

COMPANY NUMBER: 05950172

ARTICLES OF ASSOCIATION

OF

EEF LIMITED

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COMPANY NUMBER: 05950172

THE COMPANIES ACT 1985-2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION¹

OF

EEF LIMITED

PART 1

INTERPRETATION AND DEFINITIONS

1. Defined terms

1.1 In the articles, unless the context requires otherwise—

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

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

1.1.3 “chairman” has the meaning given in article 15;

1.1.4 “chairman of the meeting” has the meaning given in article 36;

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

1.1.6 “co-opted director” means a director appointed by the other directors in accordance with article 21;

1.1.7 “executive director” means a director appointed by the other directors in accordance with article 22;

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

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

¹ New articles of association adopted by means of a special resolution passed at an annual general meeting held on []

- 1.1.10 “electronic form” has the meaning given in section 1168 of the Companies Act 2006;
- 1.1.11 “independent director” means a director, independent of the members, elected by the members at a general meeting in accordance with article 23;
- 1.1.12 “member” has the meaning given in section 112 of the Companies Act 2006;
- 1.1.13 “member representative director” means a director nominated from the members and elected by the members at a general meeting in accordance with article 24;
- 1.1.14 “ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;
- 1.1.15 “participate”, in relation to a directors’ meeting, has the meaning given in article 13;
- 1.1.16 “proxy notice” has the meaning given in article 42;
- 1.1.17 “special resolution” has the meaning given in section 283 of the Companies Act 2006;
- 1.1.18 “subscription” means an amount determined by the directors pursuant to article 30 to be payable annually by a member in respect of its membership of the Company;
- 1.1.19 “subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and
- 1.1.20 “writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 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. Registered office

2.1 The registered office of the company is situated in England and Wales.

OBJECTS AND POWERS

3. Objects

3.1 The objects of the Company are:

- 3.1.1 to promote and further the interests of members generally and to protect and defend those interests;
- 3.1.2 to represent the interests of members in the human resource, economic, legal and any other spheres of business activity locally, regionally, nationally and internationally;

- 3.1.3 to provide information, advice, assistance, training and other services to members and other clients on all matters related to human resources and the economic, legal and any other spheres of business activity;
 - 3.1.4 to regulate, where deemed appropriate, relations between members, their employees and trade unions;
 - 3.1.5 to act jointly or in cooperation with other bodies locally, regionally, nationally and internationally in furtherance of the objects of the company;
 - 3.1.6 to do all such things as are, in the opinion of the board of directors incidental or conducive to the attainment of the above objects or any of them; and
 - 3.1.7 the objects of the company shall not otherwise be limited.
- 3.2 The company shall have all the powers available to a company which does not have restricted objects.

LIMITATION OF LIABILITY

4. Liability of members

- 4.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—
- 4.1.1 payment of the company's debts and liabilities contracted before he ceases to be a member,
 - 4.1.2 payment of the costs, charges and expenses of winding up, and
 - 4.1.3 adjustment of the rights of the contributories among themselves.

PART 2

DIRECTORS

5. The Board

- 5.1 There shall be not less than six and not more than twelve directors who make up the board.
- 5.2 There shall be four categories of director:
- 5.2.1 executive directors;
 - 5.2.2 member representative directors;
 - 5.2.3 independent directors; and
 - 5.2.4 co-opted directors.
- 5.3 The executive directors shall always constitute a minority of the Board.
- 5.4 Subject to articles 5.1 and 5.3 the Company shall seek to maintain a balance between the number of member representative directors and independent directors serving on the board.

DIRECTORS' POWERS AND RESPONSIBILITIES

6. Directors' general authority

- 6.1 Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.
- 6.2 All acts done by a person acting as a director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office be as valid as if such person had been duly appointed and was qualified and had continued to be a director.

7. Members' reserve power

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

8. Directors may delegate

- 8.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—
 - 8.1.1 to such person or committee;
 - 8.1.2 by such means (including by power of attorney);
 - 8.1.3 to such an extent;
 - 8.1.4 in relation to such matters or territories; and
 - 8.1.5 on such terms and conditions;as they think fit.
- 8.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 8.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

9. Committees

- 9.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 9.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

- 9.3 The directors shall establish the following committees (by whatever name called) and shall determine their terms of reference:
- 9.3.1 Nomination and Remuneration Committee; and
 - 9.3.2 Audit and Risk Committee; and
 - 9.3.3 Finance and Investment Committee.
- 9.4 The directors shall establish regional boards (by whatever name called) on such terms of reference and with such titles as they may from time to time see fit. The regional boards will act in an advisory capacity but shall have no right to bind the directors or the company or to fetter the directors' power to manage the business of the company.
- 9.5 Such committee or board may be at a national, regional or local level.
- 9.6 The day to day management of the company may be delegated to a management board made up of the executive directors and such other senior manager or managers as the directors may determine. In such circumstances:
- 9.6.1 the delegated power shall be to manage the company by implementing the policy and strategy adopted by and within a budget approved by the directors and if applicable to advise the directors in relation to such policy, strategy and budget;
 - 9.6.2 the directors shall provide the management board with a description of their role and the extent of their authority; and
 - 9.6.3 the management board shall report regularly to the directors on the activities undertaken in managing the company and provide them regularly with management accounts sufficient to explain the financial position of the company.

DECISION-MAKING BY DIRECTORS

10. Directors to take decisions collectively

- 10.1 Questions arising at a directors' meeting shall be decided by a majority of votes. Each director shall have one vote.

11. Unanimous decisions

- 11.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 11.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 11.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- 11.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

12. Calling a directors' meeting

- 12.1 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.
- 12.2 Notice of any directors' meeting must indicate—
- 12.2.1 its proposed date and time;
 - 12.2.2 where it is to take place; and
 - 12.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 12.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 12.4 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.

13. Participation in directors' meetings

- 13.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
- 13.1.1 the meeting has been called and takes place in accordance with the articles, and
 - 13.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 13.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14. Quorum for directors' meetings

- 14.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 14.2 The quorum for directors' meetings may be fixed by the directors and, unless so fixed, shall be not less than half of the directors appointed at that time and provided that the executive directors may not constitute a majority.
- 14.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—
- 14.3.1 to appoint further directors, or
 - 14.3.2 to call a general meeting so as to enable the members to appoint further directors.

15. Chairing of directors' meetings

- 15.1 The directors may appoint a director to chair their meetings.

- 15.2 The person so appointed for the time being is known as the chairman.
- 15.3 The directors may terminate the chairman's appointment at any time.
- 15.4 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.

16. Casting vote

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

17. Conflicts of interest

- 17.1 The directors may, in accordance with the requirements set out in this regulation, authorise any matter proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest (Conflict).
- 17.2 For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a director shall be treated as an interest of the director. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 17.3 Subject to article 17.4 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.
- 17.4 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.
- 17.5 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
- 17.6 Any authorisation under this regulation will be effective only if:
- 17.6.1 the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these articles or in such other manner as the directors may determine;
 - 17.6.2 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question; and

17.6.3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

17.7 Any authorisation of a matter under this article may (whether at the time of giving the authority or subsequently):

17.7.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;

17.7.2 be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine;

17.7.3 be terminated or varied by the directors at any time.

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.

17.8 In authorising a Conflict the directors may decide (whether at the time of giving the authority or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to:

17.8.1 disclose such information to the directors or to any director or other officer or employee of the Company;

17.8.2 use or apply any such information in performing his duties as a director;

where to do so would amount to a breach of that confidence.

17.9 Where the directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the director:

17.9.1 is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict;

17.9.2 is not given any documents or other information relating to the Conflict;

17.9.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict.

17.10 Where the directors authorise a Conflict:

17.10.1 the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict;

17.10.2 the director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation.

17.11 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), 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 directors or by the Company (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.

17.12 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.

18. Records of decisions to be kept

18.1 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.

19. Directors' discretion to make further rules

19.1 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

20. Methods of appointing directors

20.1 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—

20.1.1 by ordinary resolution, or

20.1.2 in accordance with articles 21 and 22, by a decision of the directors.

21. Co-opted directors

21.1 The directors may appoint a person who is willing to act to be a co-opted director provided that the appointment does not cause the number or proportions of directors to exceed any number or proportions fixed by or in accordance with the articles as the maximum number of directors.

21.2 The directors may appoint a co-opted director on such conditions as they shall decide.

21.3 A co-opted director so appointed shall hold office only until the third annual general meeting following his appointment ("**Co-opted term**") and shall not be taken into account in determining the directors who are to retire by rotation at the meeting.

21.4 If, following expiry of his or her Co-opted term, a co-opted director is not elected by the members at an annual general meeting, he or she shall vacate office at the end of the Co-opted term. No co-opted director may hold office for more than three years in total unless elected by the members as a member representative or independent director.

22. Executive directors

22.1 The directors shall appoint the executive directors for such term of office and on such conditions as they shall decide and may likewise remove such director.

23. Independent Directors

23.1 Independent directors shall be elected by the members at annual general meetings. An independent director's initial term in office shall be three years. An independent director shall be eligible for re-election for a second term of three years provided that the Board recommends to the annual general meeting that the independent director be re-elected.

- 23.2 No independent director may hold office for more than six years in total.
- 23.3 For the purposes of this Article 23 a “year” shall mean a complete period of service between two annual general meetings.
- 23.4 For the purposes of calculating an independent director’s length of term in office under this Article, account shall be taken of any time served by the director before this Article was introduced.

24. Member Representative Directors

- 24.1 Member representative directors shall be elected by the members at annual general meetings. A member representative director’s initial term in office shall be for no more than three years. A member representative director shall be eligible for re-election for further terms provided that the Board recommends to the annual general meeting that the member representative director be re-elected.
- 24.2 No existing member representative director may hold office for more than nine years in total, and no member representative director appointed after this Article was introduced may hold office for more than six years in total.
- 24.3 For the purposes of this Article 24 a “year” shall mean a complete period of service between two annual general meetings.
- 24.4 For the purposes of calculating a member representative director’s length of term in office under this Article, account shall be taken of any time served by the director before this Article was introduced.

25. Termination of director’s appointment

- 25.1 A person ceases to be a director as soon as—
- 25.1.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - 25.1.2 a bankruptcy order is made against that person;
 - 25.1.3 a composition is made with that person’s creditors generally in satisfaction of that person’s debts;
 - 25.1.4 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;
 - 25.1.5 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;
 - 25.1.6 notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms
 - 25.1.7 he or she fails to attend three consecutive meetings of the directors and the directors resolve that he or she be removed for this reason;

- 25.1.8 at a general meeting of the company, a resolution is passed in accordance with the Companies Act that he or she be removed from office; or
- 25.1.9 at a meeting of the directors at which at least half of the directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the director has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the directors.

26. Directors' remuneration

- 26.1 Directors may undertake any services for the company that the directors decide.
- 26.2 Directors are entitled to such remuneration as the directors determine—
- 26.2.1 for their services to the company as directors, and
 - 26.2.2 for any other service which they undertake for the company.
- 26.3 Subject to the articles, a director's remuneration may—
- 26.3.1 take any form, and
 - 26.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- 26.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- 26.5 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.

27. Directors' expenses

- 27.1 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—
- 27.1.1 meetings of directors or committees of directors, or
 - 27.1.2 general meetings,
- 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

28. Applications for membership

- 28.1 No person shall become a member of the company unless—
- 28.1.1 that person has completed an application for membership in a form approved by the directors, and
 - 28.1.2 the directors or their delegates have approved the application.
- 28.2 The directors may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as members. Members shall be employers.

- 28.3 The directors may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.
- 28.4 If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that the member is its representative shall be entered in the register of members. Subject to the directors' right to decline to accept any person as a member, the unincorporated association or body shall be entitled to replace the member who is its representative with another person by giving notice to the company and without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.
- 28.5 Every corporate member shall appoint an individual to represent it at general meetings of the company held in accordance with the Companies Acts and the name of such representative. A corporate member shall be able to replace its representative with another individual by giving notice to the company.

29. Termination of membership

- 29.1 A member shall cease to be a member:
- 29.1.1 on the expiry of at least six calendar months notice given by it to the company of its intention to withdraw; or
 - 29.1.2 if any subscription or other sum payable by the member to the company is not paid on the due date and the directors resolve that the member shall be removed from membership. The directors may re-admit to membership any person who ceases to be a member on this ground on their paying such reasonable sum as the Directors may determine;
 - 29.1.3 if it makes any arrangement or composition with its creditors generally or it goes into liquidation otherwise than for the purpose of a solvent reconstruction or amalgamation or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or an order is made or a resolution passed for its winding up; or
 - 29.1.4 if, at a meeting of the directors at which at least half of the directors are present, a resolution is passed resolving that the member be expelled on the ground that its continued membership is harmful to or is likely to become harmful to the interests of the company. Such a resolution shall not be passed unless the member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the directors. A member expelled by such a resolution shall nevertheless remain liable to pay to the Company any subscription or other sum owed by it.
- 29.2 Membership is not transferable.

SUBSCRIPTIONS

30. Payment of subscriptions

- 30.1 The directors may at their discretion levy subscriptions on members of the company at such rate(s) as they shall decide and may levy subscriptions at different rates on different classes or categories of members.

30.2 Any subscription levied on a member shall remain payable by the member during the period of notice referred to in Article 29.1.1.

30.3 Notwithstanding article 29.1.2, in the event of the non payment of any subscription by a member by the due date the directors shall be entitled to suspend delivery of any services or suspend any membership benefits in respect of that member until the subscription is paid.

31. Associate Members and Associated Bodies

31.1 The directors may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the directors shall make provided that no such associate members shall be a member of the company for the purposes of the articles or the Companies Acts.

ORGANISATION OF GENERAL MEETINGS OF MEMBERS

32. Annual general meeting

32.1 The company shall hold an annual general meeting once in every calendar year.

32.2 It shall be held at such time and place as the directors think fit.

33. Notice of general meetings

33.1 Every notice calling a general meeting shall specify the place, day and time of the meeting, whether it is general or annual general meeting, and the general nature of the business to be transacted.

33.2 If a special resolution is to be proposed, the notice shall include the proposed resolution and specify that it is proposed as a special resolution.

33.3 In every notice calling a general meeting there must appear with reasonable prominence a statement informing the member of its rights to appoint another person as its proxy at a general meeting.

33.4 Notice of general meetings shall be given to every member, to the directors, to any President, Vice Presidents and Honorary Officers (by whatever name called) and to the auditors of the company.

34. Attendance and speaking at general meetings

34.1 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.

34.2 A person is able to exercise the right to vote at a general meeting when—

34.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

34.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

- 34.3 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.
- 34.4 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.
- 34.5 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.

35. Quorum for general meetings

- 35.1 No business shall be transacted at any general meeting unless a quorum is present. Thirty (30) persons entitled to vote upon the business to be transacted (each being a member or a proxy for a member or a duly authorised representative of a corporate member) shall be a quorum.
- 35.2 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

36. Chairing general meetings

- 36.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 36.2 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—
- 36.2.1 the directors present, or
- 36.2.2 (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.
- 36.3 The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

37. Attendance and speaking by directors and non-members

- 37.1 Directors may attend and speak at general meetings, whether or not they are members.
- 37.2 The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

38. Adjournment

- 38.1 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.
- 38.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if—
- 38.2.1 the meeting consents to an adjournment, or

- 38.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 38.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 38.4 When adjourning a general meeting, the chairman of the meeting must—
- 38.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
- 38.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 38.5 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)—
- 38.5.1 to the same persons to whom notice of the company's general meetings is required to be given, and
- 38.5.2 containing the same information which such notice is required to contain.
- 38.6 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

39. Voting: general

- 39.1 On a show of hands or on a poll every member present in person or by proxy shall have one vote.
- 39.2 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.

40. Errors and disputes

- 40.1 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.
- 40.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

41. Poll votes

- 41.1 A poll on a resolution may be demanded—
- 41.1.1 in advance of the general meeting where it is to be put to the vote, or
- 41.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

- 41.2 A poll may be demanded by—
 - 41.2.1 the chairman of the meeting;
 - 41.2.2 the directors;
 - 41.2.3 two or more persons having the right to vote on the resolution; or
 - 41.2.4 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 41.3 A demand for a poll may be withdrawn if—
 - 41.3.1 the poll has not yet been taken, and
 - 41.3.2 the chairman of the meeting consents to the withdrawal.
- 41.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

42. Content of proxy notices

- 42.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—
 - 42.1.1 states the name and address of the member appointing the proxy;
 - 42.1.2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - 42.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 42.1.4 is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 42.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 42.3 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.
- 42.4 Unless a proxy notice indicates otherwise, it must be treated as—
 - 42.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 42.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

43. Delivery of proxy notices

- 43.1 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.
- 43.2 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.
- 43.3 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.
- 43.4 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.

44. Amendments to resolutions

- 44.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
- 44.1.1 notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - 44.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 44.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
- 44.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 44.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 44.3 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

45. Means of communication to be used

- 45.1 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.

45.2 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.

45.3 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.

46. No right to inspect accounts and other records

46.1 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.

47. Provision for employees on cessation of business

47.1 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

48. Indemnity

48.1 Subject to article 48.2, a relevant director of the company or an associated company may be indemnified out of the company's assets against—

48.1.1 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,

48.1.2 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),

48.1.3 any other liability incurred by that director as an officer of the company or an associated company.

48.2 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.

48.3 In this article—

48.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

48.3.2 a "relevant director" means any director or former director of the company or an associated company.

49. Insurance

49.1 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.

49.2 In this article—

49.2.1 a “relevant director” means any director or former director of the company or an associated company,

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

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

50. President, Vice Presidents and Honorary Officers

50.1 The directors may appoint and remove any individual(s) as President, Vice Presidents and Honorary Officers (by whatever name called) of the company and on such terms as they shall think fit.

50.2 Such persons shall not be directors and need not be members.

50.3 A President, Vice Presidents and Honorary Officers shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the company as if a member and shall also have the right to receive accounts of the company when available to members.

51. Winding up

51.1 If any property remains after the company has been wound up or dissolved and the debts and liabilities have been satisfied, such amount shall be applied to any purpose which is exclusively charitable in all parts of the United Kingdom and which benefits the engineering and manufacturing sectors in the United Kingdom. The organisation or organisations to benefit shall be decided by the directors at the time of winding up or dissolution.

