

COMPANIES ACT 1985 and 1989

COMPANY LIMITED BY GUARANTEE

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

WINCHESTER CITY CENTRE PARTNERSHIP LIMITED

DATE OF INCORPORATION: 23rd December 1997

COMPANY NO.: 3485365

THE COMPANIES ACT 1985 and 1989.
COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION
OF
WINCHESTER CITY CENTRE PARTNERSHIP LIMITED

1. * The name of the company (hereinafter called "the Company") is "WINCHESTER CITY CENTRE PARTNERSHIP LIMITED".
2. The registered office of the Company will be situated in England.
3. A) The objects for which the Company is established are to manage the City Centre of Winchester, including:-
 - i) to promote Winchester as a thriving regional and national business and commercial centre;
 - ii) to encourage, promote, operate, manage and own such facilities and services for the benefit of the users of Winchester City centre including commercial, industrial, customers and visitors to the City;
 - iii) to do all things required to introduce, implement and operate a Business Improvement District as detailed in the Local Government Act 2003 and the Business Improvement Districts (England) Regulations 2004 (SI2004/2443) for such area of Winchester City as is deemed appropriate;
 - iv) to introduce and organise forums, conferences, discussion groups amongst firms, businesses operating in Winchester City Centre and such other bodies, organisations or other and to promote co-operation between the various sectors operating within, and using Winchester City Centre;
 - v) to collect and circulate statistics and information of all kinds;
 - vi) to publish, print, cause to be published and printed such guides, brochures, books, leaflets, handbills, advertising and advertising literature as may be beneficial or advantageous to any or all of the objects of the Company;
 - vii) to provide, encourage and promote such facilities and services as may be beneficial to the objects of the company, including, but not exclusively, provision of Christmas lights, public benches, public art, lighting generally, street cleaning, the planting of flowers, bushes and trees, and car parking facilities and to organise and operate any such transport policy as may be considered expedient;
 - viii) to undertake, sponsor or subsidise any cultural, educational, sporting or promotional event, performance or exhibition;
 - ix) to grant donations for public purposes beneficial to the Winchester City Centre;
 - x) to undertake any other activity or service which may be considered from time to time beneficial or conducive to all or any of the objects of the Company.

* The name of the Company was, on 11 March 2002, changed from "Winchester City Centre Management Limited"

IN FURTHERANCE of the objects specified in Clause 3(A) hereof the Company shall have power :-

- B) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct, maintain and alter buildings or erections.
- C) To sell, set, mortgage, dispose or turn to account all or any of the property and assets of the Company.
- D) To undertake and execute any charitable trust which may be lawfully undertaken by the Company.
- E) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may from time to time being imposed or required by law and subject also as hereinafter provided
- F) To borrow or raise money in such manner and to such extent as the Company shall think fit.
- G) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by allotment to him or them of securities of the Company credited as paid up in full or in part or otherwise.
- H) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation, registration or raising money for the Company.
- I) To enter into any arrangement or contract with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- J) To do all such other things as are incidental or conducive to the attainment of the above objects.
- K) To engage such specialists, tradesmen, advisers and consultants in pursuance of the Company's objects;

It is hereby expressly declared that each of the preceding sub-clauses shall be construed independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

The income of the Company, from wherever derived, shall be applied solely in promoting the above objects, and no distribution shall be made to its members in cash or other or otherwise.

- 4. The liability of the members is limited.
- 5. Every Member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up while he is a Member or within one year after he shall cease to be a Member for payment of the debts and liabilities of the Company contracted before he ceased to be a Member and the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required not exceeding one pound.
- 6. If on winding up of the Company there remains any surplus after the satisfaction of its debts and liabilities, the surplus shall not be distributed amongst the members of the Company, but shall be given or transferred to some other body (whether or not it is a member of the Company) have objects similar to those of the Company, or to another body the objects of which are charitable and to be applied for its purposes within the Winchester City Council administrative area.
- 7. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously agreed in writing by Winchester City Council and the Hampshire Chamber of Commerce.

**THE COMPANIES ACT 1985 AND 1989
COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION
OF
WINCHESTER CITY CENTRE PARTNERSHIP LIMITED**

INTERPRETATION

1. In these Articles:
 - 1.1 reference to any Act of Parliament includes any statutory modification or re-enactment of it for the time being in force;
 - 1.2 "clear days" in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
 - 1.3 the "Council" means the Winchester City Council or its successor body;
 - 1.4 the "Chamber" means the Hampshire Chamber of Commerce or its successor body;
 - 1.5 the "Business Improvement District" means those areas of Winchester City Centre as defined from time to time by the directors and subject to the BID levy;
 - 1.6 The 'Companies Act' means the Companies Act 1985 and 'the 2006 Act' means the Companies Act 2006, but so that any reference in these Articles to any provision of the Act or the 2006 Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force, and unless the context requires otherwise, all words or expressions bear the same meaning as in the Companies Act;
 - 1.7 "Levy Payers" means those non-domestic rate payers within the Winchester Business Improvement District who are required to pay a BID levy in accordance with Sections 45 and 46 of the Local Government Act 2003 and the Business Improvement Districts (England) Regulations 2004 (SI 2004/2443)
 - 1.8 "Local Authority Person" means a person who is associated with a local authority for the purposes of Section 69 Local Government and Housing Act 1989 which includes a member of a local authority or an officer of a local authority or a person who has been a member of a local authority within the proceeding four years or a person who is both an employee of a company under the control of the local authority or a director or officer of that company;
 - 1.9 "Local Authority" means a body of one of the descriptions listed in Section 67(3) Local Government and Housing Act 1989 and includes a group of local authorities as referred to in Section 73(2) of that Act;
 - 1.10 "Regulated Company" means a company deemed to be a regulated company for the purposes of the Local Government and Housing Act 1989 and Local Authorities (Companies) Order 1995 and any subsequent amendments thereto;
 - 1.11 "communication" and "electronic communication" have the same meaning as in the Electronic Communications Act 2000;

- 1.12 reference to a person includes a corporation, and reference to a corporation includes any firm, public or other authority, board association society or group and "corporate" shall be construed accordingly.

MEMBERS

2. Such individuals being either:-
- 2.1 nominees of incorporated or unincorporated bodies, societies, organisations, companies;
- 2.2 other natural or legal persons
who are admitted to membership in accordance with Articles 3 and 4 shall be members of the Company.
3. No such nominee of an incorporated or unincorporated body, society, organisation or company or other person shall be admitted to membership of the Company unless an application for membership has first been delivered to the Company Secretary and approved by the directors. All Levy Payers are entitled to submit an application for membership and the directors will approve such an application.
4. An application for membership of the Company must:
- 4.1 be in writing;
- 4.2 be signed by the applicant;
- 4.3 include a declaration that the applicant is or is not a Local Authority Person and that the applicant will advise the Company of any change in such status
- 4.4 include an undertaking that the applicant will not do anything or omit to do anything which the applicant knows or could reasonably anticipate would cause the Company to become a Regulated Company as defined in the Local Authorities (Companies) Order 1995.
5. All members agree to be bound by the obligations on them as set out in the Memorandum and Articles of Association of the Company. When acting as members they shall act at all times in the best interest of the Company.
6. Membership shall not be transferable and shall cease on death or on the liquidation or dissolution of a corporate member.
7. Membership shall fall into three distinct classes, as follows:
- 7.1 Class A members shall consist of nominees of the Hampshire Chamber of Commerce (one nominee) and the Winchester City Council (one nominee) only.
- 7.2 Class B members shall consist of the Levy Payers.
- 7.3 Class C members shall consist of those individuals or nominees of companies or organisations who not fall within either Class A or Class B and who shall pay a minimum annual subscription to be fixed by the directors and subject to any increase in this amount that the directors may from time to time resolve.

WITHDRAWAL OF MEMBERSHIP

8. Any member may resign from the Company by giving three (3) months' notice in writing duly signed to the secretary and thereupon such member shall be deemed to have ceased to be a member from the date of the expiration of such notice.

CESSATION OF MEMBERSHIP

9. A member shall automatically cease to be a member of the Company if:
- 9.1 any annual or other subscription or entrance fee or BID levy has not been paid six months after it has become due;

- 9.2 the directors resolve after giving the member concerned a proper opportunity to be heard, that it is not in the interests of the Company that membership should continue.
 - 9.3 they are no longer required to pay the BID levy either due to the fact that they are no longer within the Business Improvement District or the BID levy and/or Business Improvement District ceases to be operational.
10. No refund shall be made of any annual or other subscription or entrance fee or BID levy on the termination of membership for any reason.

LOCAL AUTHORITY PERSONS

11. No Local Authority Person may be admitted to membership of the Company without the consent of each local authority member if, by virtue of such admission, 20% or more of the total voting rights of all the members having the right to vote at a general meeting of the Company will be held by members who are Local Authority Persons and cause the Company to be deemed to be a Regulated Company.
12. If for any reason the Local Authority Persons together have 20% or more of the total voting rights of all members having the right to vote at a general meeting, the number of votes that may be cast in aggregate by those Local Authority Persons shall be reduced (pro rata among them) and/or the number of votes that may be cast in aggregate by all other members shall be increased (pro rata among them) (as is most appropriate in the circumstances) so that the aggregate number of votes which may be cast by those Local Authority Persons shall represent 20% of the total number of votes which may be cast by all the members at the meeting.
13. No Local Authority Person may be appointed as proxy or representative or otherwise vote on behalf of any other non-local authority member.
14. No resolution for the variation of this Clause or Clause 46 shall be proposed at any general meeting unless there shall first have been obtained the written consent of all of the Local Authority Persons who are members of the Company.

GENERAL MEETINGS

15. The Company shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between one annual general meeting of the Company and the next. The annual general meeting shall be held at such times and places as the directors shall appoint.
16. All general meetings other than annual general meetings shall be called extraordinary general meetings.
17. The directors may call general meetings. On the requisition of members under the Companies Act, the directors shall forthwith convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

NOTICE OF GENERAL MEETINGS

18. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a director shall be called by at least twenty-one clear days notice. All other general meetings shall be called by at least fourteen clear days' notice.
19. A general meeting may be called by shorter notice if it is so agreed:
 - 19.1 in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - 19.2 in the case of any other meeting by a majority of not less than 95% of the total votes of members entitled to attend and vote at the meeting.
20. The notice for any general meeting shall be given to all the members and to the directors and auditors.

21. The notice of any general meeting shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
22. The accidental omission to give notice of a meeting to any person entitled to receive notice, or the non-receipt of notice of a meeting by any such person, shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

23. No business shall be transacted at any meeting unless a quorum is present. Six persons entitled to vote upon the business to be transacted, each being a member or proxy for a member or a duly authorised representative of a corporation shall be a quorum.
24. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.
25. The chairman of the directors (if any) or in his or her absence some other director nominated by the directors shall preside as chairman of the meeting. If neither the chairman nor any such other director is present and willing to act within fifteen minutes after the time appointed for holding the meeting, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
26. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
27. The chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place.
28. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
29. A resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is duly demanded before or on the declaration of the result of the show of hands. Subject to the provisions of the Companies Act, a poll may be demanded:
 - 29.1 by the chairman; or
 - 29.2 by at least two members having the right to vote at the meeting; or
 - 29.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
30. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
31. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
32. A poll shall be taken as the chairman directs and the chairman may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The results of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
33. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall

have a second or casting vote.

34. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the polls is demanded.
35. The demand for a poll shall not prevent the continuation of a meeting or any other business. If a poll is demanded before the declaration of the result on a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
36. No notice needs to be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

37. Subject to Clause 12, every member shall have one vote.
38. On a show of hands every member who is present in person or by a duly authorised representative shall have one vote.
39. On a poll every member present or represented and in addition every member present by proxy shall have one vote.
40. An instrument appointing a proxy shall be in writing in any form which is usual or in such other form which the directors may approve, and shall be executed by or on behalf of the appointor.
41. No member shall be entitled to vote at any general meeting unless all money then payable by that member to the Company has been paid.
42. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
43. A vote given or poll demanded by the duly authorised representative of a corporate member shall be valid notwithstanding the previous termination of the authority of that representative unless notice of the termination was received at the Registered Office of the Company at least 2 clear days before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

DIRECTORS

44. Save for any director appointed in accordance with Articles 61, the directors of the Company must be members of the Company or the duly appointed representatives of members of the Company
45. The number of directors shall be subject to a maximum of 16 and will be appointed as follows:
 - 45.1 The Chamber shall have the right to appoint 1 director.
 - 45.2 The Winchester City Council shall have the right to appoint one director subject to Clause 46
 - 45.3 Class B members shall have the right to nominate a maximum of 8 directors who must be a representative of a Class B member. If this right causes the total number of Class B directors to exceed 8, the appointment of Class B directors will be by election.
 - 45.4 Class C members shall have the right to nominate a maximum of 3 directors who must be a representative of a Class C member. If this right causes the total number of Class C directors to exceed 3, the appointment of Class C directors shall be by election.
 - 45.5 Hampshire County Council and the University of Winchester or their successors or any such other body as the directors from time to time substitute for one of the before

mentioned shall have the right to appoint one director each (the "Co-opted Directors").

- 45.6 The individual holding the post of the Executive Director from time to time shall for as long as he holds that appointment and is not a Local Authority Person be a director ex officio.
- 45.7 The Chamber, the Council, and the Co-opted Directors shall each notify the Secretary in writing of the names of any directors appointed pursuant to Clause 45.1, 45.2 and 45.5 not less than twenty-eight days before the annual general meeting from which the appointment takes effect
- 45.7 Elections of directors under Clause 45.3 and 45.4 if necessary shall be held at the annual general meeting in accordance with these Articles and such other rules as may be prescribed from time to time by the directors and elections shall be determined by the respective class of shareholders by a show of hands or by secret ballot if requested by any such member.
46. No Local Authority Person shall be appointed as a director of the Company without the consent of each local authority member if by virtue of such appointment the local authority directors will together constitute 20% or more of the total number of directors of the Company and cause the Company to be deemed to be a Regulated Company.
47. If for any reason the local authority directors together constitute 20% or more of the total number of directors, the number of votes that may be cast in aggregate by those local authority directors shall be reduced (pro rata among them) and/or the number of votes that may be cast in aggregate by all other directors shall be increased (pro rata among them) (as is most appropriate in the circumstances) so that the aggregate number of votes which may be cast by the local authority directors shall represent 19.9% of the total number of votes which may be cast by all the directors of the Company.
48. No local authority director may be appointed as alternate director or otherwise vote on behalf of any other non-local authority director.
49. No person may be appointed or remain a member or director of the Company or be authorised to act as a local authority's representative at a general meeting of the Company or at meetings of the Company which include a general meeting if such person is disqualified from membership of a local authority (otherwise than by being employed by a local authority or by a company which is under the control of a local authority).

POWERS OF DIRECTORS

50. The business of the Company shall be managed by the directors who may exercise all the powers of the Company subject to the provisions of the Companies Act, the Memorandum of Association of the Company and these Articles and to any directions given by special resolution.
51. No alteration of the Memorandum of Association of the Company or these Articles nor any direction given by special resolution shall invalidate any prior act of the directors which would have been valid if that alteration or direction had not been made or given.
52. The powers of the directors shall not be limited by any special power given to the directors and a meeting of the directors at which a quorum is present may exercise all the powers exercisable by the directors.
53. In addition to all powers expressly conferred upon them and without detracting from the generality of their powers under these Articles the directors shall have the following powers, namely:
- 53.1 to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects of the Company and to invest all or any of those funds in the name of the Company as they see fit and to direct the sale or transfer of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Company;

53.2 to enter into contracts on behalf of the Company.

APPOINTMENT AND RETIREMENT OF DIRECTORS

54. In every notice for an Annual General Meeting, the Board shall set out its requirements, skills, qualities and experience which it needs from its directors. The notice shall state the extent to which and how those requirements are met by those directors continuing in office and those retiring and intending to re-offer themselves for election. In exercising their powers to nominate, appoint, reappoint, elect, re-elect, approve and dismiss Board members, both the members and the directors shall seek to ensure that the Board is representative of the local community and users of the services offered by the Company and also comprises persons with a broad range of skills and who are likely to contribute to the success of the Company.
- 55.
- 55.1 Council or Chamber or Co-opted nominated directors shall be appointed for a period of three years or other such period of office to be agreed with the directors and shall not be subject to retirement by rotation. Council or Chamber nominated directors shall cease to be directors immediately if:
- 55.1.1 the director ceases to be an employee or member of the Council or Chamber or
- 55.1.2 the member that the director represents ceases to be a member.
- 55.2 Subject to the provisions of Clause 56, a person's appointment as any other director shall be for a period of three years and shall cease immediately if:
- 55.2.1 the director ceases to be an employee of the member he represents or
- 55.2.2 the member that the director represents ceases to be a member
56. At every annual general meeting one-third of all other directors, or if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but if there is only one director who is subject to retirement by rotation he or she shall retire. The directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. As between persons who became or were last reappointed directors on the same day as those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
57. If the Company at a meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall if willing to act be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
58. No person (other than a director retiring by rotation) shall be appointed or reappointed as a director at any general meeting unless:
- 58.1 that person is recommended by the members for appointment or reappointment as a director at the meeting; and
- 58.2 not less than twenty-eight clear days before the date appointed for the meeting a member qualified to vote has given notice to the Company of the intention to propose that person for appointment or reappointment together with a signed notice executed by that person of his or her willingness to be appointed or reappointed
59. Not less than twenty-one clear days before the date appointed for holding a general meeting notice shall be given to everyone entitled to receive notice of the meeting of:
- 59.1 any person (other than a director retiring by rotation at the meeting) who is recommended by a member for appointment or reappointment as a director at the meeting; and
- 59.2 any person in respect of whom notice of intention has been proposed has been duly given under Clause 58.1

60. Any notice under Clause 58 or 59 relating to the appointment (but not the reappointment) of a director must state the particulars which would be required to be included in the Company's register of directors if the person concerned were appointed or reappointed as a director.
61. The Company (by ordinary resolution) or the directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director provided that the appointment does not cause the Company to be deemed to be a Regulated Company. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting.
62. Any director who retires at an annual general meeting may, if willing to act, be reappointed. If not reappointed at such annual general meeting, the director shall vacate office at the conclusion of the meeting.

ALTERNATE DIRECTORS

63. Any director (other than an Alternate Director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an Alternate Director and may remove from office an Alternate Director so appointed by him.
 - 63.1 in the case of the Council members of the Board, an Alternate Director may be a Council member or Council officer or such other person appointed by the Council pursuant this Clause and;
 - 63.2 in the case of Chamber members of the Board, an Alternate Director may be a Chamber member or Chamber officer or such other person appointed by the Chamber pursuant to this Clause.
64. An Alternate Director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of this appointor as a Director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an Alternate Director. It shall not be necessary to give notice of such a meeting to an Alternate Director who is absent from the United Kingdom.
65. An Alternate Director shall cease to be an Alternate Director if his appointor ceases to be a Director. If a Director retires but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an Alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
66. Any appointment or removal of an Alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the directors.
67. An Alternate Director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

68. No person shall act as a director who:
 - 68.1 is under the age of 18;
 - 68.2 is incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - 68.3 is prohibited by law from being a director
 - 68.4 is bankrupt or makes any arrangement or composition with his or her creditors,
69. A director shall cease to hold office who:

- 69.1 becomes disqualified under Clause 68;
- 69.2 resigns office by notice to the Company (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
- 69.3 is subject to a resolution to this effect after being absent without the permission of the directors from all their meetings held within a period of six months.

DIRECTORS' EXPENSES

- 70. The directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

DIRECTORS' APPOINTMENTS

- 71. Subject to the provisions of the Companies Act, the directors may appoint one or more of their number to any unremunerated executive office of the Company upon such terms as they may decide. Any appointment of a director to an executive office shall terminate if that person ceases to be a director.
- 72. No director, apart from Council or Chamber or Co-opted nominated directors, shall take or hold any interest in the property belonging to the Company or receive remuneration or be interested otherwise than as a director in any other contract to which the Company is a party.

PROCEEDINGS OF DIRECTORS

- 73. Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors.
- 74. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.
- 75. The quorum for the transaction of the business of the directors shall be four.
- 76. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or calling a general meeting.
- 77. The directors may appoint one of their number to be the chairman of their meetings and may at any time terminate that appointment. Unless unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. If there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
- 78. Questions arising at a meeting of the directors shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote (unless the chairman is a Local Authority Person and the second or casting vote would cause the Company to be deemed to be a Regulated Company).
- 79. The directors may appoint one or more committees to perform any function or duty which in their opinion would be more conveniently undertaken or carried out by a committee. All acts and proceedings of any such committee shall be fully and promptly reported to the directors.
- 80. All acts done by a meeting of directors, or of a committee of directors, shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote, even if it is afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote.
- 81. A resolution in writing, signed by all the directors entitled to receive notice of a meeting of

directors or of a committee of directors, shall be as valid and effective as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the directors.

SECRETARY

82. Subject to the provisions of the Companies Act, the secretary shall be appointed by the directors for such term, at such remuneration (if not a director) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them
83. No Local Authority Person shall be appointed as secretary without the consent of each Local Authority member.

MINUTES

84. The directors shall keep minutes in books kept for the purpose:
 - 84.1 of all appointments of officers made by the directors; and
 - 84.2 of all proceedings at meetings of the Company and of the directors and committees of directors including the names of the directors present at each such meeting.

EXECUTION OF DEEDS

85. If the Company has a Common Seal then it shall only be used by the authority of the directors or of a committee of directors authorised by the directors.
86. The directors may decide who shall sign any instrument to which the Common Seal of the Company (if any) is affixed or who shall otherwise execute any deed on behalf of the Company and unless decided otherwise the instrument shall be signed by one director and by the secretary or by a second director.

ACCOUNTS

87. Every member shall be entitled during normal business hours to inspect and take copies of the Company's statutory accounts on giving not less than 28 days written notice to the Company Secretary. The Company may make a reasonable charge for any copies taken by such member but otherwise shall not charge for facilities requested under this clause.

NOTICES

88. Any notice to be given to or by any person under these Articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the directors need not be in writing or given by electronic communications if there is insufficient time to give such notice having regard to the urgency of the business to be conducted at the meeting.
89. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address or by giving it using electronic communications in accordance with any of the methods described in subsections (4A) to (4D) of section 369 of the Companies Act. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent by electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
90. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purpose for which it was called.
91. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered

Secretaries and Administrators shall be conclusive evidence that the notice was given.

92. A notice sent by post shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted. A notice contained in an electronic communication sent in accordance with section 369(4A) of the Companies Act shall be deemed to be given at the expiration of 48 hours after the time it was sent. A notice contained in an electronic communication given in accordance with section 369(4B) of the Companies Act shall be deemed to be given when treated as having been given in accordance with that subsection.

INDEMNITY

93. Subject to the provisions of the Companies Act, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

RULES

94. The directors may from time to time make such rules as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules regulate:
- 94.1 the admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated;
 - 94.2 ethical standards to be observed by directors and officers of the Company on Company business;
 - 94.3 the conduct of members of the Company in relation to one another and to the Company's employees;
 - 94.4 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - 94.5 the procedure at general meetings and meetings of the directors and committees of the directors insofar as such procedure is not regulated by these Articles;
 - 94.6 generally, all such matters as are commonly the subject matter of company rules.
95. The Company in general meetings shall have power to alter, add to or repeal the rules and the directors shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules, which shall be binding on all members of the Company.
96. No rule made under Clause 94 shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association of the Company or these Articles.