

Annex A

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
THE MARCHES LOCAL ENTERPRISE PARTNERSHIP LIMITED

Adopted by special resolution on

2019

TABLE OF CONTENTS

1.	Interpretation	1
2.	Objects	3
3.	Powers	3
4.	Income	3
5.	Winding up	4
6.	Guarantee	4
7.	Directors' general authority and conduct	4
8.	Directors may delegate	5
9.	Committees	5
10.	Directors to take decisions collectively	5
11.	Directors' meetings	6
12.	Quorum for directors' meetings	6
13.	Chairing of directors meetings and appointment of deputy chair and vice chair	6
14.	Casting vote	7
15.	Directors' conflicts of interest	7
16.	Records of decisions to be kept	7
17.	Directors' discretion to make further rules	7
18.	Number of directors	7
19.	Appointment of directors	7
20.	Retirement of Directors	8
21.	Disqualification and removal of directors	8
22.	Appointment and removal of alternates	9
23.	Secretary	10
24.	Membership	10
25.	Transfer of membership	10
26.	Annual general meeting	10
27.	Attendance and speaking at general meetings	10
28.	Quorum for general meetings	11
29.	Chairing general meetings	11
30.	Attendance and speaking by non-Members	11
31.	Adjournment	11
32.	Changes to articles	12
33.	Voting: general	12
34.	Errors and disputes	12
35.	Poll votes	12
36.	Content of proxy notices	13
37.	Delivery of proxy notices	13
38.	Amendments to resolutions	14
39.	Means of communication to be used	14
40.	Indemnity and insurance	15

Document: includes, unless otherwise specified, any document sent or supplied in electronic form;

Electronic form: has the meaning given in section 1168 of the Act;

Eligible Director: means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 15, any director whose vote is not to be counted in respect of the particular matter);

Enterprise Zone Director: means the chair of the Herefordshire Enterprise Zone;

LEP Area: means Herefordshire, Shropshire and Telford and Wrekin or such other geographical area as is assigned to the Company by government from time to time;

Member: means a person whose name is entered in the Register of Members of the Company and **Membership** shall be construed accordingly;

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles;

Objects: has the meaning given to it in article 2.1 and **object** shall mean any one of them;

Ordinary resolution: has the meaning given in section 282 of the Act;

Private Sector Director: means a natural person working or connected with the private sector who has the characteristics that are set out in the Assurance Framework;

Public Sector Director: means a natural person working or connected with the public sector who has the characteristics that are set out in the Assurance Framework;

Public Sector Member: means the public bodies for the time being entitled to appoint Public Sector Directors in accordance with the Assurance Framework;

Scheme of Delegation: has the meaning given to it in article 7.2;

secretary: means the secretary of the Company and any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

special resolution: has the meaning given in section 283 of the Act;

subsidiary: has the meaning given in section 1159 of the Act;

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. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

- 1.4. A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5. Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.
- 1.6. 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.
- 1.7. The Model Articles shall not apply to the Company.

2. OBJECTS

- 2.1. The objects for which the Company is established (**Objects**) are:
 - 2.1.1. to stimulate economic growth, productivity, employment, community development, job creation, inward investment, training and development, and commerce in the LEP Area; and
 - 2.1.2. to promote the LEP Area positively at regional, national, European and international levels on matters affecting its economic development.

3. POWERS

- 3.1. In pursuance of the Objects, the Company has the powers to:
 - 3.1.1. do all such things which in the opinion of the directors are in the best interests of the Company and its Members; and
 - 3.1.2. do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the Objects.

4. INCOME

- 4.1. The income and property of the Company from wherever derived shall be applied solely in promoting the Objects.
- 4.2. No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise. Nothing in these Articles shall prevent any payment in good faith by the Company of:
 - 4.2.1. reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
 - 4.2.2. any interest on money lent by any Member or any director at a reasonable and proper rate;
 - 4.2.3. reasonable and proper rent for premises demised or let by any Member or director; or

4.2.4. reasonable out-of-pocket expenses properly incurred by any director.

5. WINDING UP

On the winding-up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members but shall be transferred to similar bodies or another body with objects similar to those of the Company within the LEP Area or as directed by the government department then responsible for local enterprise partnerships.

6. GUARANTEE

6.1. The liability of each Member is limited to £1.00, 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

6.1.1. payment of the Company's debts and liabilities contracted before he ceases to be a Member;

6.1.2. payment of the costs, charges and expenses of the winding up; and

6.1.3. adjustment of the rights of the contributories among themselves.

Directors: general

7. DIRECTORS' GENERAL AUTHORITY AND CONDUCT

7.1. Subject to these Articles, directors are responsible for the management of the Company's business and may exercise all the powers of the Company accordingly.

7.2. Each of the directors shall use their reasonable endeavours to procure that decisions of the Company are carried out in accordance with the Assurance Framework and any scheme of delegation for the time being and adopted by the Company contained in the Assurance Framework (**Scheme of Delegation**). In particular, the directors shall ensure that the rights of consultation and engagement reserved to the Public Sector Members as set out in the Assurance Framework are upheld.

7.3. Subject always to the Act, in their conduct of the Company's business the directors shall at all times:

7.3.1. conduct themselves in a professionally responsible manner;

7.3.2. have due regard to all confidentiality obligations concerning the Company's business;

7.3.3. observe the seven principles as set out by The Committee on Standards in Public Life (as amended from time to time); and

7.3.4. comply with the provisions of the Assurance Framework.

8. DIRECTORS MAY DELEGATE

8.1. Subject to the Articles:

8.1.1. the board of directors may delegate any of the powers which are conferred on them under the Articles and which are in line with the Assurance Framework:

- i. to such person or committee;
- ii. by such means (including power of attorney);
- iii. to such an extent;
- iv. in relation to such matters or territories; and
- v. on such terms and conditions;

as they think fit.

8.1.2. the board of directors may revoke any delegation in whole or part, or alter its terms and conditions.

9. COMMITTEES AND SUB-BOARDS

The rules of procedure for all or any committees and sub-boards shall be as set out in the Assurance Framework.

Directors: decision-making

10. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

10.1. The directors shall endeavour to reach consensus on all decisions.

10.2. Subject to provisions to the contrary in these Articles and in the absence of consensus amongst the directors, the general rule about decision-making by directors is that any decision of the directors must be a majority decision taken in one of the following ways (or a unanimous decision taken in accordance with article 11):

10.2.1. on show of hands at a meeting of the directors; or

10.2.2. by written resolution, copies of which have been signed by a majority of the Eligible Directors or to which a majority of the Eligible Directors have otherwise indicated agreement in writing.

10.3. A decision may not be taken in accordance with this article 10 if the Eligible Directors purporting to take the decision would not have formed a quorum had the decision taken place in a meeting.

11. UNANIMOUS DECISIONS

- 11.1. Only to be used on approval from the Chair, a decision is taken in accordance with this article 11 when all Eligible Directors indicate to each other by email response or by any other electronic means that they share a common view on a matter.
- 11.2. A decision may not be taken in accordance with this article 11 if the Eligible Directors purporting to take the decision would not have formed a quorum had the decision taken place in a meeting.

12. DIRECTORS' MEETINGS

- 12.1. Directors' meetings shall take place at approximately every two months.
- 12.2. Notwithstanding the provisions of article 12.1 meetings of the directors are called by the Chair or Deputy Chair by giving not less than 10 Business Days' notice of the meeting to the directors or by authorising the secretary (if any) to give such notice.
- 12.3. A director who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the directors' meeting.

13. QUORUM FOR DIRECTORS' MEETINGS

- 13.1. At a meeting of the directors, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 13.2. The quorum for the transaction of business at a meeting of directors is any seven Eligible Directors, which must include five Private Sector Directors and two Public Sector Directors.
- 13.3. If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision to appoint further directors.
- 13.4. If neither the Chair nor the Deputy Chair is available the meeting will be declared inquorate, irrespective of the number of other attendees.

14. CHAIRING OF DIRECTORS MEETINGS AND APPOINTMENT OF DEPUTY CHAIR

- 14.1. The Company shall have at all times appointed a chairperson, who shall be a Private Sector Director and who shall be appointed in accordance with the process set out in the Assurance Framework and the person so appointed for the time being is the **Chair**.
- 14.2. The Private Sector Directors may appoint a Private Sector Director to act as a deputy to the Chair (**Deputy Chair**) in accordance with the process set out in the Assurance Framework for such purposes as the directors may determine.
- 14.3. If neither the Chair nor the Deputy Chair are participating in a meeting of directors within fifteen minutes of the time at which it was due to start, the directors must elect one of themselves to chair it.

- 14.4. Subject to clause 14.5 and clause 21.3, a Chair or Deputy Chair (as applicable) shall be appointed for periods of no more than three years, such appointment ending at the board meeting falling closest to the third anniversary of their appointment (or re-appointment). Unless otherwise determined by special resolution, the Chair or Deputy Chair (as applicable) shall be entitled to put themselves forward for re-election for a further period of three years provided that no Chair or Deputy Chair shall be able to serve more than six years in their respective role.
- 14.5. The terms of office for the first directors of the Company (including for the Chair and Deputy Chair) shall be deemed to include the period of appointment prior to the incorporation of the Company in which they were appointed to the board of the unincorporated Marches Local Enterprise Partnership.
- 14.6. Where the Chair puts him or herself forward for re-election, such election shall occur at the board meeting at which their board appointment ends in accordance with article 14.4.
- 14.7. In the case of the Deputy Chair, they shall be re-elected in accordance with the Assurance Framework or in the absence of such arrangements, as the Private Sector Directors shall between themselves agree.

15. CASTING VOTE

- 15.1. If the numbers of votes for and against a proposal at a meeting of directors are equal, the Chair or Deputy Chair (as applicable) has a casting vote.
- 15.2. But this does not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the Chair or Deputy Chair chairing the meeting is not an Eligible Director for the purposes of that meeting (or part of a meeting).

16. DIRECTORS' CONFLICTS OF INTEREST

Without prejudice to the provisions of the Act, the directors must at all times comply with any conflict of interest policy for the time being included in the Assurance Framework in relation to any Conflict.

17. RECORDS OF DECISIONS TO BE KEPT

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

18. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

Subject to these articles, the directors may make any rule which they think fit about how they and any committees formed by them take decisions, and about how such rules are to be recorded or communicated to directors.

Directors: numbers and appointment

19. NUMBER OF DIRECTORS

The Company shall aspire to have appointed to the board the number of directors set out in the Assurance Framework.

20. APPOINTMENT OF DIRECTORS

- 20.1. The board of directors shall be composed of Private Sector Directors and Public Sector Directors. The board members of the unincorporated Marches Local Enterprise Partnership shall upon incorporation be the first directors of the Company.
- 20.2. Upon a vacancy arising for a Private Sector Director, such appointment shall take place in accordance with the open recruitment exercise set out in the Assurance Framework.
- 20.3. Public Sector Directors shall be appointed in accordance with the process set out in the Assurance Framework.

21. RETIREMENT OF DIRECTORS

- 21.1. Private Sector Directors who are not Business Board Directors or Enterprise Zone Directors shall retire from office from the end of the second anniversary of their appointment. Subject to articles 21.2 and 21.4, such retiring Private Sector Director shall be eligible for re-election by the Members at the next general meeting.
- 21.2. A retiring Private Sector Director who is not a Business Board Director or an Enterprise Zone Director shall, subject to article 21.4, be eligible for re-election for further periods of two years.
- 21.3. Business Board Directors and Enterprise Zone directors shall retire from office from the end of the sixth anniversary of their appointment unless the Members resolve to extend the terms by such further periods as they shall determine following a review of the ongoing requirements of the company.
- 21.4. Subject to clause 21.3 any Private Sector Director (including the Chair and Deputy Chair) who shall have served for a total term of six years shall not be entitled to be re-elected.

22. DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 22.1. A person ceases to be a director as soon as:
 - 22.1.1. that person ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director;
 - 22.1.2. that person shall for more than six months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that that person's office be vacated;
 - 22.1.3. a Bankruptcy order is made against that person;
 - 22.1.4. a composition is made with that person's creditors generally in satisfaction of that person's debts;

- 22.1.5. 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;
 - 22.1.6. two-thirds of the board of directors resolve that the person has failed to conduct themselves in accordance with article 7 and should as a consequence be removed from office; or
 - 22.1.7. in the case of a Public Sector Director, they cease for any reason to be a leader of the relevant local authority or, where the Public Sector Director is an employee of an authority, when that director ceases for any reason to be an employee.
- 22.2. Save where a director is a Public Sector Director, a director shall upon ceasing to be a director shall at the same time cease to be a Member.

Directors: alternate directors and miscellaneous

23. APPOINTMENT AND REMOVAL OF ALTERNATES

- 23.1. Public Sector Directors (other than an alternate Public Sector Director) may appoint as an alternate any other elected member from his or her Public Sector Member, or any other person approved by resolution of the directors, to:
- 23.1.1. exercise that director's powers; and
 - 23.1.2. carry out that director's responsibilities,
- in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
- 23.2. Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors.
- 23.3. The notice must:
- 23.3.1. identify the proposed alternate; and
 - 23.3.2. in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

24. SECRETARY

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

Members: becoming and ceasing to be a Member

25. MEMBERSHIP

25.1. Membership of the Company shall be comprised of:

25.1.1. all directors save for the Public Sector Directors; and

25.1.2. the Public Sector Members.

25.2. A Public Sector Member shall be entitled to appoint a Public Sector Director to act as its representative in accordance with the provisions set out in these Articles and the Assurance Framework.

26. TRANSFER OF MEMBERSHIP

Membership shall not be transferable.

Decision making by Members: general meetings

27. ANNUAL GENERAL MEETING

The Company shall hold an annual general meeting (**AGM**) at least once every calendar year to be held within the LEP Area and which shall be open to the general public save for items that are determined by the Chair to be commercially sensitive

28. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

28.1. 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.

28.2. A Member is able to exercise the right to vote at a general meeting when:

28.2.1. that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

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

28.3. The directors may make whatever arrangements they consider appropriate to enable those Members attending a general meeting to exercise their rights to speak or vote at it.

28.4. 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.

29. QUORUM FOR GENERAL MEETINGS

29.1. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

- 29.2. The quorum for a general meeting is seven Members and of these Members, five must be Private Sector Directors and two must be Public Sector Directors.

30. CHAIRING GENERAL MEETINGS

- 30.1. The Chair or, in his or her absence, the Deputy Chair shall preside as chair of every general meeting.
- 30.2. If neither the Chair nor the Deputy Chair is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors must appoint one from their number to chair the meeting.

31. ATTENDANCE AND SPEAKING BY NON-MEMBERS

The Chair of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting and, in the case of an AGM, the Chair of the meeting is obliged to permit such other persons who are not Members of the Company to speak.

32. ADJOURNMENT

- 32.1. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- 32.2. The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 32.2.1. the meeting consents to an adjournment; or
 - 32.2.2. it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 32.3. The chair of the meeting must adjourn a general meeting if directed to do so by at least 50% of the Members present at the meeting.
- 32.4. When adjourning a general meeting, the chair of the meeting must:
- 32.4.1. 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
 - 32.4.2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 32.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 32.5.1. to the same persons to whom notice of the company's general meetings is required to be given; and
 - 32.5.2. containing the same information which such notice is required to contain.

- 32.6. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting at general meetings

33. VOTING: GENERAL

Without prejudice to any other provision of these Articles, a resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

34. ERRORS AND DISPUTES

- 34.1. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 34.2. Any such objection must be referred to the chair of the meeting whose decision is final.

35. POLL VOTES

- 35.1. A poll on a resolution may be demanded:
- 35.1.1. in advance of the general meeting where it is to be put to the vote; or
 - 35.1.2. 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.
- 35.2. A poll may be demanded by:
- 35.2.1. the chair of the meeting;
 - 35.2.2. the directors;
 - 35.2.3. two or more persons having the right to vote on the resolution; or
 - 35.2.4. 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.
- 35.3. A demand for a poll may be withdrawn if:
- 35.3.1. the poll has not yet been taken; and
 - 35.3.2. the chair of the meeting consents to the withdrawal.

- 35.4. Polls must be taken immediately and in such manner as the chair of the meeting directs.

36. CONTENT OF PROXY NOTICES

- 36.1. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 36.1.1. states the name and address of the Member appointing the proxy;

- 36.1.2. identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - 36.1.3. is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 36.1.4. 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.
- 36.2. The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 36.3. Unless a proxy notice indicates otherwise, it must be treated as:
- 36.3.1. 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
 - 36.3.2. 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.

37. DELIVERY OF PROXY NOTICES

- 37.1. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 37.2. An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 37.3. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 37.4. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

38. AMENDMENTS TO RESOLUTIONS

- 38.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 38.1.1. 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
 - 38.1.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 38.2. If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

Administrative arrangements

39. MEANS OF COMMUNICATION TO BE USED

39.1. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

39.1.1. if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);

39.1.2. if properly addressed and delivered by hand, when it was given or left at the appropriate address;

39.1.3. if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and

39.1.4. if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

39.2. In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

40. INDEMNITY AND INSURANCE

40.1. Subject to article 40.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

40.1.1. each relevant officer shall be indemnified 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 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

40.1.2. 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 40.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

- 40.2. 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.
- 40.3. The directors 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.
- 40.4. In this article:
 - 40.4.1. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - 40.4.2. 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
 - 40.4.3. a **relevant officer** means any director or other officer or former director or other officer of the Company , but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor.