

**The Companies Act 2006**

**Articles of Association of Skipton BID Ltd**

**(Company limited by guarantee and not having a share capital)**

**Adopted by Special Resolution on June 30 2015**

# COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

## ARTICLES OF ASSOCIATION OF SKIPTON BID LTD

### Interpretation

1. In these regulations:

the **Act** means the Companies Act as defined in Section 2 of the Companies Act 2006 namely:

- a. Parts 1 to 39 and Parts 45 to 47 of the Companies Act 2006; and
- b. Part 2 of the Companies (Audit, Investigations and Community Enterprise) Act 2004.

the **Articles** means the articles of the Company.

**Associate Members** means those members of the company who are not BID Levy Members but who make voluntary payments to the Company for the purposes of securing or procuring the objectives of the BID Proposal and the Company.

**Associate Membership Agreement** means an Agreement to be entered into between an Associate Member and the Company which sets out the basis of membership of the Company and sets out the terms of the annual subscription and basis upon which voluntary payments shall be made.

**BID or Business Improvement District** has the same meaning as in Part IV of the Local Government Act 2003.

**the BID Area** means the area within which the Company operates the BID.

**the BID Levy** means the charge to be levied and collected against the BID Levy Payers within the area of the BID.

**the BID Levy Payers** means the those who are responsible for paying the BID Levy.

**the BID Levy Members** means those members of the Company who are non-domestic ratepayers responsible for paying the BID Levy.

**the BID Proposal** means the plan voted for by the BID Members which sets out the objectives of the BID.

the **Board** means the Board of Directors of the Company acting collectively.

**clear days** in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

**the Company** means the company intended to be regulated by these Articles of Association.

**Conflict** means a situation in which a director has or can have, a direct or indirect interest that

conflicts or possibly may conflict, with the interests of the Company.

**Eligible Director** means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 70, any director whose vote is not to be counted in respect of the particular matter).

**electronic form** has the meaning given in Section 1168 of the Companies Act 2006.

**executed** includes any mode of execution.

**Local Authorities** means local councils (including Parish Councils and Town Councils).

**Local Authority Person** means a person who is associated with a local authority for the purposes of Section 69 Local Government and Housing Act 1989 which includes a member of a local authority or an officer of a local authority or a person who has been a member of a local authority within the preceding four years or a person who is both an employee of a company under the control of the local authority and a director, manager, secretary or similar officer of that company.

**members** means all classes of Members collectively.

**Objects** means the objects of the Company as set out in Article 2.

**office** means the registered office of the Company.

**Ordinary Resolution** has the meaning given in Section 282 of the Companies Act 2006 (a copy of the relevant Section is at Annex 1).

**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.

**the Regulations** means the Business Improvement Districts (England) Regulations 2004 and Part 4 of the Local Government Act 2003 (as may be amended from time to time).

**Secretary** means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

**Special Resolution** has the meaning given by Section 283 of the Companies Act 2006 (a copy of the relevant Section is at Annex 2).

**Strategic Agency** means any government body, public sector body or regional body within the UK.

**Voluntary Members** means those members of the Company consisting of any corporate entity, partnership or unincorporated association who are not BID Levy Payers (but not, for the avoidance of doubt, an individual) with an interest in securing or procuring the objectives of the BID Proposal as may be admitted as members.

**the United Kingdom** means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

### **Objects**

2. The Objects for which the Company is established are as follows:
  - a. to operate a Business Improvement District within that part of Skipton which falls within the BID Area;
  - b. to expend the BID Levy on projects identified within the BID Proposal and on such other projects as the Board may approve; and
  - c. generally to do all acts and things appropriate to a Business Improvement District.
3. The company has the power to do anything which is calculated to further the Objects, or which is conducive or incidental to doing so.

### **Limitations on distributions**

4. The income and property of the Company shall be applied solely towards the furtherance of the Objects.
5. No part of the income and property of the Company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to members of the Company PROVIDED THAT this shall not prevent any payment in good faith by the Company of:
  - a. reasonable and proper remuneration to any member or officer of the Company in return for any services actually rendered to the Company;
  - b. reasonable and proper rent for premises let to the Company by any member;
  - c. interest on money lent to the Company by any member at a rate per annum not exceeding a reasonable and proper commercial rate.

### **Members**

6. The Company has 4 categories of members:
  - a. BID Levy Members;
  - b. Associate Members. Any such members approved by the directors will be required to enter into an Associate Membership Agreement as a condition of membership;
  - c. Public Sector Members; and
  - d. Voluntary Members.
7. No person, company, society, organisation, or other body shall become a member of the Company unless:
  - a. that person has submitted an application for membership in a form approved by the directors; and
  - b. the directors have approved the application.

8. All members agree to be bound by the obligations on them as set out in the Articles of Association of the Company. When acting as members they shall act at all times in the best interest of the Company.
9. Any corporate body, partnership, Strategic Agency, Local Authority or unincorporated association admitted as a member of the Company 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:
  - a. where such a body acts through a representative the body shall first deposit a letter of appointment of authority with the Company before such representatives shall have authority to act in respect of the Company;
  - b. Public Sector Members may only nominate as their representative an officer of their body;
  - c. Voluntary Members may only nominate as their representative an executive member of their body.
10. A member may at any time withdraw from the Company by giving at least fourteen clear days' notice in writing to the Company.
11. Membership is not transferable and shall cease on death or on the liquidation or dissolution of a corporate member.
12. Membership shall automatically lapse in the case of BID Levy Members if:
  - a. they have not paid the BID levy three months after it becomes due; or
  - b. they cease to be BID Levy Payers, except that this clause shall not apply in the event that the BID Levy ceases to be collected.
13. A member shall automatically cease to be a member of the Company if:
  - a. any annual or other subscription or entrance fee has not been paid three months after it becomes due;
  - b. the directors resolve after giving the member concerned a proper opportunity to be heard, that it is not in the interests of the Company that membership should continue.
14. No refund shall be made of any annual or other subscription or entrance fee on the termination of membership for any reason.

#### **Local Authority Persons**

15. No Local Authority Person may be admitted to membership of the Company if, by virtue of such admission, more than 18% of the total voting rights of all the members having the right to vote at a general meeting of the Company will be held by members who are Local Authority Persons and cause the Company to be deemed to be a Regulated Company.
16. If for any reason the Local Authority Persons together have 18% or more of the total voting rights of all members having the right to vote at a general meeting, the number of votes that may be cast in aggregate by those Local Authority Persons shall be reduced (pro rata among them) and/or the number of votes that may be cast in aggregate by all other members shall be increased (pro rata among them) (as is most appropriate in the circumstances) so that the aggregate number of votes which may be cast by those Local Authority Persons shall represent 18% of the total number of

votes which may be cast by all the members at the meeting.

17. No Local Authority Person may be appointed as proxy or representative or otherwise vote on behalf of any other non-local authority member.

### **General meetings**

18. The Company shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between one annual general meeting of the Company and the next. The annual general meeting shall be held at such times and places as the directors shall appoint.
19. So long as the Company holds its first annual general meeting within eighteen months of incorporation, it need not hold it in the year of incorporation or in the following year.
20. All general meetings other than annual general meetings shall be called extraordinary general meetings.
21. The directors may call general meetings.
22. On the requisition of members under the Companies Act 2006, the directors shall forthwith convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

### **Notice of general meetings**

23. An annual general meeting shall be called by at least twenty-one clear days' notice. All other general meetings shall be called by at least fourteen clear days' notice.
24. A general meeting may be called by shorter notice if it is so agreed:
  - a. in the case of an annual general meeting, by all the members entitled to attend and vote; and
  - b. in the case of any other meeting by a majority of not less than 90% of the total votes of members entitled to attend and vote at the meeting.
25. The notice for any general meeting shall be given to all the members and to the directors.
26. The notice of any general meeting shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
27. The accidental omission to give notice of a meeting to any person entitled to receive notice, or the non-receipt of notice of a meeting by any such person, shall not invalidate the proceedings at that meeting.

### **Proceedings at general meetings**

28. No business shall be transacted at any meeting unless a quorum is present. Seven persons entitled to vote upon the business to be transacted, each being a member or proxy for a member or a duly authorised representative of a corporation shall be a quorum.

29. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.
30. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
31. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
32. The chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
33. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - a. by the chairman; or
  - b. by at least two members having the right to vote at the meeting; or
  - c. by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; and
  - d. a demand by a person as proxy for a member shall be the same as a demand by the member.
34. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
35. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
36. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
37. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the

declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

38. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
39. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

### **Votes of members**

40. Subject to Articles 15 and 16 on a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote. In the case of an equality of votes, whether on a show of hands or a poll, the chairman shall have a second or casting vote.
41. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
42. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
43. The appointment of a proxy shall be executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

"[Name of Member]

I/We, [Name of Member], of [Member Address], being a member/members of the above-named company, hereby appoint [Name of Appointee] of [Appointee Address], or failing him, [Name of Reserve Appointee] of [Reserve Appointee Address], as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the company to be held on [Date of Meeting], and at any adjournment thereof.

Signed on [Date of Appointment]."

44. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

"[Name of Member]

I/We, [Name of Member], of [Member Address], being a member/members of the above-



named company, hereby appoint [Name of Appointee] of [Appointee Address], or failing him, [Name of Reserve Appointee] of [Reserve Appointee Address], as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the company, to be held on [Date of Meeting], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No.1 \*for \*against

Resolution No.2 \*for \*against.

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this \*\*                      day of \*\*                      ."

45. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:

- a. in the case of an instrument in writing being deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote;
- b. in the case of an appointment contained in an electronic form, where an address has been specified for the purpose of receiving an electronic form of communication:
  - i. in the notice convening the meeting, or
  - ii. in any instrument of proxy sent out by the Company in relation to the meeting, or
  - iii. in any invitation contained in an electronic form to appoint a proxy issued by the company in relation to the meeting,
- c. be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- d. in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- e. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this regulation and the next, "address", in relation to an electronic form of communication, includes any number or address used for the purposes of such communications.

46. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or

demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in electronic form, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

### **Amendments to Resolutions**

47. 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.

48. 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.

49. 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.

### **Number and appointment of directors**

50. The directors of the Company must be members of the Company or the duly appointed representatives of members of the Company.

51. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum (save as may be determined otherwise by the Board from time to time) but shall not be less than 11. Article 58 shall limit the number of directors who are associated with a local authority within the meaning of Section 69(5) of the Local Government and Housing Act 1989.

52. The Board must approve all directors' appointments.

53. Directors shall be appointed as follows:

- a. BID Levy Members and Associate Members shall be entitled by notice in writing to the Company (or otherwise in accordance with the Rules) to appoint a minimum of six directors, and shall further be entitled to remove and replace such directors (subject to Article 56).
- b. Subject to Article 58, each Public Sector Member shall be entitled by notice in writing to the Company to appoint a director and shall further be entitled to remove and replace such directors.
- c. Voluntary Members shall be entitled by notice in writing to the Company to appoint a director and shall further be entitled to remove and replace such director (subject to Article 56).

- d. Up to 3 directors (or such other number as is from time to time determined by the Board) shall be directors co-opted by the Board.

PROVIDED THAT if at any time and for any reason the Board is unable to fill all vacant posts the Board shall nevertheless have full power to act.

54. Subject to Article 53, any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:
  - a. by ordinary resolution; or
  - b. by a decision of the directors; or
  - c. otherwise in accordance with the Rules.
55. Directors appointed by Public Sector Members and directors co-opted by the Board shall not be required to retire by rotation.
56. Directors appointed by BID Levy Members, Associate Members and Voluntary Members are required to step down from their office at the next annual general meeting following their appointment but may then stand for re-election as a director.
57. Not less than twenty-one clear days before the date appointed for holding a general meeting notice shall be given to everyone entitled to receive notice of the meeting of any person who is recommended by a member for appointment or reappointment as a director at the meeting.
58. No Local Authority Person shall be appointed as a director of the Company if by virtue of such appointment the local authority directors will together constitute 20% or more of the total number of directors of the Company and cause the Company to be deemed to be a Regulated Company.
59. If for any reason the local authority directors together constitute 20% or more of the total number of directors, the number of votes that may be cast in aggregate by those local authority directors shall be reduced (pro rata among them) and/or the number of votes that may be cast in aggregate by all other directors shall be increased (pro rata among them) (as is most appropriate in the circumstances) so that the aggregate number of votes which may be cast by the local authority directors shall represent 19.9% of the total number of votes which may be cast by all the directors of the Company.
60. No local authority director may be appointed as alternate director or otherwise vote on behalf of any other non-local authority director.
61. No person may be appointed or remain a member or director of the Company or be authorised to act as a local authority's representative at a general meeting of the Company or at meetings of the Company which include a general meeting if such person is disqualified from membership of a local authority (otherwise than by being employed by a local authority or by a company which is under the control of a local authority).
62. The Board shall be entitled to invite any organisation or body to send a representative to attend and speak at meetings of the Board provided that the representative shall not be permitted to vote at the meeting nor become a director.
63. The maximum number of non-voting representatives permitted to attend meetings of the Board at any one time shall be at the discretion of the chairman of the Board.

## **Powers of directors**

64. Subject to the provisions of the Act, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
65. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
66. In addition to all powers expressly conferred upon them and without detracting from the generality of their powers under these Articles the directors shall have the following powers, namely:
- a. to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects of the Company and to invest all or any of those funds in the name of the Company as they see fit and to direct the sale or transfer of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Company; and
  - b. to enter into contracts on behalf of the Company.
67. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

## **Disqualification and removal of directors**

68. The office of a director shall be vacated if:
- a. he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
  - b. he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - c. he 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 the Mental Health Act 1983 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 for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
  - d. he resigns his office by notice to the Company; or
  - e. he shall for more than three consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated; or
  - f. the members of the class which appointed the director according to Article 53 so resolve, by way

of simple majority, in their absolute discretion.

### **Directors' expenses**

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

### **Directors' conflict of interests**

70.

- a. The directors may, in accordance with the requirements set out in this Article, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his duty under Section 175 of the Act to avoid conflicts of interest.
- b. Any authorisation under this Article 70 shall be effective only if:
  - i. to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;
  - ii. any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
  - iii. the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.
- c. Any authorisation of a Conflict under this Article 70 may (whether at the time of giving the authorisation or subsequently):
  - i. extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
  - ii. provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;
  - iii. provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;
  - iv. impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
  - v. provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
  - vi. permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.

- d. Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict.
- e. The directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- f. A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- g. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:
  - i. may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
  - ii. 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
  - iii. 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.

71. For the purposes of Article 70:

- 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.

#### **Proceedings of directors – the Board**

72. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
73. 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 five. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum.
74. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
75. The directors may appoint one of their number, who must be a BID Levy Member, to be the

chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

76. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
77. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
78. Subject to Section 175 of the Act and Articles 70, 71 and 73 and provided he shall have complied with any terms or conditions imposed by the directors and disclosed his interest as required by the Act, a director may vote at any meeting of the Board or at any committee of the Board on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest. If such director shall vote on any such resolution as aforesaid, his vote shall be counted, and in relation to any such resolution as aforesaid, he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
79. 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 directors or of a committee of directors.
80. 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.
81. Without prejudice to the generality of Article 64 amongst the functions of the Board shall be to:
  - a. define and ensure compliance with the objectives of the Company;
  - b. establish policies and plans to meet those objectives;
  - c. approve each year's budget prior to publication;
  - d. establish and oversee a framework for delegation and control to employees, officer committees and sub-committees (as appropriate).
  - e. agree policies and make decisions on all matters that create a significant financial risk to the Company;
  - f. monitor the Company's performance in relation to these plans, budgets, controls and decisions;
  - g. appoint (and if necessary remove) the BID manager and any senior staff;
  - h. from time to time as they see fit (or if required by the Regulations) arrange meetings to which the BID Levy Members, Associate Members, Public Sector Members and Voluntary Members be

invited.

82. 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 decisions taken by the directors.

### **Secretary**

83. Subject to the provisions of the Act, if the Company (by ordinary resolution) chooses to appoint a secretary, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

### **Minutes**

84. The directors shall cause minutes to be made in books kept for the purpose:

- a. of all appointments of officers made by the directors; and
- b. of all proceedings at meetings of the Company and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

### **Accounts**

85. Every member shall be entitled during normal business hours to inspect and take copies of the Company's statutory accounts on giving not less than 24 hours written notice to the Company Secretary. The Company may make a reasonable charge for any copies taken by such member but otherwise shall not charge for facilities requested under this Article.

### **Notices**

86. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using an electronic form of communication to an address for the time being notified for that purpose to the person giving the notice. In this regulation, "address", in relation to an electronic form of communication, includes any number or address used for the purposes of such communications.
87. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using an electronic form of communication to an address for the time being notified to the company by the member. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using an electronic form, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company. In this regulation and the next, "address", in relation to an electronic form of communication, includes any number or address used for the purposes of such communications.
88. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
89. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic form of communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic form of communication, at the expiration of 48 hours after the time it was sent.



## **Indemnity**

90. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

## **Changes to the Articles**

91. Any changes to the Articles of Association shall require the passing of a special resolution by those members entitled to vote at a general meeting.

## **Members Liability**

92. The liability of the members is limited to £1.

93. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

94. 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 members of the Company, but shall be given or transferred to some other institution or institutions in the UK having objects similar to the Company, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Article 4, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to this provision, then to some other charitable object.

## **Rules**

95. The directors may from time to time make such rules (Rules) as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such Rules regulate:

- a. the admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated;
- b. ethical standards to be observed by directors and officers of the Company on Company business;
- c. the conduct of members of the Company in relation to one another and to the Company's employees;
- d. the procedure at general meetings and meetings of the directors and committees of the directors insofar as such procedure is not regulated by these Articles; and

- e. generally, all such matters as are commonly the subject matter of company rules.
96. The Company in general meetings shall have power to alter, add to or repeal the rules and the directors shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules, which shall be binding on all members of the Company.
97. No rule made under Article 95 shall be inconsistent with, or shall affect or repeal anything contained in these Articles.

**Exclusion of Model Articles**

98. The model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles are excluded from these Articles.

## **ANNEX 1**

### *Section 282 Companies Act 2006*

#### **“282 Ordinary resolutions**

1. An ordinary resolution of the members (or of a class of members) of a company means a resolution that is passed by a simple majority.
2. A written resolution is passed by a simple majority if it is passed by members representing a simple majority of the total voting rights of eligible members (see Chapter 2).
3. A resolution passed at a meeting on a show of hands is passed by a simple majority if it is passed by a simple majority of:
  - a. the members who, being entitled to do so, vote in person on the resolution, and
  - b. the persons who vote on the resolution as duly appointed proxies of members entitled to vote on it.
4. A resolution passed on a poll taken at a meeting is passed by a simple majority if it is passed by members representing a simple majority of the total voting rights if members who (being entitled to do so) vote in person or by proxy on the resolution.
5. Anything that may be done by ordinary resolution may also be done by special resolution.”

## ANNEX 2

### *Section 283 Companies Act 2006*

#### **“283 Special resolutions**

1. A special resolution of the members (or of a class of members) of a company means a resolution passed by a majority of not less than 75%.
2. A written resolution is passed by a majority of not less than 75% if it is passed by members representing not less than 75% of the total voting rights of eligible members (see Chapter 2).
3. Where resolution of a private company is passed as a written resolution:
  - a. the resolution is not a special resolution unless it is stated that it was proposed as a special resolution, and
  - b. if the resolution so stated, it may only be passed as a special resolution.
4. A resolution passed at a meeting on a show of hands is passed by a majority of not less than 75% if it is passed by not less than 75% of:
  - a. the members who, being entitled to do so, vote in person on the resolution, and
  - b. the persons who vote on the resolution as duly appointed proxies of members entitled to vote on it.
5. A resolution passed on a poll taken at a meeting is passed by a majority of not less than 75% if it is passed by members representing not less than 75% of the total voting rights of the members who (being entitled to do so) vote in person or by proxy on the resolution.
6. Where a resolution is passed at a meeting:
  - a. the resolution is not a special resolution unless the notice of the meeting included the text of the resolution and specified the intention to propose the resolution as a special resolution; and
  - b. if the notice of the meeting so specified, the resolution may only be passed as a special resolution.”