

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION

of

SOLENT LOCAL ENTERPRISE PARTNERSHIP LIMITED

(Adopted by special resolution passed on 7 March 2018)

- 1 The company's name is Solent Local Enterprise Partnership Limited (and in this document it is called the "company").

INTERPRETATION

- 2 In the articles:

- 2.1 "address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the company;
- 2.2 "approved procedures" means the company's procedures for assessing whether a person seeking appointment to directorship possesses the requisite characteristics for the relevant class of directorship, as from time to time stipulated by-laws of the company made in conformity with article 58.2.3 or article 58.3;
- 2.3 "the articles" means the company's articles of association;
- 2.4 "associate member" means a member of the company which is a representative organisation, and the terms "associate members" and "associate membership" shall be construed accordingly;
- 2.5 "B director" means a director appointed in accordance with article 10.2.3, and "B directors" shall be construed accordingly;
- 2.6 "B member" means a person admitted to membership in accordance with article 9.2 and "B members" shall be construed accordingly;
- 2.7 "CA" means the Companies Act 2006;
- 2.8 "the company" means the company intended to be regulated by the articles;
- 2.9 "class meeting" means a general meeting of one class of the members;
- 2.10 "clear days" in relation to the period of a notice means a period excluding:
- 2.10.1 the day when the notice is given or deemed to be given; and
- 2.10.2 the day for which it is given or on which it is to take effect;

- 2.11 “Companies Acts” means the Companies Acts (as defined in Section 2 of the CA) insofar as they may apply to the company;
- 2.12 “the directors” means any of the directors of the company, of whatever class, and “director” and “directorship” shall be construed accordingly;
- 2.13 “document” includes, unless otherwise specified, any document sent or supplied in electronic form;
- 2.14 “E director” means a director appointed in accordance with article 36A;
- 2.15 “electronic form” has the meaning given in Section 1168 of the CA;
- 2.16 “English Law” means the law from time to time applicable in England;
- 2.17 “entrenched provision” means a provision of the articles which, pursuant to the provisions and operation of Section 22 of the CA, is only to be amended or repealed by unanimous agreement of all of the then members;
- 2.18 “H director” means a director appointed in accordance with article 10.3.3 and “H directors” shall be construed accordingly;
- 2.19 “H member” means a person admitted to membership in accordance with article 9.2, and “H members” shall be construed accordingly;
- 2.20 “LEP region” means the geographical region centred upon the Solent in Hampshire, and encompassing (without limitation) the areas for which the local authorities forming the Partnership for Urban South Hampshire are responsible, together with the Isle of Wight;
- 2.21 “member” means any member of the company, of whatever class, other than an associate member, and the term “members” and “membership” shall be construed accordingly;
- 2.22 “the memorandum” means the company’s memorandum of association;
- 2.23 “officers” includes the directors and the secretary (if any);
- 2.24 “person” means any of:
- 2.24.1 a natural person; or
 - 2.24.2 a body corporate recognised under English Law; or
 - 2.24.3 a partnership recognised under English Law; or
 - 2.24.4 a county council, district council or unitary authority recognised under English Law;
- but shall not include any of the foregoing whose function or purpose is that of a business or trade association or the like, unless the admission of such member is first approved by special resolution of the Company, and persons shall be construed accordingly.
- 2.25 “P director” means a director appointed in accordance with article 10.4.3, and “P directors” shall be construed accordingly;

- 2.26 “P member” means a person admitted to membership in accordance with article 9.2, and “P members” shall be construed accordingly;
- 2.27 “representative organisation” means a company, organisation or business the primary purpose or function of which is to provide a forum for, or otherwise uphold, represent or promote the interests of companies, organisations or businesses which are directly engaged in commerce, and “representative organisations” shall be construed accordingly;
- 2.28 “required characteristics” means those characteristics of a director which are from time to time stipulated, by bye-laws of the company made in conformity with article 58.2.4 or article 58.3, as required to be demonstrated by any person wishing to be considered for a directorship;
- 2.29 “the seal” means the common seal of the company if it has one;
- 2.30 “secretary” means any person appointed to perform the duties of the secretary of the company;
- 2.31 “the United Kingdom” means Great Britain and Northern Ireland;
- 2.32 words importing one gender shall include all genders, and the singular includes the plural and vice versa;
- 2.33 unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the company; and
- 2.34 apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

LIABILITY OF MEMBERS

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- 3.1 The liability of the members and the associate members is limited.
- 3.2 Every member and associate member promises, if the company is dissolved while he or she or it is, as applicable, a member or an associate member, or within twelve months after he or she or it ceases to be a member or an associate member, to contribute such sum (not exceeding £1.00) as may be demanded of him or her or it towards the payment of:
- 3.2.1 the debts and liabilities of the company incurred before he or she or it ceases to be, as applicable, a member or an associate member; and
- 3.2.2 the costs charges and expenses of winding up;
- and the adjustment of the rights of the contributories among themselves.

OBJECTS

- 4 The company’s objects (“Objects”) are specifically restricted to the promotion and delivery, or support for the promotion and delivery, of programmes and initiatives which, in the opinion of the

directors, are capable of achieving or augmenting sustainable economic development within the LEP region. This article 4 is an entrenched provision.

POWERS

5

5.1 In addition to any other powers it may have, the company has the following powers in order to further the Objects (but not for any other purpose):

5.1.1 to raise funds provided that:

5.1.1.1 this shall be without prejudice to the ability of the company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the company may think fit; and

5.1.1.2 in raising funds the company must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

5.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the company may think necessary for the promotion of the Objects;

5.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the company;

5.1.4 to borrow money and to charge the whole or any part of the property belonging to the company as security for repayment of the money borrowed;

5.1.5 to co-operate with other corporate bodies, firms, charities, voluntary bodies and statutory authorities and to exchange information and advice with them in the promotion of the Objects;

5.1.6 to establish or support any trusts, associations or institutions formed for any of the purposes included in the Objects;

5.1.7 to subscribe to, become a member of, or amalgamate with any other organisation, institution, society or body not formed or established for the purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere):

5.1.7.1 whose objects are wholly or in part similar to the Objects; and

5.1.7.2 which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the company under or by virtue of article 6;

and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the company or any such organisation, institution, society or body;

- 5.1.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - 5.1.9 to employ and remunerate such staff as are necessary for carrying out the work of the company;
 - 5.1.10 to:
 - 5.1.10.1 deposit or invest funds;
 - 5.1.10.2 employ a professional fund-manager; and
 - 5.1.10.3 arrange for the investments or other property of the company to be held in the name of a nominee;
 - 5.1.11 to:
 - 5.1.11.1 lend money and give credit to;
 - 5.1.11.2 take security for such loans or credit from; and
 - 5.1.11.3 guarantee and become or give security for the performance of contracts and obligations by;
 - any person or company;
 - 5.1.12 to subscribe for, either absolutely or conditionally, or otherwise acquire and hold, shares, stocks, debentures, debenture stock or other securities of any other company;
 - 5.1.13 to provide indemnity insurance for the directors or any other officer of the company in relation to any such liability as is mentioned in article 5.2, but subject to the restrictions specified in article 5.3;
 - 5.1.14 to pay out of the funds of the company the costs of forming and registering the company as a company duly registered under English Law;
 - 5.1.15 to do all or any of the things authorised by this article 5 either alone or in conjunction with any other organisation, institution, society or body with which the company is authorised to collaborate or amalgamate;
 - 5.1.16 to do all such other lawful things as are necessary for the achievement of the Objects.
- 5.2 The liabilities referred to in article 5.1.13 are:
- 5.2.1 any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the company;
 - 5.2.2 the liability to make a contribution to the company's assets as specified in Section 214 of the Insolvency Act 1986 (wrongful trading).
- 5.3
- 5.3.1 The following liabilities are excluded from article 5.2.1:

- 5.3.1.1 fines;
 - 5.3.1.2 costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the director or other officer;
 - 5.3.1.3 liabilities to the company that result from conduct that the director or other officer knew or must be assumed to have known was not in the best interests of the company or about which the person concerned did not care whether it was in the best interests of the company or not.
- 5.3.2 There is excluded from article 5.2.2 any liability to make such a contribution where the basis of the director's liability is his or her knowledge prior to the insolvent liquidation of the company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the company would avoid going into insolvent liquidation.

APPLICATION OF INCOME AND PROPERTY

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- 6.1 Subject only as set out below in this article 6, the income and property of the company shall be applied solely towards the promotion of the Objects.
- 6.2
- 6.2.1 A director is entitled:
 - 6.2.1.1 if an employee or contractor of the company, to be reimbursed from the property of the company;
 - 6.2.1.2 in any event, to be paid out of such property reasonable expenses properly incurred by him or her when acting on behalf of the company.
 - 6.2.2 Subject to the restrictions below, a director may benefit from director indemnity insurance cover purchased at the company's expense.
 - 6.2.3 A director shall receive an indemnity from the company in the circumstances specified in article 57.
- 6.3 None of the income or property of the company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member. This does not prevent a member who is not also a director receiving reasonable and proper remuneration for any goods or services supplied to the Company.
- 6.4 This article 6 is an entrenched provision.

DIRECTOR'S BENEFITS

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- 7.1 No director or connected person may:

- 7.1.1 buy goods or services from the company on terms preferential to those applicable to members of the public;
- 7.1.2 sell goods, services or any interest in land to the company;
- 7.1.3 be employed by or receive any remuneration from the company;
- 7.1.4 receive any other financial benefit from the company

unless the payment is permitted by article 7.2 and does not exceed an amount that is reasonable in all the circumstances;

7.2

- 7.2.1 A director or connected person may enter into a contract of employment with, or for the supply of goods or services to, the company;
- 7.2.2 A director or connected person may receive interest on money lent to the company at a reasonable and proper rate having regard to then prevailing debt finance market conditions, as determined by a majority of directors.
- 7.2.3 A company of which a director or connected person is a member may receive fees, remuneration or other benefit in money or money's worth provided that the shares of that company are listed on a recognised stock exchange and the director holds no more than 1% of the issued capital of that company.
- 7.2.4 A director or connected person may receive rent for premises let by the director or connected person to the company, if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the director shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 7.2.5 The directors may arrange for the purchase, out of the funds of the company, of insurance designed to indemnify the directors in accordance with the terms of article 6.2.3.
- 7.2.6 A director or connected person may take part in the normal trading of the company on the same terms as members of the public

PAYMENT FOR SUPPLY OF GOODS ONLY - CONTROLS

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In articles 7, 47 and 48 "connected person" means:

- 8.1 a child, parent, grandchild, grandparent, brother or sister of the director;
- 8.2 the spouse or civil partner of the director or of any person falling within article 8.1 above;
- 8.3 a person carrying on business in partnership with the director or with any person falling within article 8.1; or
- 8.4 an institution which is controlled:

- 8.4.1 by the director or any connected person falling within articles 8.1, 8.2 or 8.3 above; or
- 8.4.2 by two or more persons falling within articles 8.1, 8.2 or 8.3, when taken together; or
- 8.5 a body corporate in which:
 - 8.5.1 the director or any connected person falling within articles 8.1, 8.2 or 8.3:
 - 8.5.1.1 holds more than 50% of the shares; or
 - 8.5.1.2 controls more than 50% of the voting rights attached to the shares; or
 - 8.5.1.3 has the right to appoint one or more directors to the board;
 - 8.5.2 the director or any connected person falling within articles 8.1, 8.2 or 8.3 has any other form of substantial interest; or
 - 8.5.3 two or more persons falling within article 8.5.2 who, when taken together, have such a substantial interest.

MEMBERS

9

- 9.1 The subscribers to the memorandum, as named below are the first members, and are of the classes of membership indicated against their names, below:

First Member	Membership Class
University of Portsmouth	H
Fareham Borough Council	P

- 9.2 Membership is open to persons who possess the characteristics of (as applicable) a B member, an H member or a P member set out in articles 10.2 to 10.4 inclusive, and who:
 - 9.2.1 apply to the company in the form required by the directors; and
 - 9.2.2 are approved by the directors.
- 9.3 Every member shall either sign a written consent to become a member or sign the register of members on becoming a member.
- 9.4
 - 9.4.1 The directors may only refuse an application for membership if:
 - 9.4.1.1 in their reasonable opinion, the applicant does not possess the applicable characteristics for membership as referred to in article 9.2; or
 - 9.4.1.2 acting reasonably and properly, they consider it to be in the best interests of the company to refuse the application.

- 9.4.2 The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- 9.4.3 The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- 9.4.4 Membership is not transferable.
- 9.4.5 The directors must keep a register of names and addresses of the members.

CLASSES OF MEMBERSHIP

10

- 10.1 The membership shall consist of three classes, each available to the types of applicants and having the different rights and obligations set out in this article 10.
- 10.2 B membership shall:
 - 10.2.1 only be available to persons which are not representative organisations and which are undertaking professional, business or other commercial activities with a view to profit within the LEP region (including organisations that re-invest such profit into their organisation or the LEP region or community);
 - 10.2.2 subject as set out at article 10.2.3 and in article 12, entitle each B member to exercise one vote in relation to members' resolutions; and
 - 10.2.3 vest in the B members from time to time, as a class, the exclusive right, by simple majority vote, to appoint, remove and replace up to eight directors who shall be the B directors;
- 10.3 H membership shall:
 - 10.3.1 only be available to higher education corporations or institutions (for the purpose of the Further and Higher Education Act 1992) providing higher education within the LEP region;
 - 10.3.2 subject as set out at article 10.3.3 and in article 12, entitle each H member to exercise one vote in relation to members' resolutions; and
 - 10.3.3 vest in the H members from time to time, as a class, the exclusive right, by simple majority vote, to appoint, remove and replace one director who shall be the H director;
- 10.4 P membership shall:
 - 10.4.1 only be available to persons who are county councils, district councils, unitary authorities, combined authorities or similar successor bodies having statutory responsibilities within the LEP region;
 - 10.4.2 subject as set out at article 10.4.3 and in article 12, entitle each P member to exercise one vote in relation to members' resolutions; and

- 10.4.3 vest in the P members from time to time, as a class, the exclusive right, by simple majority vote, to appoint, remove and replace up to five directors who shall be the P directors;
- 10.5 The rights attached to a class of membership under the articles may only be varied if:
 - 10.5.1 three-quarters of the members of that class consent in writing to the variation; or
 - 10.5.2 a special resolution is passed at a separate class meeting of those members agreeing to the variation.
- 10.6 The provisions in these articles about general meetings shall, mutatis mutandis, apply to any such class meeting.

TERMINATION OF MEMBERSHIP OR ASSOCIATE MEMBERSHIP

- 11 Membership or associate membership is terminated if:
 - 11.1 the member, or, as applicable, associate member (being a natural person) dies or (not being a natural person) ceases to exist; or
 - 11.2 the member, or, as applicable, associate member resigns by written notice to the company unless, after the resignation, there would be less than two members; or
 - 11.3 any sum due from the member, or, as applicable, associate member to the company is not paid in full within three months of it falling due; or
 - 11.4 the member, or, as applicable, associate member is removed from membership or, as applicable, associate membership by a resolution of:
 - 11.4.1 in the case of a B member, the B directors; or
 - 11.4.2 in the case of an H member, the H directors; or
 - 11.4.3 in the case of a P member, the P directors; or
 - 11.4.4 in the case of an associate member, the directors;

that it is in the best interests of the company that his or her or its membership or, as applicable, associate membership is terminated, provided that such a resolution to remove, as applicable, a member from membership or an associate member from associate membership may only be passed if:

- (i) the member, or, as applicable, associate member has been given at least twenty-one days' notice in writing of the meeting of the applicable class of directors at which the resolution will be proposed, and the reasons why it is to be proposed; and
- (ii) the member, or, as applicable, associate member or, at the option of the member or, as applicable, the associate member, the member's or associate member's representative (who need not be a member or associate member) has been allowed to make representations to the meeting.

MEMBERS VOTES

- 12 Each member shall have the voting right ascribed to him, her or it by article 10. subject as follows in relation to any resolution under consideration by all of the members:
- 12.1 the votes of all B members cast shall constitute a maximum of 50% of the total votes capable of being cast in respect of the resolution, and each B member's vote shall constitute a pro rata fraction of that maximum proportion;
 - 12.2 the votes of all H members cast shall constitute a maximum of 10% of the total votes capable of being cast in respect of the resolution, and each H member's vote shall constitute a pro rata fraction of that maximum proportion; and
 - 12.3 the votes of all P members cast shall constitute a maximum of 40% of the total votes capable of being cast in respect of the resolution, and each P member's vote shall constitute a pro rata fraction of that maximum proportion.

Associate members shall have no right to vote in relation to any resolution as aforesaid, but shall be entitled to attend and speak at general meetings of the company.

GENERAL MEETINGS

- 13 Subject to the provisions of any ordinary resolution of the company for the time being in force:
- 13.1 the company must hold its first annual general meeting within eighteen months after the date of its incorporation; and
 - 13.2 an annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 14 The directors may call general meetings at any time and, as applicable, the B directors, the H directors or the P directors may call class meetings of the B members, the H members or the P members at any time.

NOTICE OF GENERAL MEETINGS

- 15
- 15.1 The minimum periods of notice required to hold a general meeting of the company are:
 - 15.1.1 twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - 15.1.2 fourteen clear days for all other general meetings.
 - 15.2 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 at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights.
 - 15.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under Section 324 of the CA and article 20.
 - 15.4 The notice must be given to all the members and associate members and to the directors and auditors.

- 16 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the company.

PROCEEDINGS AT GENERAL MEETINGS

17

- 17.1 No business shall be transacted at any general meeting unless a quorum is present.
- 17.2 A quorum is:
- 17.2.1 four members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting of whom not less than two must be B members and not less than two must be P or H members; or
- 17.2.2 one tenth of the total membership at the time;
- whichever is the greater, provided that among the members present all three classes of membership are represented.
- 17.3 The authorised representative of a member that is not a natural person shall be counted in the quorum.

18

- 18.1 If:
- 18.1.1 a quorum is not present within half an hour from the time appointed for the meeting, or
- 18.1.2 during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place, being not less than seven clear days and not more than twenty-one clear days following the date of the meeting, as the directors shall determine.
- 18.2 The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 18.3 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute the quorum for that meeting.

19

- 19.1 General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
- 19.2 If there is no such person, or he or she is not present within fifteen minutes of the time appointed for the meeting, a director nominated by the directors shall chair the meeting.
- 19.3 If there is only one director present and willing to act, he or she shall chair the meeting.

- 19.4 If no director is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

20

- 20.1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 20.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 20.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 20.4 If a meeting is adjourned by resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting, stating the date, time and place of the adjourned meeting.

21

- 21.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 21.1.1 by the person chairing the meeting; or
 - 21.1.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - 21.1.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 21.2 The declaration by the person who is chairing the meeting of the result of the vote shall be conclusive unless a poll is demanded. The result of the vote must be recorded in the minutes of the company but the number or proportion of votes cast need not be recorded.
- 21.3 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 21.4 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 21.5 A poll demanded on:
- 21.5.1 the election of a person to chair a meeting or on a question of adjournment must be taken immediately;
 - 21.5.2 any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

The poll must be taken within thirty days after it has been demanded. If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

CONTENT OF PROXY NOTICES

22

- 22.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - 22.1.1 states the name and address of the member appointing the proxy;
 - 22.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 22.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 22.1.4 is delivered to the company, in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 22.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 22.3 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.
- 22.4 Unless a proxy notice indicates otherwise, it must be treated as:
 - 22.4.1 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
 - 22.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

DELIVERY OF PROXY NOTICES

23

- 23.1 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.
- 23.2 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.
- 23.3 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.
- 23.4 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.

WRITTEN RESOLUTIONS

24

- 24.1 A resolution in writing agreed by simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
- 24.1.1 a copy of the proposed resolution has been sent to every eligible member;
 - 24.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - 24.1.3 it is contained in an authenticated document which has been received at the registered office within the period of twenty-eight days beginning with the circulation date.
- 24.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 24.3 In the case of a member that is not a natural person, its authorised representative (or, if it is a corporate entity, any of its statutorily recognised officers, acting in that capacity) may signify its agreement.

VOTES OF MEMBERS

25 Subject to articles 10 and 12, every member, whether an individual or an organisation shall have one vote. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

26

- 26.1 Any member or associate member which is not a natural person may nominate any person to act as its representative at any meeting of the company.
- 26.2 Such a member or associate member must give written notice to the company of the name of its representative. The representative shall not be entitled to represent such member or associate member at any meeting unless the notice has been received by the company. The representative may continue to represent such member or associate member until written notice to the contrary is received by the company from such member or associate member.
- 26.3 Any such notice given to the company will be conclusive evidence that the nominee is entitled to represent such member or associate member or that his or her authority has been revoked. The company shall not be required to consider whether the nominee has been properly appointed by such member or associate member.

DIRECTORS

27 A director must be a natural person possessing the required characteristics and who is identified as such under the approved procedures, and, unless otherwise approved by special resolution of the company:

- 27.1 if a B director, an owner or part owner (whether by way of shareholding, partnership or direct proprietorship), or board level or similar officer, of a B member or a Recommended Person;

For the purposes of this Article 27.1, a "Recommended Person" shall mean a person who has, within the five year period prior to their appointment as a B Director, been an owner or part owner (whether by way of shareholding, partnership or direct proprietorship), or board level or similar officer, of a B member and who the Board resolve to approve as a candidate for directorship as a B Director. Such approval shall be time limited and shall be for such period of time as the Board may, in its discretion, determine, and may be extended from its original duration by Board resolution, provided that the period of approval as a Recommended Person may not exceed four years in total.

- 27.2 if an H director, a senior management level employee or consultant of an H member; and
- 27.3 if a P director, a senior management level employee or a councillor of a P member or a directly elected mayor.
- 27A No-one may be appointed a director if he or she would be disqualified from acting under the provisions of article 38.
- 28 The number of directors shall be not less than four and not more than sixteen.
- 29 The first directors shall be those persons notified to Companies House as the first directors of the company, of whom Sean Woodward shall, following the adoption of the articles, be categorised as a P director and John Craven shall, following such adoption, be categorised as the H director.
- 30 No B director, P director or H director may appoint an alternate director or anyone to act on his or her behalf at meetings of the directors. An E director may appoint an alternate director to act on his or her behalf at meetings of directors.

POWERS OF DIRECTORS

- 31
- 31.1 The directors shall manage the business of the company and may exercise all the powers of the company unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution. No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors. Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.
- 31.2 Without prejudice to the generality of the foregoing, the directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or of any third party subject to such consents as may be required by law.

RETIREMENT OF DIRECTORS

- 32 At the third annual general meeting all the directors must retire from office unless, by the close of the meeting, the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At every third subsequent annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one director he or she must retire.
- 33
- 33.1 The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same

day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- 33.2 If a director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

THE APPOINTMENT OF DIRECTORS

- 34 The appointment, removal and replacement of directors shall be governed by articles 10.2 to 10.4 inclusive, subject to the operation of articles 27 to 30 inclusive and articles 32 to 38 inclusive.

- 35 No person other than a director retiring by rotation may be appointed a director at any general meeting (including a class meeting) unless, not less than twenty-one nor more than forty-nine clear days before the date of the meeting (or such shorter period as all the relevant members may unanimously agree), the company is given a notice that

- 35.1 is signed by a member entitled to vote at the meeting;
- 35.2 states the member's intention to propose the appointment of a person ("the relevant person") as a director;
- 35.3 contains the details that, if the relevant person were to be appointed, the company would have to file at Companies House;
- 35.4 incorporates, or is accompanied by, evidence of the relevant person's possession of the required characteristics stipulated in respect of the class of directorship for which the relevant person is being proposed; and
- 35.5 is signed by the relevant person to show his or her willingness to be appointed.

and the company shall use all reasonable endeavours to apply the approved procedures and to achieve a determination as to whether the relevant person possesses the required characteristics in sufficient time, if he or she is so determined to possess the relevant characteristics, for notice to be served in respect of the relevant person in conformity with article 36.

- 36 All members who are entitled to receive notice of a general meeting must be given not less than seven, nor more than twenty-eight, clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation or a director appointed in accordance with article 36A.
- 36A The B directors, P directors and H director shall have the right, by simple majority vote, to appoint, remove and replace up to two executive directors from time to time who shall be the E directors.
- 37 The appointment of a director, must not cause the number of directors to exceed sixteen or any other number fixed by special resolution of the company as the maximum number of directors.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 38 A director shall cease to hold office if he or she:
- 38.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director; or

- 38.2 becomes incapable by reason of mental disorder illness or injury of managing and administering his or her own affairs; or
- 38.3 resigns as a director 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
- 38.4 is absent without the permission of the directors from all their meetings held within a period of six consecutive months, and the directors resolve that his or her office be vacated.

DIRECTORS' REMUNERATION

- 39 The directors must not be paid any remuneration unless it is authorised by article 7.1.

PROCEEDINGS OF DIRECTORS

40

- 40.1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 40.2 Any director may call a meeting of the directors.
- 40.3 The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- 40.4 Questions arising at a meeting shall be decided by a majority of votes.
- 40.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

41

- 41.1 No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all other participants.
- 41.2 The quorum shall be four or the number nearest to one third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors, of which not less than two must be B directors and not less than two must be P or H directors.
- 41.3 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

42

- 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 calling a general meeting.

43

- 43.1 The directors shall appoint a director from among the B directors to chair meetings of the directors, and may at any time revoke such appointment and appoint another chair in conformity with this article 43.1.
- 43.2 If no-one has been appointed to chair meetings of the directors, or if the person appointed is unwilling to preside or is not present within ten minutes after the time

appointed for the meeting, the directors present may appoint one of their number (being a B director, unless no B director is present) to chair that meeting.

- 43.3 The person appointed to chair meetings of the directors shall have no functions or powers, in that capacity, except those conferred by these articles or delegated to him or her by the directors.

44

- 44.1 A resolution in writing or in electronic form agreed by a simple majority of all the directors entitled to receive notice of a meeting of directors or of a committee of directors, and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors, or (as the case may be) a committee of directors, duly convened and held, provided that:

44.1.1 a copy of the resolution is sent or submitted to all the directors eligible to vote; and

44.1.2 a simple majority of directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of twenty-eight days beginning with the circulation date.

- 44.2 The resolution in writing may comprise several documents containing the text of a resolution in like form to each of which one or more directors has signified their agreement.

DELEGATION

45

- 45.1 The directors may delegate any of their powers or functions to one director, or to a committee of two or more directors,

but the terms of any delegation must be recorded in the minute book.

- 45.2 The directors may impose conditions when delegating, including the conditions that:

45.2.1 the relevant powers are to be exercised exclusively by the committee or individual directors to whom they delegate; and

45.2.2 no expenditure may be incurred on behalf of the company except in accordance with a budget previously agreed with the directors.

- 45.3 The directors may revoke or alter a delegation at any time by written notice, signed by more than half of the directors, delivered to the delegatee(s).

- 45.4 All acts and proceedings of any such committees or individual directors must be fully and promptly reported to the directors.

CONFLICTS OF INTEREST

46

A director must:

- 46.1 declare the nature and extent of any interest, direct or indirect, which she/he has in a proposed transaction or arrangement with the company or in any transaction or arrangement entered into by the company which has not previously been declared;

- 46.2 absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the company and any personal interest (including but not limited to any personal financial interest).

47

- 47.1 If a conflict of interests arises for a director because of a duty of loyalty owed to another and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

47.1.1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other person;

47.1.2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

47.1.3 the unconflicted directors consider it is in the interests of the company to authorise the conflict of interests in the circumstances applying.

- 47.2 In this article a conflict of interests arising because of a duty of loyalty owed to another person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

48

- 48.1 Subject to article 48.2 all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

48.1.1 who was disqualified from holding office; or

48.1.2 who had previously retired or who had been obliged by the constitution to vacate office; or

48.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

(1) the vote of that director; and

(2) that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

- 48.2 Article 48.1 does not permit a director or connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 48.1, the resolution would have been void, of if the director has not complied with article 46.

SEAL

- 49 If the company has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any

instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

MINUTES

- 50 The directors must keep minutes of all:
- 50.1 appointments of officers made by the directors;
 - 50.2 proceedings at meetings of the company;
 - 50.3 meetings of the directors and committees of directors including:
 - 50.3.1 the names of the directors present at the meeting;
 - 50.3.2 the decisions made at the meetings; and
 - 50.3.3 where appropriate the reasons for the decisions.

ACCOUNTS

- 51
- 51.1 The directors must prepare, for each financial year, accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
 - 51.2 The directors must keep accounting records as required by the Companies Acts.
 - 51.3 The directors shall from time to time determine whether and to what extent, and at what times and places and under what conditions or regulations the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the directors or by the company in general meeting.
 - 51.4 Subject to the provisions of any ordinary resolution of the company for the time being in force, the directors shall from time to time in accordance with the provisions of the CA, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.
 - 51.5 Subject to the provisions of any ordinary resolution of the company for the time being in force, a copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the company in general meeting, together with a copy of the auditor's report, and directors' report, shall not less than twenty-one days before the date of the meeting be sent to every member of the company and every person entitled to receive notice of general meetings of the company.
 - 51.6 Auditors shall be appointed (where applicable) and their duties regulated in accordance with the provisions of the Companies Acts.

MEANS OF COMMUNICATION TO BE USED

52

52.1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the CA provides for documents or information which are authorised or required by any provision of the CA to be sent or supplied by or to the company.

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

53 Any notice to be given to or by any person pursuant to the articles:

53.1 must be in writing; or

53.2 must be given in electronic form.

54

54.1 The company may give any notice to a member or an associate member either:

54.1.1 personally; or

54.1.2 by sending it by post in a prepaid envelope addressed to the member or associate member at his, her or its address; or

54.1.3 by leaving it at the address of the member or associate member; or

54.1.4 by giving it in electronic form to the member's or associate member's address.

54.2 A member or associate member who does not register an address with the company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the company.

55 A member present in person or, if not a natural person, by its authorised representative or, in either case (where applicable), by his, her or its proxy at any meeting of the company shall be deemed to have received notice of the meeting and of the purposes for which it was called.

56

56.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

56.2 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with Section 1147 of the CA.

56.3 In accordance with Section 1147 of the CA notice shall be deemed to be given:

56.3.1 48 hours after the envelope containing it was posted; or

- 56.3.2 in the case of an electronic form of communication, 48 hours after it was sent.

INDEMNITY

57

- 57.1 The company may indemnify a relevant director against any liability incurred by him or her or it in that capacity, to the extent permitted by Sections 232 to 234 of the CA.
- 57.2 In this article a “relevant director” means any director or former director of the company.

RULES

58

- 58.1 The directors may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the company.
- 58.2 The bye-laws may regulate the following matters but are not restricted to them:
- 58.2.1 the admission of members or associate members and the rights and privileges of such members or associate members , and the entrance fees, subscriptions and other fees or payments to be made by members or associate members;
 - 58.2.2 the conduct of members or associate members in relation to one another, and to the company’s employees and volunteers;
 - 58.2.3 the approved procedures to be implemented by the company from time to time in assessing the suitability of persons seeking appointment to directorship;
 - 58.2.4 the required characteristics to be demonstrated by persons seeking appointment to directorship;
 - 58.2.5 the electoral process to be applied by the company in relation to the appointment of new directors;
 - 58.2.6 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;
 - 58.2.7 the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the CA or by the articles;
 - 58.2.8 generally, all such matters as are commonly the subject matter of company rules.
- 58.3 The company in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 58.4 The directors must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the company.

- 58.5 The rules or bye-laws, shall be binding on all members and associate members. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

DISSOLUTION

59

- 59.1 The members may at any time before, and in expectation of, its dissolution resolve that any net assets of the company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the company be applied or transferred in any of the following ways:

59.1.1 directly for the Objects; or

59.1.2 by transfer to any company or charities for purposes similar to the Objects;
or

59.1.3 to any company or charities for use for particular purposes that fall within the Objects.

- 59.2 Subject to any such resolution of the members, the directors may at any time before and in expectation of its dissolution resolve that any net assets of the company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the company be applied or transferred:

59.2.1 directly for the Objects; or

59.2.2 by transfer to any company or charities for purposes similar to the Objects;
or

59.2.3 to any company or charities for use for particular purposes that fall within the Objects.

- 59.3 In no circumstances shall the net assets of the company be paid to or distributed among the members or associate members (except to a member or an associate member that is itself a company falling within any of the categories referred to in article 59.1.2 or article 59.1.3) and if no resolution in accordance with article 59.1 is passed by the members or the directors the net assets of the company shall be applied for charitable purposes as directed by the Court or the Charity Commission.

- 59.4 This article 59 is an entrenched provision.