

Company Number:

The Companies Act 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

VAUXHALL ONE LIMITED

Incorporated on

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF

VAUXHALL ONE LIMITED

1. INTERPRETATION AND LIMITATION OF LIABILITY

1.1 In the Articles, unless the context requires otherwise:

"appointor" has the meaning given in Article 30.1;

"Articles" means these 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;

"the BID" means the Vauxhall One Business Improvement District;

"BID Area" means the area within which the Company operates the BID;

"BID Levy" means the charge to be levied and collected against the businesses situated within the area of the BID;

"BID Members" means those members of the Company who are non-domestic ratepayers responsible for paying the BID Levy and who were eligible to have voted in the ballot conducted by Lambeth Council in respect of the BID;

"BID Proposal" means the plan voted for by the BID Members which sets out the objectives of the BID;

"the board" means the directors of the Company acting collectively;

"Business Club" means the group set up by the Company to allow non-levy paying businesses to benefit from the services provided by the Company in return for an agreed annual subscription;

"chairman" has the meaning given in Article 36;

"chairman of the meeting" has the meaning given in Article 10.3;

"Community" means the BID Area and its environs;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

"director" means a director of the Company, and includes any person occupying the position of director, by whatever name called;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"Dual Voting System" means the dual voting system as set out in section 48 of the Local Government Act 2003;

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

"Large Business" means a BID Member that employs more than 250 employees;

"Local Authority Representative" means an individual representing a local authority from the London Borough of Lambeth;

"Landowners" means those Voluntary Members who are freehold or leasehold owners of premises/property within the BID Area;

"Local Authorities" means local councils (including parish councils and town councils);

"members" means BID Members, Residential Members, Public Sector Members and Voluntary Members collectively;

"Membership Agreement" means an agreement to be entered in to between a Voluntary Member or Residential Member and the Company which sets out the basis of membership of the Company and set out the terms of the annual subscription and/or basis upon which voluntary payments shall be made;

"Occupiers" means those Voluntary Members who occupy property or premises within the BID Area;

"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 31;

"Public Sector Members" means those members of the Company consisting of Strategic Agencies or Local Authorities or such other bodies from the public sector as may be admitted as members;

"Representatives" means the Local Authority Representative(s) and any representative from any Strategic Agency collectively;

"Residential Members" means those members of the Company that are representatives of residents within the BID Area and that are not BID Members or Voluntary Members;

"secretary" means the secretary of the Company, if any, appointed in accordance with Article 41.1 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary; and

"Small Business" means a BID Member that employs up to 250 employees;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"Strategic Agency" means any government body, public sector body or regional body within the United Kingdom;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006;

"United Kingdom" means Great Britain and Northern Ireland;

"Voluntary Contributions" means contributions paid to the Company by Voluntary Members to be used towards securing or procuring the BID Proposal and its objectives;

"Voluntary Members" means those members of the Company who are not BID Members but who make voluntary payments to the Company for the purposes of securing or procuring the BID Proposal;

"working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered.

"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.

- 1.2 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.
- 1.3 In these Articles, any reference to a provision of any statute shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 1.4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.
- 1.5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa.

2. LIABILITY OF MEMBERS

- 2.1 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.

3. OBJECTS

- 3.1 The Company's objects are:
 - (a) To provide, promote, facilitate and advance directly or indirectly the Community as a better place to live, work and visit;
 - (b) To provide, promote and advance directly or indirectly the regeneration and economic and social well being of the Community;
 - (c) To promote and advance directly or indirectly and assist business in the Community;
 - (d) To secure or procure the objectives and aspirations set out in the Company's BID Proposal;

- (e) To advance, provide and promote the arts and public education in the arts;
- (f) To promote and provide, directly or indirectly, facilities for public recreation or other leisure time occupation;
- (g) To provide and promote the advancement of education and learning, including training in skills relevant to securing employment;
- (h) To improve, directly or indirectly, environmental standards, reduce crime, increase investment, enhance investment performance and promote schemes to improve the environmental quality of the BID Area;
- (i) To provide (directly or indirectly) services, advice and assistance to aged, disabled or sick persons in need thereof;
- (j) To procure, promote or carry out any form of entertainment in the Community;
- (k) To promote such other purposes for the general benefit of the public or sections of the public (including individual communities defined by the geographical areas in which they live or work) in the Community as the Company shall think fit;
- (l) To support redevelopment of property so as to enhance the built environment and where appropriate to preserve, repair and maintain (directly or indirectly) for the benefit of the general public buildings of historical or architectural interest, and to support the conservation, protection and improvement (where appropriate) of the physical and natural environment in the BID Area.

3.2 In furtherance of the foregoing objects but not further or otherwise the Company shall have the following powers:

- (a) To carry out any act which is within, conducive to or facilitated by Part 4 of the Local Government Act 2003 (as may be amended) or such regulations regulating the operation of business improvement districts as may be prescribed by the Secretary of State;
- (b) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the furtherance of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company;
- (c) To sell, let, sub-let, lease, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient and to accept surrenders of leases and tenancies and to make allowances to and arrangements with tenants, as may be deemed expedient in the interests of the Company;
- (d) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company, and to hold and administer any property or funds subject to any such trust;
- (e) Subject to such consents as may be required by law, to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit;

- (f) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities and property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (g) Either alone or jointly with any person or body of persons, to promote or approve any Act of Parliament, Royal Charter or other measure with a view to the attainment of the objects of the Company, or any of them, and to oppose any bills, proceedings or applications which may prejudice the attainment of the objects of the Company, or any of them, and for all or any of the purposes aforesaid to petition Parliament, to promote deputations and generally to take such steps and proceedings as may be deemed expedient;
- (h) To produce, edit, print, publish, sell, hire or otherwise deal in journals, newspapers, magazines, periodicals, brochures, pamphlets and other literature, and to disseminate by means of cinema and other exhibitions, television or radio broadcasting or otherwise information of such matters as appertain and relate and are ancillary to the BID or that may in any way further the objects of the BID, and to establish, support, or co-operate with any other charitable organisation whose aim is to publicise or promote the BID in a manner approved by the Company;
- (i) To take any gift of property, whether subject to any special trust or not, for any of the objects of the Company, and to take steps by personal or written appeals, public meetings, exhibitions, displays, competitions, or otherwise as may from time to time be deemed expedient for procuring contributions, donations and annual or other subscriptions to the funds of the Company;
- (j) To establish and/or support or aid any establishment and any charitable association or institution and to subscribe and guarantee money or covenant money for charitable purposes in any way connected with the purposes of the Company;
- (k) To affiliate or co-operate with any other organised charitable body in the United Kingdom, Europe or elsewhere, having objects similar to those of the Company, with a view to furthering the objects of the Company, and to amalgamate with any charitable company having objects similar to those of the Company;
- (l) To make such rules and regulations for the management and administration of the Company and for matters connected therewith as the Company in its discretion think fit and from time to time to so add amend vary revoke or replace any such rules and regulations but so that nothing in this sub-clause shall be deemed to authorise any application of any part of the investments and property held by or on behalf of the Company or the income thereof otherwise than in conformity with these Articles;
- (m) To appoint and constitute such committees, boards or bodies (whether advisory or not) as the Company may consider desirable for the better management and administration of the Company and to make amend vary revoke and replace rules and regulations for the purpose of defining their functions powers and organisation and also (if the Company shall think fit) to pay an honorarium or fee or salary to and defray expenses incurred by any member of such committee board or body appointed as aforesaid;

- (n) To apply for and take out, purchase or otherwise acquire, any patents, patent rights, brevets d'invention, inventions, licences, conversions, trade marks, or secret processes, which may further the objects of the Company, and to grant licences to use the same;
- (o) To cause the Company to be registered or otherwise incorporated in accordance with the laws of any foreign country where the Company's work is or is to be carried on;
- (p) To pay all or any expenses incurred in connection with the promotion and incorporation of the Company;
- (q) To remunerate any person, firms or company rendering services to the Company, either by cash payment or otherwise;
- (r) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. NO DISTRIBUTION TO MEMBERS

4.1 The income and property of the Company shall be applied solely towards the promotion of its objects as set out at Article 3.1 and no part of such property and income may be or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company.

4.2 Nothing in this Article 4 prevents any payment in good faith by the Company:-

- (a) of interest on money lent to the Company by any member of the Company at a rate per annum not exceeding a reasonable and proper commercial rate;
- (b) of reasonable and proper rent for premises demised or let to the Company by any member of the Company;
- (c) of reasonable and proper remuneration to any member, officer or servant of the Company in return for any services actually rendered to the Company;
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member may also be a member holding not more than 1% of the issued share capital of that company;
- (e) to any director (or alternate director) of expenses under Article 28; or
- (f) of any premium in respect of any such insurance as is permitted by Article 47.

4.3 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company generally, but shall be given or transferred to:

- (a) a body or bodies having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company by virtue of this Article 4;
- (b) if and so far as effect cannot be given to the provisions of paragraph (a), then to a body or bodies the objects of which are the promotion of charity and anything incidental or conducive thereto;

such body or bodies to be determined by the members of the Company at or before the time of dissolution (whether or not a recipient body is a member of the Company).

5. MEMBERS

5.1 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be members of the Company.

5.2 Membership of the Company shall be determined as follows:-

(a) **BID Members** – the subscribers to the Memorandum of Association and such other persons as the board shall admit as BID Members. Prior to membership such members shall be required to submit an application for membership to the board in such form as the directors require. Such person shall not be admitted as a BID Member unless first approved by the board;

(b) **Voluntary Members** –prior to membership such members shall be required to submit an application for membership to the board in such form as the directors require. Such person shall not be admitted as a Voluntary Member unless first approved by the board. Voluntary Members shall be required to enter into a Membership Agreement as a condition of membership;

(c) **Residential Members** –prior to membership such members shall be required to submit an application for membership to the board in such form as the directors require. The board may admit as a Residential Member any person or body representing a group or association of two or more persons residing in the BID Area. For the avoidance of doubt, applications from individual residents within the BID Area will not be accepted. Such group or person shall not be admitted as a Residential Member unless first approved by the board;

(d) **Public Sector Members** –prior to membership such members shall be required to submit an application for membership to the board in such form as the directors require. Such person shall not be admitted as a Public Sector Member unless first approved by the board.

5.3 Any body admitted as a member of the Company that is not an individual shall nominate an individual to act as a representative of such body in respect of the Company from time to time and shall exercise all rights as a member provided that where such a body acts through a representative such body shall first deposit a letter of appointment of representative with the Company before such representatives shall have authority to act in respect of the Company.

5.4 At no time shall a Local Authority Representative be permitted to be a member or director of the Company which would result in the total number of members or directors made up of Local Authority Representatives accounting for 20% or more of the overall number of members of the Company (to ensure that the Company shall not be under the control of a local authority and/or regulated, or subject to the influence of a local authority).

5.5 A member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company provided that if such notice is served by a BID Member then it will be only be effective on the basis that the BID Member is

moving from its premises located within the BID Area to premises outside the BID Area.

- 5.6 Membership shall not be transferable.
- 5.7 A member's membership terminates when, in the case of an individual, that person dies or, in any other case, ceases to exist.

6. GENERAL MEETINGS

- 6.1 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; and not more than fifteen months shall elapse between the date of one annual general meeting and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the board shall appoint. All meetings other than annual general meetings shall be called general meetings.
- 6.2 The Board may call general meetings and, on the request of members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a general meeting in accordance with that Act. 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.

7. NOTICE OF GENERAL MEETINGS

- 7.1 General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote and together representing not less than 90% of the total voting rights at that meeting.
- 7.2 The notice 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.
- 7.3 (a) Every notice convening a general meeting of the Company must comply with the provisions of:
 - (i) section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting; and
 - (ii) section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies.
- (b) Every notice of, or other communication relating to, any general meeting which any member is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the Company.
- 7.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

8. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 8.1 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.
- 8.2 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.
- 8.3 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.
- 8.4 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.
- 8.5 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.

9. QUORUM FOR GENERAL MEETINGS

- 9.1 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. If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefor or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved.
- 9.2 Seven BID Members, each of whom is entitled to vote on the business to be transacted and is present at a general meeting in person or by proxy or, in the event that such member is a corporation, by corporate representative, are a quorum.

10. CHAIRING GENERAL MEETINGS

- 10.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 10.2 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:
- (a) the directors present, or
 - (b) (if no directors are present), the meeting;
- must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 10.3 The person chairing a meeting in accordance with this Article is referred to as "the chairman of the meeting".

11. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

- 11.1 Directors may attend and speak at general meetings, whether or not they are members.
- 11.2 The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

12. ADJOURNMENT

- 12.1 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.
- 12.2 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.
- 12.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 12.4 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.
- 12.5 If the continuation of an adjourned meeting is to take place more than fourteen days after it was adjourned, the Company must give at least seven 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.
- 12.6 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.

13. VOTING AT GENERAL MEETINGS

- 13.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.
- 13.2 Polls must be taken at the general meeting at which they are demanded and in such manner as the chairman directs.
- 13.3 Save as provided in Articles 13.4 and 13.5, on a vote on a resolution at a general meeting on a show of hands or on a poll, every member present in person, by proxy or (being a corporation) by corporate representative has one vote.

13.4 Where the vote is required for a material alteration of the BID Proposal only BID Members shall be entitled to vote and such voting shall be carried out in accordance with the Dual Voting System. A resolution proposing an alteration to the BID Proposal shall only be passed on a majority vote of the BID Members.

13.5 Where the vote proposed is to allocate or use any part or parts of Voluntary Contributions towards other initiatives not specified in the BID Proposal then only Voluntary Members shall be entitled to vote and such voting shall only be passed on a majority vote of Voluntary Members.

14. ERRORS AND DISPUTES

14.1 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 is to be tendered, and every vote not disallowed at the meeting is valid.

14.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

15. POLL VOTES

15.1 A poll on a resolution may be demanded:

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

15.2 A poll may be demanded by:

- (a) the chairman of the meeting;
- (b) the directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

15.3 A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal.

16. CONTENT OF PROXY NOTICES

16.1 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, together with any authentication of it demanded by the directors, received at an address specified by the Company in the proxy notice not

less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote;

and any proxy notice received at such address less than 48 hours before the time for holding the meeting or adjourned meeting shall be invalid.

- 16.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 16.3 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.
- 16.4 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.

17. DELIVERY OF PROXY NOTICES

- 17.1 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.
- 17.2 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.
- 17.3 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.
- 17.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

18. AMENDMENTS TO RESOLUTIONS

- 18.1 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.
- 18.2 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.

18.3 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.

19. WRITTEN RESOLUTION OF MEMBERS

19.1 (a) Subject to Article 19.1(b), a written resolution of members passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a general meeting of the Company.

(b) The following may not be passed as a written resolution and may only be passed at a general meeting:-

(i) a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of his period of office; and

(ii) a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office.

19.2 Save as provided in Articles 19.3 and 19.4, on a written resolution every member has one vote.

19.3 Where the resolution is for a material alteration of the BID Proposal only BID Members shall be entitled to vote. A resolution proposing an alteration to the BID Proposal shall be passed on a majority vote of the BID Members only.

19.4 Where the resolution is to allocate or use any part or parts of Voluntary Contributions towards other initiatives not specified in the BID Proposal then only Voluntary Members shall be entitled to vote and such resolution shall be passed on a majority vote of Voluntary Members only.

20. BOARD OF DIRECTORS

20.1 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two.

20.2 The board shall consist of the minimum number of directors representative of the following:

5 Large Business

4 Small Business

2 Landowners

1 Occupier (drawn from the Business Club)

20.3 The following Representatives may also attend meetings of the directors:-

1 Local Authority Representative

2 Strategic Agency Representative

2 Residential Members

provided that for the avoidance of doubt such Representatives shall perform only an advisory role to the board (and such other committees or sub-committees of the Company) and shall not be permitted to vote at any meeting of the directors nor become a director.

21. DIRECTORS' GENERAL AUTHORITY

21.1 The board has control over the affairs and property of the Company and is responsible for management of the Company's business. The board has authority to exercise any powers of the Company which are necessary and/or incidental to the promotion of any or all of the objects of the Company set out at Article 3.1.

22. MEMBERS' RESERVE POWER

22.1 The members may, by special resolution, direct the board to take, or refrain from taking, specified action.

22.2 No such special resolution invalidates anything which the board has done before the passing of the resolution.

23. DIRECTORS MAY DELEGATE

23.1 The board may delegate any of the powers which are conferred on it 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 the board thinks fit.

23.2 If the board so specifies, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

23.3 The board may revoke any delegation in whole or part, or alter its terms and conditions.

24. COMMITTEES

24.1 Committees to which the board delegates any of its 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 the board.

24.2 The board 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.

25. APPOINTMENT AND RETIREMENT OF DIRECTORS

25.1 At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors who are subject to retirement by rotation 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 shall retire.

25.2 Subject to the provisions of the Companies Act 2006, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- 25.3 If the Company, at the 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.
- 25.4 No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless:-
- (a) he is recommended by the directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.
- 25.5 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed be required to be included in the Company's register of directors.
- 25.6 Subject as aforesaid and to Article 20.2, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.
- 25.7 The board 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 number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. 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. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 25.8 Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

26. TERMINATION OF DIRECTOR'S APPOINTMENT

- 26.1 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) 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) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (e) that person is, or may be suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under mental health legislation for the time being in force in any part of the United Kingdom; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or which wholly or partly prevents that person from personally exercising any powers or rights which that person otherwise would have; or
- (f) that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors make a decision to vacate that person's office.

27. DIRECTORS' REMUNERATION AND BENEFITS

- 27.1 The directors shall be entitled to such remuneration as the Company may by ordinary resolution decide and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.
- 27.2 The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

28. DIRECTORS' EXPENSES

- 28.1 The Company may pay any reasonable expenses which the directors and/or any alternate 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.

29. DIRECTORS' APPOINTMENTS AND INTERESTS

- 29.1 Subject to the provisions of the Companies Act 2006, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon

such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.

29.2 The Company may, by ordinary resolution, authorise any matter which would otherwise involve a director breaching his duty under section 175 of the Companies Act 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company. The directors shall have no power to authorise any such conflicts.

29.3 Subject to the provisions of the Companies Act 2006, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

29.4 For the purposes of Article 29.3:

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

30. ALTERNATE DIRECTORS

30.1 (a) Any director (the "appointor") may appoint as an alternate any other director, or any other person approved by a decision of the directors, to:-

- (i) exercise that director's powers; and
- (ii) carry out that director's responsibilities,

in relation to the taking of decisions by the directors in the absence of the alternate's appointor.

- (b) Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors. The notice must:-

- (i) identify the proposed alternate; and
 - (ii) in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of his appointor.
 - 30.2 (a) An alternate director has the same rights to participate in any directors' meeting or decision of the directors reached in accordance with Article 9, as the alternate's appointor.
 - (b) Except as these Articles specify otherwise, alternate directors:-
 - (i) are deemed for all purposes to be directors;
 - (ii) are liable for their own acts or omissions;
 - (iii) are subject to the same restrictions as their appointors; and
 - (iv) are not deemed to be agents of or for their appointors.
 - (c) A person who is an alternate director but not a director:-
 - (i) may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating); and
 - (ii) may sign or otherwise signify his agreement in writing to a written resolution in accordance with Article 32 (but only if that person's appointor has not signed or otherwise signified his agreement to such written resolution).

No alternate may be counted as more than one director for such purposes.
 - (d) An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the remuneration payable to that alternate's appointor as the appointor may direct by notice in writing made to the Company.
- 30.3 An alternate director's appointment as an alternate terminates:-
- (a) when his appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
 - (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor would result in the termination of the appointor's office as director;
 - (c) on the death of his appointor; or
 - (d) when his appointor's appointment as a director terminates.

31. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 31.1 Any decision of the board must be either a majority decision at a meeting or a decision taken in accordance with Article 32.

32. UNANIMOUS DECISIONS

- 32.1 A decision of the board 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.
- 32.2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it or to which each eligible director has otherwise indicated agreement in writing.
- 32.3 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.
- 32.4 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.

33. CALLING A DIRECTORS' MEETING

- 33.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Company secretary (if any) to give such notice.
- 33.2 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 33.3 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.

34. PARTICIPATION IN DIRECTORS' MEETINGS

- 34.1 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 these 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.
- 34.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 34.3 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.

35. QUORUM FOR DIRECTORS' MEETINGS

- 35.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 35.2 The quorum for the transaction of the business of the Board may be fixed by the directors and unless so fixed at any other number shall be three.
- 35.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- (a) to appoint further directors, or

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

36. CHAIRING OF DIRECTORS' MEETINGS

- 36.1 The directors may appoint a director to chair their meetings.
- 36.2 The person so appointed for the time being is known as the chairman.
- 36.3 The directors may terminate the chairman's appointment at any time.
- 36.4 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

37. CASTING VOTE

- 37.1 If the numbers of votes for and against a proposal at a directors' meeting are equal, the chairman or other director chairing the meeting has a casting vote.
- 37.2 But Article 37.1 does not apply if, in accordance with these Articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

38. PROCEEDINGS OF DIRECTORS

- 38.1 A director shall not vote at a meeting of directors or of a committee of the board on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
 - (a) the decision relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
 - (b) the decision relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
 - (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the company or any of its subsidiaries for subscription, purchase or exchange;
 - (d) the decision relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by HM Revenue and Customs for taxation purposes.

For the purposes of this Article, an interest of a person who is, for any purpose of the Companies Act 2006 (excluding any statutory modification thereof not in force when this Article becomes binding on the Company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

- 38.2 A director shall not be counted in the quorum present at a meeting or participate in a decision proposed to be made in accordance with Article 32 in relation to a decision on which he is not entitled to vote.
- 38.3 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of the board or of a committee of directors or participating in a decision proposed to be made in accordance with Article 32.
- 38.4 Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 38.5 If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

39. RECORDS OF DECISIONS TO BE KEPT

- 39.1 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.

40. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

- 40.1 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.

41. SECRETARY

- 41.1 The directors may appoint a secretary to the Company for such period, for such remuneration and upon such conditions as they think fit; and any secretary so appointed by the directors may be removed by them.

42. MEANS OF COMMUNICATION TO BE USED

- 42.1 (a) 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.
- (a) Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website.
- 42.2 (a) 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.
- (b) 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.

- 42.3 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 sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the Company.
- 42.4 (a) If the Company sends or supplies notices or other documents by first class post and the Company proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting.
- (b) If the Company sends or supplies notices or other documents by electronic means and the Company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied.
- (c) If the Company sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website.
- (d) For the purposes of this Article 42.4, no account shall be taken of any part of a day that is not a working day.

43. COMPANY SEALS

- 43.1 Any common seal may only be used by the authority of the directors or a committee of the directors.
- 43.2 The directors may decide by what means and in what form any common seal is to be used.
- 43.3 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:-
- (a) one authorised person in the presence of a witness who attests the signature; or
- (b) two authorised persons.
- 43.4 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.

44. NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

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

45. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

45.1 The board 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.

46. DIRECTORS' INDEMNITY

46.1 Subject to Article 46.2, a relevant director of the Company or an associated company may be indemnified out of the Company's assets against:

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company 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.

46.2 Article 46.1 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.

46.3 In this Article 46:

- (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.

47. INSURANCE

47.1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

47.2 In this Article 47:

- (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.

48. RULES

- 48.1 The board may make such rules as they consider necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership. In particular, and without prejudice to the generality of the foregoing, the directors may make rules regulating:
- (a) the admission and classification of members of the Company, and the rights and privileges of such members, the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Company in relation to one another, and to the Company's officers and employees;
 - (c) 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;
 - (d) the procedure at general meetings and meetings of the directors and committees of the Company (in so far as such procedure is not governed by these Articles); and
 - (e) any and all other matters as are commonly the subject matter of Company rules.
- 48.2 The directors must adopt such means as they consider sufficient to bring to the notice of members of the Company all rules made under this Article.
- 48.3 Any rules made by the directors under this Article will be valid and binding as against all members of the Company for so long as such rules are in force.
- 48.4 The Company in general meeting may alter or repeal any rules made by the directors in accordance with this Article.
- 48.5 Nothing in this Article permits the directors of the Company to make any rules which are inconsistent with or affect or repeal anything in these Articles or in any resolution passed by members of the Company or agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies.