

ROTOTO LTD

A COMPANY LIMITED BY GUARANTEE

These Articles were compiled from:

GOV.UK's Schedule 2 Model Articles for Private Companies Limited by Guarantee; Articles for Property Management Companies supplied by Mr. Daniel Johnson – Solicitor; and Provisions For the Co-opted Directors from M&As supplied by Burness Solicitors, Glasgow.

PART 1
INTERPRETATION, AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise

“**90% resolution**” has the meaning given in article 6.2;

“**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;

“**chair**” has the meaning given in article 16;

“**chair of the meeting**” has the meaning given in article 29;

“**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;

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

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

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

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

“**ordinary resolution**” has the meaning given in section 282 of the Companies Act 2006;

“**participate**” in relation to a directors’ meeting, has the meaning given in article 10;

“**proxy notice**” has the meaning given in article 35;

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

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

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

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

Objects

2. The objects for which the company is established are:
 1. To hold the Property referred to as ‘The Field’, being land adjoining the South-Eastern boundary of Perran Cove, Budock Vean Lane, Mawnan Smith TR11 5QL (registered at HM Land Registry with title number CL183793).
 2. To manage the Property for the benefit of the members.

Powers

3. In pursuance of the objects set out in article 2, the company has the power to:
 1. Buy, lease or otherwise acquire and deal with any property (real or personal), and any rights or privileges of any kind over or in respect of any property (real or personal), and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property, and any and all rights of the company;
 2. Borrow and raise money in such manner as the directors shall think fit, and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the company's property and assets;
 3. Invest and deal with the funds of the company not immediately required for its operations in or on such investments, securities or property as may be thought fit;
 4. Pay all or any expenses incurred in connection with the promotion, formation and incorporation of the company, and to contract with any person, firm or other company to pay the same;
 5. Open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments; and
 6. Do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the objects set out in article 2.

Income

4. The income of the company, from wherever derived, shall be applied solely in promoting the company's objects and, save on a winding up of the company, no distribution shall be made to its Members in cash or otherwise.

Payments

5. Nothing in these Articles shall prevent any payment in good faith by the Company of:
 1. Reasonable and proper remuneration to any member, officer or servant of the company for any services rendered to the company;
 2. Any interest on money lent by any member or any director at a reasonable and proper rate;

3. Reasonable and proper rent for premises demised or let by any member or director; or
4. Reasonable out-of-pocket expenses properly incurred by any member or director.

Liability of members

6. The liability of each member is limited to One British Pound (GBP £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:

1. Payment of the company's debts and liabilities contracted before he ceases to be a member,
2. Payment of the costs, charges and expenses of winding up, and
3. Adjustment of the rights of the contributories among themselves.

Entrenched Provisions

7. To ensure the material constitutional provisions of the company cannot be changed without a significant consensus of members:

1. Except with the authority of a 90% resolution, the following Articles may not be amended or repealed
 - a. Article 2 (Objects);
 - b. Article 4 (Income);
 - c. this Article 7 (Entrenched Provisions);
 - d. Article 11 (Appointing Directors);
 - e. Article 56 (Applications for Membership);
 - f. Articles 104-106 (Indemnity); and
 - g. Articles 107-108 (Insurance)
2. A **90% resolution** is a resolution of the members passed by a majority of not less than 90% of those members present and voting.
3. A written resolution is passed by a majority of not less than 90% if it is passed by not less than 90% of those members eligible to vote upon a resolution of members.
4. Where a resolution is passed as a written resolution:
 - a. the resolution is not a 90% resolution unless it stated that it was proposed as a 90% resolution; and
 - b. if the resolution is so stated, it may only be passed as a 90% resolution.
5. A resolution passed at a meeting on a show of hands is passed by a majority of not less than 90% if it is passed by not less than 90% of the votes cast by those present and entitled to vote.
6. A resolution passed on a poll taken at a meeting is passed by a majority of not less than 90% if it is passed by members representing not less than 90% of the total voting rights of the Members who are present and entitled to vote on the resolution.
7. Where a resolution is passed at a meeting:
 - a. the resolution is not a 90% resolution unless the notice of the meeting included the text of the resolution and specified the intention to propose the resolution as a 90% resolution; and
 - b. if the notice of meeting so specified, the resolution can only be passed as a 90% resolution.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Categories of director

8. For the purposes of these articles:

“**Director**” means a director appointed under article 11.

“**Co-opted Director**” means a director who does not qualify under the terms of article 11, but who is appointed or re-appointed by directors under articles 12 and 13 for the purposes of bringing special expertise to the board of the Company.

For certainty and clarities' sake, unless specified otherwise “Directors” and “Co-opted Directors” are included in any reference to “directors” in these articles.

Maximum/minimum number of directors

9. The maximum number of directors shall be thirteen (13); and of that number, no more than ten (≤ 10) shall be Directors and no more than three (≤ 3) shall be Co-opted Directors.

10. The minimum number of directors is intended to be ten (10), and if the number falls below this level the directors shall take all reasonable steps to ensure that situation is rectified.

Appointing Directors

11. To account for the intended hereditary nature of the ownership of company, the following articles are designed to ensure ownership resides appropriately in perpetuity:

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.
2. Other than in the case of Co-opted Directors, Directors may be appointed as long as the following conditions are fulfilled:
 - a. The nominee is direct lineal descendant of R.M. & M.J. Dixon-Spain (hereafter referred to as “the grandparents”).
 - i. For the avoidance of doubt, a child adopted before the age of 16 by a lineal descendant of the grandparents, shall also be considered a lineal descendant of the grandparents for the purposes of these articles.
 - b. Is nominated by one of the **Founding Directors** (or their lineal descendants), being: Charles Dixon-Spain, Thomas Dixon-Spain, Daniel Dixon-Spain, George Dixon-Spain, Polly Amos, Claire Hopkins, Angus Buchanan, Charles D'Alton, Emma Birch and Rachel Topps

- c. Except where article 11(2)(e) applies, only one (1) nominee may serve per Founding Director, and for certainty and clarity's sake, this number includes that Founding Director.
 - d. Where there is disagreement among the lineal descendants of a Founding Director about who should be nominated for the allocated directorship, then votes shall be cast by all the lineal descendants of that Founding Director over the age of eighteen (>18) on the day of the vote. This vote shall be administered by the board of directors. If the vote is tied, then the chair has a casting vote to determine which of the successful candidates takes up the directorship for a term of three years. When that term expires, the other lineal descendant in the drawn vote replaces the first. The lineal descendants then alternate in position every three years until one or other retires. Thereafter, the remaining lineal descendant serves in the position until they retire.
 - e. Where there are no lineal descendants of a Founding Director available, or willing to serve, then if possible, before their retirement, the last director of the expiring line must nominate their successor who may be any person conforming to article 11(2) only. If a nomination is not made before retirement, death or in the relevant director's will, the board must choose the eldest person of the subsequent generation who is most closely related to the director in question and conforms to article 11(2). Where there is disagreement about who should serve, then 11(2)(d) will be applied.
3. In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person who qualifies under article 11(2)(a) to be a director.
 4. For the purposes of paragraph 11(2), where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

Appointment/re-appointment of Co-opted Directors

12. Directors may at any time appoint any member or non-member of the company (provided they are willing to act) to be a director (a Co-opted Director).

13. At each annual general meeting, all of the Co-opted Directors shall retire from office, but shall be eligible for re-appointment under article 12.

Termination of director's appointment

14. A person ceases to be a director as soon as:

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;
2. A bankruptcy order is made against that person;
3. A composition is made with that person's creditors generally in satisfaction of that person's debts;
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 (>3) months;

5. Notification is received by the Company from a director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

Directors' general authority

15. 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.

Members' reserve power

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

Directors may delegate

17. In addition to appointing Co-opted Directors:
 1. Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
 - a. to such person or committee;
 - b. by such means (including by power of attorney);
 - c. to such an extent;
 - d. in relation to such matters or territories; and
 - e. on such terms and conditions;
as they think in their reasonable discretion see fit.
 2. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
 3. The directors may revoke any delegation in whole or in part, or alter its terms and conditions.

Committees

18. 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.

19. The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

20. 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 21.

21. If (a) the company only has one (1) director, and (b) no provision of the articles requires it to have more than one (>1) director, the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

Unanimous decisions

22. 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.

23. 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.

24. 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.

25. A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

26. 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.

27. Notice of any directors' meeting must indicate:

1. its proposed date and time;
2. where it is to take place; and
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.

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

29. Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

30. 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.

31. In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

32. 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

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

34. The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than five (≥ 5), and unless otherwise fixed it is five (5).

35. 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:

1. to appoint further directors, or
2. to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

36. The directors may appoint a director to chair their meetings who may not be a Co-opted Director.

The person so appointed for the time being is known as the chair.

37. The directors may terminate the chair's appointment at any time.

38. If the chair is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

39. If the numbers of votes for and against a proposal are equal, the chair or other director chairing the meeting has a casting vote.

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

Conflicts of interest

41. 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.

42. But if article 41 applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

43. This paragraph applies when:

1. The company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
2. The director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
3. The director's conflict of interest arises from a permitted cause.

44. For the purposes of this article, the following are permitted causes:

1. A guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
2. Subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
3. Arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

45. For the purposes of this article, references to proposed decisions and decision-making

processes include any directors' meeting or part of a directors' meeting.

46. Subject to article 47, 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 chair whose ruling in relation to any director other than the chair is to be final and conclusive.

47. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

48. 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

49. 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

50. Directors may undertake any services for the company that the directors decide.

51. Directors are entitled to such remuneration as the directors determine:

1. for their services to the company as directors, and
2. for any other service which they undertake for the company.

52. Subject to the articles, a director's remuneration may:

1. take any form, and
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.

53. Unless the directors decide otherwise, directors' remuneration accrues from day to day.

54. 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

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

1. meetings of directors or committees of directors,
2. general meetings, or
3. separate meetings of the holders of debentures of the company,
4. 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

56. No person shall become a member of the company unless—

1. that person is related to R.M. & M.J. Dixon-Spain
2. has completed an application for membership in a form approved by the directors, and
3. the directors have approved the application.

Termination of membership

57. A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.

58. Membership is not transferable.

59. A person's membership terminates when that person dies or ceases to exist.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

60. 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.

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

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

62. 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.

63. 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.

64. 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

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

Chairing general meetings

66. If the directors have appointed a chair, the chair shall chair general meetings if present and willing to do so.

67. If the directors have not appointed a chair, or if the chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

1. the directors present, or
2. (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

68. The person chairing a meeting in accordance with this article is referred to as “the chair of the meeting”.

Attendance and speaking by directors and non-members

69. Directors may attend and speak at general meetings, whether or not they are members.

70. The chair of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

Adjournment

71. 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.

72. The chair of the meeting may adjourn a general meeting at which a quorum is present if:

1. the meeting consents to an adjournment, or
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.

73. The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

74. When adjourning a general meeting, the chair of the meeting must—

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
2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

75. 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)—

1. to the same persons to whom notice of the company’s general meetings is required to be given, and
2. containing the same information which such notice is required to contain.

76. 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

77. 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

78. 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.

79. Any such objection must be referred to the chair of the meeting whose decision is final.

Poll votes

80. A poll on a resolution may be demanded:

1. in advance of the general meeting where it is to be put to the vote, or
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.

81. A poll may be demanded by:

1. the chair of the meeting;
2. the directors;
3. two or more persons having the right to vote on the resolution; or
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.

82. A demand for a poll may be withdrawn if—

1. the poll has not yet been taken, and
2. the chair of the meeting consents to the withdrawal.

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

Content of proxy notices

84. Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:

1. states the name and address of the member appointing the proxy;
2. identifies the person appointed to be that member’s proxy and the general meeting in
3. relation to which that person is appointed;
4. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
5. 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.

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

86. 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.

87. Unless a proxy notice indicates otherwise, it must be treated as—

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

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.

Delivery of proxy notices

88. 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.

89. 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.

90. 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.

91. 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

92. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

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 chair of the meeting may determine), and
2. the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

93. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

1. the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

94. 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.

PART 4
ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

95. 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.

96. 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.

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

Company seals

98. Any common seal may only be used by the authority of the directors.

99. The directors may decide by what means and in what form any common seal is to be used.

100. Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

101. For the purposes of this article, an authorised person is—

1. any director of the company;
2. the company secretary (if any); or
3. any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

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

Provision for employees on cessation of business

103. 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

104. Subject to article 105, a relevant director of the company or an associated company may be indemnified out of the company's assets against:

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

105. 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.

106. In articles 104-105:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant director" means any director or former director of the company or an associated company.

Insurance

107. 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.

108. In article 107:

- (a) a "relevant director" means any director or former director of the company or an associated company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.