

Company no. 12370476

**The Companies Act 2006
Private Company Limited by Guarantee**

ARTICLES OF ASSOCIATION

of

THE COPPER MARK

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PART 1: PURPOSE AND SCOPE

Mission statement and goals

1. The company is a global, not-for-profit organization set up to demonstrate the copper industry’s responsible production practices and industry contribution to the United National Sustainable Development Goals. The vision of the company is for participants in the copper supply chain with the Copper Mark to be recognized by their employees, neighbors, customers, investors and civil society as having adopted internationally-accepted responsible operating practices and making significant contributions to the UN Sustainable Development Goals.
 - 1.1. The company’s goal is the continuous improvement of environmental, social and governance practices in the copper value chain—
 - a. by improving business practices;
 - b. by engaging with stakeholders;
 - c. by identifying and promoting the use of a best practice framework; and
 - d. by assuring and reporting on the performance of copper producers and fabricators.
 - 1.2. The principal instrument of the company is “THE COPPER MARK” trademark and accompanying assurance process. Use of “THE COPPER MARK” trademark and participation in assurance process is open to all organizations that fulfil The Copper Mark criteria for participation.

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

- 2.1. In the articles, unless the context requires otherwise—
 - “**address**” has the meaning given in section 1148 of the Companies Act 2006;
 - “**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;
 - “**Chairperson**” means that director appointed as chair of the board of directors pursuant to article 15;
 - “**chair of the meeting**” has the meaning given in article 33;
 - “**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;
 - “**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;
 - “**electronic means**” has the meaning given in section 1168 of the Companies Act 2006;
 - “**eligible director**” has the meaning given in article 11;

“Executive Director” shall mean the person appointed in accordance with article 16;
“hard copy form” has the meaning given in section 1168 of the Companies Act 2006;
“instrument” means a document in hard copy form;
“company 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;
“paid” means paid or credited as paid;
“participate”, in relation to a directors’ meeting, has the meaning given in article 13;
“relevant loss” means any loss or liability which has been or may be incurred by a relevant officer in connection with that officer’s duties or powers in relation to the company, any undertaking in the same group as the company or any pension fund or employees’ share scheme of the company or any undertaking in the same group as the company;
“relevant officer” means any person who is or was at any time a director or other officer (except an auditor) of the company or any undertaking in the same group as the company;
“Statutes” means every statute (including any statutory instrument, order, regulation or subordinate legislation made under it) for the time being in force concerning companies or pension schemes and affecting the company;
“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;
“The Copper Mark Criteria” means the principles and standards of practice identified by the company to establish a framework for the social, environmental and ethical principles that copper producers’ and fabricators’ sites are expected to meet and implement;
“Vice-Chairperson” means that director appointed as vice-chairperson of the board of directors pursuant to article 15; 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.

- 2.2. The model articles for private companies limited by guarantee in schedule 2 to The Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) are excluded from applying to this company.
- 2.3. Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.
- 2.4. Except where the contrary is stated or the context otherwise requires, any reference in the articles to a statute or statutory provision includes any order, regulation, instrument or other subordinate legislation made under it for the time being in force, and any reference to a statute, statutory provision, order, regulation, instrument or other subordinate legislation includes any amendment, extension, consolidation, re-enactment or replacement of it for the time being in force.

Liability of company members

3. The liability of each company member is limited to £10, being the amount that each company member undertakes to contribute to the assets of the company in the event of its being wound up while he is a company member or within one year after he ceases to be a company member, for—
 - a. payment of the company's debts and liabilities contracted before he ceases to be a company member,
 - b. payment of the costs, charges and expenses of winding up, and
 - c. adjustment of the rights of the contributories among themselves.

PART 2: DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

4. Subject to the articles, the directors have control over the affairs and property of the company and are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company that are necessary and/or incidental to the promotion of any or all of company's objectives and goals set out in Part 1.

Company members' reserve power

- 5.1. The company members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 5.2. 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—
 - e. to such person or committee;
 - f. by such means (including by power of attorney);
 - g. to such an extent;
 - h. in relation to such matters or territories; and
 - i. on such terms and conditions;

as they think fit. The power to delegate shall be effective in relation to the powers, authorities and discretions of the directors generally and shall not be limited by the fact that in certain of the articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the directors or by a committee authorized by the directors.

- 6.2. If the directors so specify, any such delegation may authorize further delegation of the directors' powers by any person to whom they are delegated.
- 6.3. 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.
- 7.2. A member of a committee need not be a director.
- 7.3. 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. Except as such rules made by the directors otherwise require, the members of a committee shall regulate the proceedings of the committee.

Working Groups

- 8.1. The directors may set up such working groups consisting of such persons as they think fit and shall ensure that the participants of such working groups are bound by the terms of such rules of the company for the time being in force as are applicable to such working groups.
- 8.2. A working group shall not be deemed to be a committee of the directors, nor shall a participant of a working group be, or be deemed to be, a director (unless appointed as such in accordance with these articles) for any of the purposes of these articles or for any of the purposes of the Companies Act 2006.

Advisory Councils

- 9.1. The directors may set up one or more advisory councils. The directors shall appoint individuals to the advisory councils in such a way that ensures a balanced representation of the copper industry and non-industry organizations (including, but not limited to civil society organizations, finance institutions, governmental organizations and academia).

- 9.2. The purpose of the advisory councils shall be to advise the board of directors by providing recommendations on the implementation of the company's vision and mission.
- 9.3. The directors will define the scope of work for the advisory councils.
- 9.4. An advisory council shall not be deemed to be a committee of the directors, nor shall a participant in an advisory council be, or be deemed to be, a director for any of the purposes of these articles or for any of the purposes of the Companies Act 2006.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

- 10.1. 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 11.

Unanimous decisions

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

Calling a directors' meeting

- 12.1. Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorizing the company secretary (if any) to give such notice.
- 12.2. 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.

- 12.3. Notice of a directors' meeting must be given to each director, but need not be in writing provided that if a director is absent (whether habitually or temporarily) from the United Kingdom, the company has an address for sending or receiving documents or information by electronic means to or from that director outside the United Kingdom.
- 12.4. Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than seven 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

- 13.1. 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.
- 13.2. In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 13.3. If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 13.4. The chair of the meeting may permit other persons who are not directors of the company to attend and speak at a director's meeting.

Quorum for directors' meetings

- 14.1. At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 14.2. The quorum for directors' meetings may be fixed from time to time by a decision of the directors and unless otherwise fixed it is three provided that—
 - a. if and so long as there is only one director the quorum shall be one; and
 - b. the meeting has been called and takes place in accordance with the articles, and
 - c. for the purposes of any meeting held pursuant to article 28 to authorize a director's conflict, if there is only one director besides the director concerned and directors with a similar interest, the quorum shall be one.
- 14.3. If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—
 - a. to appoint further directors, or

- b. to call a general meeting so as to enable the company members to appoint further directors.

Chairperson and Vice-Chairperson

- 15.1. The directors shall appoint one of the directors as Chairperson and a second director as Vice-Chairperson. These appointments may be for an annual or other fixed term or for an indefinite period.
- 15.2. A current appointment may be ended by the directors at any time and they may fill any vacancy that arises.
- 15.3. A serving Chairperson or Vice-Chairperson may resign from such office, whether or not he/she is also resigning as a director but if the serving Chairperson or Vice-Chairperson ceases to be a director he/she shall automatically cease to hold the office of Chairperson or Vice-Chairperson (as the case may be).
- 15.4. The Chairperson or failing him/her the Vice-Chairperson shall chair directors' meetings and, in the event, that neither are 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.

Company Staff and Executive Director

- 16.1. The directors may employ staff to fulfil such activities as are decided from time to time by the directors.
- 16.2. The directors may appoint an Executive Director for such term, at such remuneration and upon such conditions as the directors think fit. The Executive Director shall be responsible for implementing the strategy and policies of the company as decided by the directors. He/she shall also lead the activities of the staff and undertake such other duties and responsibilities as the directors may decide from time to time.
- 16.3. A current appointment may be ended by the directors in accordance with the conditions defined article 16.2. and they may fill any vacancy that arises.

Casting vote

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

Conflicts of interest

- 18.1. 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.
- 18.2. 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.
- 18.3. 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.
- 18.4. 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.
- 18.5. For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 18.6. 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 chairperson whose ruling in relation to any director other than the chairperson is to be final and conclusive.
- 18.7. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairperson, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairperson 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

19. 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

20. 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

Number of directors

- 21.1. The minimum number of directors shall be five.
- 21.2. The maximum number of directors shall be nine.

Methods of appointing directors

- 22.1. 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—
 - a. by ordinary resolution, or
 - b. by a decision of the directors.
- 22.2. In any case where, as a result of death, the company has no company members and no directors, the personal representatives of the last company member to have died have the right, by notice in writing, to appoint a person to be a director.

Termination of director's appointment

23. A person 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;
24. The office of director shall be vacated:
 - a. if the director resigns by giving 7 days' notice to the company in writing.
 - b. by a decision of the directors.

Alternate directors

25. Directors may not appoint alternate directors to exercise their functions in managing the business of the company.

Directors' services

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

Directors' remuneration

- 27.1. 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.
- 27.2. 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.
- 27.3. Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- 27.4. 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

28. 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: COMPANY MEMBERS

BECOMING AND CEASING TO BE A COMPANY MEMBER

Number of company members

- 29.1. The minimum number of company members shall be five.
- 29.2. The maximum number of company members shall be nine.

Applications for company membership

- 30. No person shall become a company member of the company unless—
 - a. that person has completed an application for company membership in a form approved by the directors and has consented in writing to becoming a director, and
 - b. the directors have approved the application.

Termination of company membership

- 31.1. Company membership is not transferable.
- 31.2. A company member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- 31.3. A person's membership may be terminated by a decision of the company members.
- 31.4. A person's membership terminates when that person dies or ceases to exist.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

- 32.1. A company member is able to exercise the right to speak at a general meeting when that company member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that company member has on the business of the meeting.
- 32.2. A company member is able to exercise the right to vote at a general meeting when—
 - a. that company member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

- b. that company 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 persons attending the meeting.
- 33.3. The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 33.4. In determining attendance at a general meeting, it is immaterial whether any two or more company members attending it are in the same place as each other.
- 33.5. Two or more company members 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

- 34.1. The quorum for general meetings shall be three.
- 34.2. Subject to article 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

- 35.1. The Chairperson (if a company member) or failing him the Vice-Chairperson shall chair general meetings if present and willing to do so.
- 35.2. If the directors have not appointed a chairperson, or if the chairperson is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
 - a. the directors present, or
 - b. (if no directors are present), the meeting,
 must appoint a director or company member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- 35.3. 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-company members

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

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

Adjournment

- 37.1. If the persons attending a general meeting within twenty minutes 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.
- 37.2. The chair 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 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.
- 37.3. The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 37.4. When adjourning a general meeting, the chair 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.
- 37.5. 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.
- 37.6. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: General

- 38.1. The general rule about decision-making by company members is that any decision of the company members must be either a majority decision at a meeting or a decision taken in accordance with article 11.
- 38.2. The chair of the general meeting shall be at liberty to introduce any fair and reasonable voting procedure taking account of the way in which the meeting is held and the

business being considered e.g. a show of hands may be appropriate for a physical meeting unless a poll is duly demanded whereas unequivocal verbal confirmations may be appropriate for a meeting held by phone.

Errors and disputes

- 39.1. 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.
- 39.2. Any such objection must be referred to the chair of the meeting whose decision is final.

Poll votes

- 40.1. 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 vote is made on that resolution or immediately after the vote on that resolution is declared.
- 40.2. A poll may be demanded by—
 - a. the chair of the meeting;
 - b. the directors.
- 40.3. A demand for a poll may be withdrawn if—
 - a. the poll has not yet been taken, and
 - b. the chair of the meeting consents to the withdrawal.
- 40.4. Polls must be taken immediately and in such manner as the chair of the meeting directs.

Proxies

- 41. Company members may not appoint a person as a proxy to attend the general meeting to vote on any resolutions put to the meeting.

Amendments to resolutions

- 42.1. 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 chair of the meeting may determine), and

- b. the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 42.2. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
- a. the chair 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.
- 42.3. If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson’s error does not invalidate the vote on that resolution.

PART 4: ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 43.1. 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 authorized or required by any provision of that Act to be sent or supplied by or to the company.
- 43.2. Except insofar as the Companies Acts require otherwise, the company shall not be obliged to accept any notice, document or other information sent or supplied to the company in electronic form unless it satisfies such stipulations, conditions or restrictions (including, without limitation, for the purpose of authentication) as the directors think fit, and the company shall be entitled to require any such notice, document or information to be sent or supplied in hard copy form instead.
- 43.3. In the case of a company member that is a corporation, for all purposes, including the execution of any appointment of proxy, resolution in writing, notice or other document (including anything sent or supplied in electronic form) executed or approved pursuant to any provision of the articles, execution by any director or the secretary of that corporation or any other person who appears to any officer of the company (acting reasonably and in good faith) to have been duly authorized to execute shall be deemed to be and shall be accepted as execution by that corporation.
- 43.4. A company member whose registered address is not within the United Kingdom and who notifies the company of an address within the United Kingdom at which notices, documents or other information may be served on or delivered to him shall be entitled to have such things served on or delivered to him at that address (in the manner referred to above), but otherwise no such company member shall be entitled to receive any notice, document or other information from the company. If the address is that company member’s address for sending or receiving documents or information by electronic means the directors may at any time without prior notice (and whether or not the company has previously sent or supplied any documents or information in electronic

form to that address) refuse to send or supply any documents or information to that address.

- 43.5. 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.
- 43.6. 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

44. Except as provided by law or authorized 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 company member.

Provision for employees on cessation of business

45. 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.

Secretary

46. Subject to the Companies Act 2006, the directors may appoint a company secretary (or two or more persons as joint secretary) for such term, at such remuneration and upon such conditions as the directors may think fit; and any company secretary (or joint secretary) so appointed may be removed by the directors. The directors may also from time to time appoint on such terms as they think fit, and remove, one or more assistant or deputy secretaries.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

- 47.1. Subject to paragraphs (3) and (4) and without prejudice to any indemnity to which a relevant officer is otherwise entitled, a relevant officer of the company may be

- indemnified out of the company's assets to whatever extent the directors may determine against—
- a. any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the company or any undertaking in the same group as the company;
 - b. any liability incurred by that officer in connection with the activities of the company or any undertaking in the same group as 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 officer as an officer of the company or any undertaking in the same group as the company.
- 47.2. The company may, to whatever extent the directors may determine, provide funds to meet expenditure incurred or to be incurred by a relevant officer in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the company or any undertaking in the same group as the company, or any investigation, or action proposed to be taken, by a regulatory authority in that connection, or for the purposes of an application for relief, or in order to enable the relevant officer to avoid incurring such expenditure.
- 47.3. This article does not authorize any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 47.4. A relevant officer is not to be indemnified out of the company's assets in the case of liability which has arisen due to the fraud, willful misconduct or gross negligence of the relevant officer concerned.

Insurance

48. 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.