

The Companies Act 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF



THE AUTHORITY FOR TELEVISION **ON DEMAND**

Adopted by written resolution on 22 June 2011.

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

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;

“Board” means the board of Directors of the Company, as from time to time constituted;

“Chairman” has the meaning given in article 24;

“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;

“Deputy Chairman” has the meaning given in article 25;

“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;

“Independent Director” means a director with no relevant consultancy contracts, directorships or other employment, or significant financial interests, in a company regulated by the Company;

“Independent Member” means a Member with no relevant consultancy contracts, directorships or other employment, or significant financial interests, in a company regulated by the Company;

“Industry Forum” means a forum established as a means of engaging with industry members representing providers of services regulated by the Company;

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

“Non-Independent Director” means a director with a relevant consultancy contract, directorship or other employment in a company regulated by the Company;

“Non-Independent Member” means a Member with a relevant consultancy contract, directorship or other employment in a company regulated by the Company;

“Ofcom” means the Office of Communications established pursuant to section 1 of the Office of Communications Act 2002 or such other successor body as may be appointed from time to time to exercise all or any of the powers of such body under the Broadcasting Acts and/or Communications Act;

“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 33;

“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.

2. Liability of members

- (1) The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for—
 - (a) payment of the company’s debts and liabilities contracted before he 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.

PART 2

DIRECTORS

DIRECTORS’ POWERS AND RESPONSIBILITIES

3. Directors’ general authority

- (1) Subject to the provisions of the Companies Acts and these 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.

4. Directors may delegate

- (1) Subject to the articles, the Directors may unanimously decide to 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.

5. Committees

- (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.

INDUSTRY FORUM

6. Formation of Industry Forum

- (1) The Board shall establish an Industry Forum.
- (2) The Board shall consult the Industry Forum on proposed material changes to any mechanism by which the Company levies funds from providers of notified services and on any proposed material changes to the guidance on the scope or rules under which the Company operates.
- (3) The Board shall provide the Industry Forum with an annual account of the Company's activities and performance.

DECISION-MAKING BY DIRECTORS

7. Directors to take decisions collectively

- (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 8.

8. Unanimous decisions

- (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.

9. Calling a Directors' meeting

- (1) Any two Directors 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.
- (2) Save where urgent business arises which must be dealt with on shorter notice because it is reasonably likely to have a material adverse effect on the Company or is required to ensure compliance with any legal or regulatory requirement where such period of notice is not practicable, a minimum of 14 days notice of meetings shall be given to all Directors.
- (3) 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.
- (4) Notice of a Directors' meeting must be given to each Director, but need not be in writing.
- (5) 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.

10. Participation in Directors' meetings

- (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.

- (4) Consent from the Chairman or Deputy Chairman must be given (and not be unreasonably withheld) in order for a Director to participate in a Directors' meeting at a place different to where the meeting is taking place.

11. Quorum for Directors' meetings

- (1) No business other than the appointment of the chairman of the meeting or proposal to call another meeting is to be transacted at a Directors' meeting if the persons attending it do not constitute a quorum.
- (2) 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 two, and unless otherwise fixed it is two. The quorum must always include a majority of Independent Directors.

12. Casting vote

- (1) If the numbers of votes for and against a proposal are equal, the Chairman or other Independent Director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the Chairman or other Independent Director chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes. If this happens another Independent Director can be nominated to have a casting vote.

13. Conflicts of interest

- (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.

14. Records of decisions to be kept

- (1) The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

15. Directors' discretion to make further rules

- (1) Subject to the articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

APPOINTMENT OF DIRECTORS

16. Method of appointing Directors

- (1) Subject to articles 16(2), any person who is appointed a Member and is willing to act as a Director, and is permitted by law to do so, shall be appointed to be a Director.
- (2) The number of Independent Directors in office shall at all times be greater than the number of Non-Independent Directors. If, for any reason this is not the case, then the Board shall seek to recruit an appropriate number of additional Independent Directors as soon as reasonably possible, following the procedures laid down in these articles. Until such Independent Director(s) is/are recruited, the Board shall not be prohibited from taking decisions in

accordance with these articles, provided that appropriate procedures are followed to ensure that a majority of Independent Directors approve the relevant decision.

- (3) No person who is not a Member of the Company shall be eligible to hold office as a Director.

17. Termination of Director's appointment

- (1) 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) that person ceases to be a Member of the Company; or
 - (c) that person is absent from three consecutive meetings of the Directors without the consent of the Chairman.
- (2) The Directors shall not be liable to retire by rotation.

DIRECTORS REMUNERATION AND EXPENSES

18. Directors' remuneration

- (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.

19. Directors' expenses

- (1) The Company may pay any reasonable and necessary 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

20. Number of Members

- (1) The Board may at any time invite any person to become and appoint any such person as a Member. There shall be no minimum or maximum number of Members but the number of Independent Members shall always be greater than the number of Non-Independent Members.
- (2) If, for any reason this is not the case, then the Board shall seek to recruit an appropriate number of additional Independent Members as soon as reasonably possible, following the procedures laid down in these articles. Until such Independent Member(s) is/are recruited, the Board shall not be prohibited from taking decisions in accordance with these articles, provided that appropriate procedures are followed to ensure that a majority of Independent Members approve the relevant decision.
- (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 to be a Member.
- (4) For the purposes of paragraph (3), where 2 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.

21. Recruitment policy

- (1) The Board shall ensure that at all times there is a written policy of the Company setting out its procedures for recruitment of the Chairman, Deputy Chairman and Members. Recruitment of the Chairman and Members shall be publically advertised.

22. Applications for membership

- (1) No person shall become a Member of the Company unless:-
 - (a) that person has been recommended to the Board in accordance with article 21; and
 - (b) a majority of the Directors has approved the application.

23. Termination of membership

- (1) A Member shall be appointed for a minimum term as decided by the Board. This term shall be renewable at the discretion of the Board for a combined maximum of seven years.
- (2) A Member may withdraw from membership of the Company by giving six month's notice to the Company in writing (provided always that at least one Member of the Company remains on the register of members thereafter).
- (3) Membership is not transferable.
- (4) A person ceases to be a Member as soon as:
 - (a) that person ceases to be a Director of the Company;
 - (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 Member 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 Member that the Member is terminating his membership, and such resignation has taken effect in accordance with the applicable terms;
 - (g) that person is removed as a Member by a resolution passed at a general meeting;
 - (h) the term for which it was agreed that the Member would be in office has expired; and
 - (i) that person dies or ceases to exist.
- (5) If by reason of insolvency or other circumstance provided for above, there shall (or shall thereafter) be no Members of the Company, or too few to form a quorum, the Directors may appoint such person as necessary, as may be willing to become Members of the Company.

APPOINTMENT OF CHAIRMAN AND DEPUTY CHAIRMAN

24. Appointment of Chairman

- (1) No person can be appointed a Chairman unless that person has been recommended to the Board in accordance with article 21.
- (2) The Board shall consult with Ofcom as to the appointment of the Chairman, and following such consultation, shall appoint a person to be a Member and the Chairman.

- (3) If the Directors have appointed a Chairman, the Chairman shall chair Directors meetings if present and willing to do so.
- (4) If the Directors have not appointed a Chairman, or if the Chairman is unwilling to chair the Directors meeting or is not present within fifteen minutes of the time at which a meeting was due to start the directors present must appoint a director (being an Independent Director) to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- (5) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.
- (6) Subject to article 17, the Chairman shall be appointed for an initial term as decided by the Board. This term shall be extended at the discretion of the Board for a combined maximum of seven years.

25. Appointment of Deputy Chairman

- (1) The Chairman shall appoint an Independent Director to be the Deputy Chairman in accordance with the procedures and criteria specified by the Board in accordance with article 21.
- (2) Subject to article 17, the term of office of the Deputy Chairman shall be concurrent with the term of a Member.

ORGANISATION OF GENERAL MEETINGS

26. Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when:-
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) 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.
- (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.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other, subject to consent from the Chairman.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to

have) rights to speak and vote at that meeting, they are (or would be) able to exercise them, subject to consent from the Chairman.

27. Quorum for general meetings

- (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) Save as herein otherwise provided two Members or one-third of the total number of Members for the time being, whichever is greater, shall be a quorum, or such other number as agreed from time to time by a majority of the Directors. The quorum must always include a majority of Independent Members.

28. Chairing general meetings

- (1) If the Directors have appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so.
- (2) If the Directors have not appointed a Chairman, or if the Chairman is unwilling to chair the meeting or is not present within fifteen minutes of the time at which a meeting was due to start, the Directors present, must appoint an Independent Director 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”.

29. Attendance and speaking by non-members

- (1) The chairman of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting.

30. Adjournment

- (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.

VOTING AT GENERAL MEETINGS

31. Voting: general

- (1) A resolution put to the vote of a general meeting must be decided on a show of hands.

32. Errors and disputes

- (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.

33. Content of proxy notices

- (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.

34. Delivery of proxy notices

- (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 appointer's behalf.

35. Amendments to resolutions

- (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

36. Means of communication to be used

- (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.

37. Company seals

- (1) Any common seal may only be used by the authority of the Directors.
- (2) The Directors may decide by what means and in what form any common seal is to be used.
- (3) 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.
- (4) For the purposes of this article, an authorised person is:-
 - (a) any Director of the Company;
 - (b) the company secretary (if any); or
 - (c) any person authorised by the Directors for the purpose of signing documents to which the common seal is applied.

38. Provision for employees on cessation of business

- (1) The Directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

39. Indemnity

- (1) Subject to paragraph (2), a relevant Director of the Company or an associated company shall 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 or an associated company,
 - (b) 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),
 - (c) any other liability incurred by that Director as an officer of the company or an associated 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.
- (3) In this article:-
 - (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.

40. Insurance

- (1) The Directors shall 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 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.