

SURREY ALC LIMITED

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise—
 - “articles” means the company’s articles of association;
 - “bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
 - “chairman” has the meaning given in article 13;
 - “chairman of the meeting” has the meaning given in article 27;
 - “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;

“elected” in article 18 mean elected in accordance with section 16(2) of the Local Government Act 1972 or following a casual vacancy elected or co-opted in accordance with section 89(6) of the Local Government Act 1972;

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

“local council” means a parish council or a parish meeting of a parish not having a parish council;

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

“objects” has the meaning given by article 3 ;

“NALC” means the National Association of Local Councils;

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

“parish council” has the meaning given in section 9 of the Local Government Act 1972 (however styled);

“parish meeting” has the meaning given in section 9 of the Local Government Act 1972 (however styled);

“participate”, in relation to a directors’ meeting, has the meaning given in article 11;

“president” means the person elected in accordance with article 24;

“proxy notice” has the meaning given in article 33;

“representative” has the meaning given in article 25;

“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;

“vice president” means the person elected in accordance with article 24;

“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;

“year” means a year commencing on 1 April and finishing on 31 March following.

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.

Liability of members

2. 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 it is a member or within one year after it ceases to be a member, for—

- (a) payment of the company's debts and liabilities contracted before it ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

Objects

3. The objects of the company are to take all steps that may be necessary or desirable –

- (a) to protect and promote the interests, rights, functions and privileges of members
- (b) to assist members in the performance of their functions and to promote and develop the social, economic, environmental, cultural and recreational life of parishes
- (c) to promote a widespread and well-informed interest in local government and
- (d) to promote good local government and governance.

PART 2
DIRECTORS
DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

4. 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

5.—(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

6.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—
(a) to such person or committee;
(b) by such means (including by power of attorney);
(c) to such an extent;
(d) in relation to such matters or territories; and
(e) on such terms and conditions;
as they think fit.
(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 part, or alter its terms and conditions.

Committees

7.—(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.
(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

8.—(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 9.

Unanimous decisions

9.—(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.

(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.

(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.

(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.

Calling a directors' meeting

10.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary to give such notice.

(2) Notice of any directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

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

(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.

(5) Notice of any directors' meetings must be given at least 7 clear days before the meeting.

Participation in directors' meetings

11.—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

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

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

12.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings shall be one-third of the whole number of directors but it must never be less than 3.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

(a) to appoint further directors, or

(b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

13.—(1) The directors must appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the chairman.

(3) The directors may terminate the chairman's appointment at any time.

(4) The directors may appoint a director as a vice-chairman.

(5) If the chairman or in his or her absence the vice-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.

Casting vote

14.—(1) If the numbers of votes for and against a proposal are equal, the chairman, the vice-chairman if chairing the meeting or other director chairing the meeting has a casting vote.

(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.

Conflicts of interest

15.—(1) 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.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

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

Records of decisions to be kept

16. 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

17. 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

The number and methods of appointing directors

18.—(1) The directors shall comprise-

(a) not more than 10 persons eligible in accordance with clause 18(2) elected by the members at the annual general meeting ,
(b) no more than 3 persons appointed at a meeting of the directors if they consider it desirable to do so in order to further the objects of the Company
being in all cases a person who is willing to act as a director, and is permitted by law to do so.

(2) In order to be appointed under paragraph (1)(a) a director must be

- (a) a parish councillor, or
- (b) the chairman of a parish meeting, and
- (c) elected for a parish within Surrey.

(3) The persons to be elected in accordance with clause 18 (1) (a) shall be nominated by the existing directors or shall be persons who wish to be directors and who notify the existing directors of such wish not less than 21 days before date of the annual general meeting

(4) In the event of there being more nominations than places all candidates shall make a short presentation to the annual general meeting and 10 candidates shall be elected by secret ballot

Termination of director's appointment

19.—(1) A person appointed a director under Article 18 (1)(b) shall cease to be a director after the expiry of 12 months from the date of appointment but may be reappointed

(2) A director however appointed ceases to be a director as soon as—

- (a) 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;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) 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;

(e) 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;

(f) 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;

(g) having been appointed by reason of being a parish councillor retires from office in his or her parish council (in accordance with section 16(3) of the Local Government Act 1972).

(3) Subject to paragraph (2) and other than a director appointed under Article 18 (1) (b) a person ceases to be a director on the date specified by section 87 of the Local Government Act 1972—

(a) having been appointed by reason of being a parish councillor or chairman of a parish meeting ceases to be qualified for election and holding office as a member of a local authority within the meaning of section 79 of the Local Government Act 1972;

(b) having been appointed by reason of being a parish councillor or chairman of a parish meeting is disqualified for election and holding office as a member of a local authority within the meaning of section 80 of the Local Government Act 1972;

(c) having been appointed by reason of being a parish councillor or chairman of a parish meeting ceases to hold office in his or her local council.

Directors' remuneration

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

(2) Directors are entitled to such remuneration as the directors determine—

(a) for their services to the company as directors, and

(b) for any other service which they undertake for the company.

(3) Subject to the articles, a director's remuneration may—

(a) take any form, and

(b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

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

(5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

Directors' expenses

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

(a) meetings of directors or committees of directors,

- (b) general meetings, or
- (c) separate meetings of the holders of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Eligibility for and applications for membership

- 22.—(1) Subject to paragraph (2) every local council within the county of Surrey is eligible for membership.
- (2) No local council shall become a member of the company unless—
- (a) that local council has completed an application for membership in a form approved by the directors, and
 - (b) the directors have approved the application.

Termination of membership

- 23.—(1) A member may withdraw from membership of the company by giving to the company in writing not less than three months' notice to expire on or before 31 March in any year.
- (2) Membership is not transferable.
- (3) A local council's membership terminates when that local council ceases to exist.
- (4) A local council's membership terminates on 1 July in any year if the local council fails to have paid in full its subscription on or by 30 June (unless the directors upon prior application consider that there are substantial grounds for waiving the requirement).

ORGANISATION OF GENERAL MEETINGS

Summoning of meetings and business to be transacted

- 24.—(1) There shall be an annual general meeting in every year.
- (2) The directors may summon such other general meetings as they may determine.
- (3) A special meeting may be requisitioned by notice signed by not less than 20 members.
- (4) Each member shall be given not less than 21 clear days' notice of a general meeting.
- (5) The notice referred to in paragraph (4) shall specify the time and place of the intended meeting and the business proposed to be transacted at the meeting but

want of service of such notice on any member shall not affect the validity of the meeting.

(6) At the annual general meeting –

- (a) the first item of business shall be the election of the president who shall be elected for a term not exceeding four years but shall be eligible to stand for re-election on expiry of the term
- (b) the second item of business shall be the appointment of any vice presidents from persons proposed by the directors
- (c) other items of business shall include , the appointment of directors , the appointment of the auditors or independent examiners (as the case may be), the appointment of representatives to the council of NALC, the directors' annual report to members and the statement of accounts for the previous financial year.

Attendance and speaking at general meetings

25.—(1) Each member may appoint 2 persons to act as its representatives to attend, to speak and to vote at a general meeting.

(2) In the case of a parish council its representatives must be parish councillors holding office in the council and in the case of a parish meeting its representatives must be either the chairman of the parish meeting and a local government elector of the parish or local government electors of the parish.

(3) A representative is able to exercise the right to speak at a general meeting when that representative 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.

(4) A representative is able to exercise the right to vote at a general meeting when—

- (a) they are able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) their 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.

(5) 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.

(6) In determining attendance at a general meeting, it is immaterial whether any two or more persons attending it are in the same place as each other.

(7) Two or more representatives 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

26.—(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.

(2) A quorum shall be 16 persons entitled to vote.

Chairing general meetings

27.—(1) The president (or in their absence a vice-president) shall chair general meetings if present.

(2) If the president or the vice-president is not present within ten minutes of the time at which a meeting was due to start the representatives present at the meeting must appoint a director or representative to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

Attendance and speaking by directors and non-members

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

(2) The chairman of the meeting may permit other persons who are not representatives to attend and speak at a general meeting.

Adjournment

29.—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

- (a) the meeting consents to an adjournment, or
- (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman of the meeting must—

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

- (a) to the same persons to whom notice of the company’s general meetings is required to be given, and
- (b) containing the same information which such notice is required to contain.

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

29A Participation in meetings by electronic means

- (1) A meeting of directors or of the members may be held by suitable electronic means agreed by the directors in which each participant may communicate with all other participants
- (2) Any director or member participating in a meeting by suitable electronic means at which a participant or participants may communicate the with all other participants shall qualify as being present at that meeting
- (3) Meetings held by electronic means must comply with the rules for meetings including the chairing and the taking of minutes

VOTING AT GENERAL MEETINGS

Voting: general

30. 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

- 31.**—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

- 32.**—(1) A poll on a resolution may be demanded—
- (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by—
- (a) the chairman of the meeting;
 - (b) the directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if—
- (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal.

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

Content of proxy notices

33.—(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

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

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as—

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

34.—(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf.

Amendments to resolutions

35.—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not

less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 4
ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

36.—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

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

No right to inspect accounts and other records

37. 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

38. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company (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.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

39.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company,
- (b) any liability incurred by that director in connection with the activities of the company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that director as an officer of the company.

(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.

Insurance

40.—(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.

(2) In this article—

(a) a “relevant director” means any director or former director of the 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,.