind the Company in any capacity.

(3) Any Member can apply to become a Member of the Committee by providing notice of their intention to do so in writing to the Management Board.

(4) The Management Board shall have the right to approve any application by any Member to become a Member of The Committee by majority decision.

(5) The Management Board shall have the right to remove any Member of the Committee from the Committee by majority decision.