
PRIVATE COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
of
LUTON BID Limited

**PRIVATE COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
OF
LUTON BID Limited**

NAME

- 1 The Company's name is "LUTON BID Limited".

REGISTERED OFFICE

- 2 The Company's registered office is to be situated in England and Wales.

OBJECTS

- 3 The Company's objects (the "Objects") are:

- 4 The objects for which the Company is established are:

4.1 To enable local businesses in the Business Improvement District of Luton town centre to associate together in supporting and funding projects which address specific requirements in the Business Improvement District of Luton town centre with the object of advancing and improving the commercial environment within Luton town centre.

4.2 to do all such other things as are consistent with the above as the directors, in their absolute discretion, determine from time to time.

APPLICATION OF INCOME AND PROPERTY

- 5 The income and property of the Company shall be applied solely towards the promotion of the Objects and no part 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 nothing in this clause shall prevent any payment in good faith by the Company:

5.1 of reasonable and proper remuneration for any services rendered to the Company by any Member, officer or servant of the Company;

5.2 to any Director for reasonable out-of-pocket expenses;

5.3 of interest on money lent by any Member of the Company at a reasonable and proper commercial rate

LIMITED LIABILITY

6 The liability of the Members is limited.

CONTRIBUTIONS IN THE EVENT OF WINDING-UP

7 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company’s assets if it should be wound up while he is a member or within one year after he ceases to be a member for payment of the Company’s debts and liabilities 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

DISTRIBUTION OF ASSETS ON WINDING-UP OR DISSOLUTION

8 If there is any property of the Company remaining after all the Company’s debts and liabilities have been paid or satisfied, it must not be paid or transferred to any or all of the Members of the Company. Instead it must be paid or transferred to one or more companies, organisations or institutions that exist for purposes similar to the Objects, each of which has restrictions in its constitution or governing instrument on the distribution of profits and surpluses that are as least as restrictive as those in this memorandum of association. The companies, organisations or institutions will be nominated by the directors of the Company and approved by the Members of the Company at or before the winding up or dissolution. If the directors are unable to identify any similar companies, organisations or institutions then they may pay or transfer the surplus to any charity or charities or some other charitable object.

We, the undersigned persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association.

NAMES AND ADDRESSES OF SUBSCRIBERS

SIGNATURE OF SUBSCRIBER 1

MARK ROBERT BROADHEAD

WITNESS TO THE ABOVE SIGNATURE

SIGNATURE

NAME:

ADDRESS:

Signature of Subscriber 2

CLIVE WILLIAM KING

WITNESS TO THE ABOVE SIGNATURE

SIGNATURE

NAME:

ADDRESS:

Signature of Subscriber 3

GAVIN O'BRIEN

PRIVATE COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of
LUTON BID Limited

**PRIVATE COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION**

OF

LUTON BID LTD

- 1 In these articles (the "Articles") "Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985/805) as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2826), and as otherwise amended prior to the adoption of these Articles, and except to the extent that they are excluded and modified by these Articles and, together with these Articles, shall constitute the articles of association of the Company, to the exclusion of all other regulations and articles.

INTERPRETATION

- 1 Unless the context otherwise requires, words and expressions which have particular meanings in Table A or in the Act have the same meanings in these Articles. The definition of "the holder" in regulation 1 of Table A shall not apply.
- 2 In these Articles:
- (a) "Act" means the Companies Act 1985 to the extent the same is applicable and in force from time to time and/or (as the case may be) and the Companies Act 2006 to the extent the same is applicable and in force from time to time;
 - (b) "BID" means a Business Improvement District as set out in the Regulations;
 - (c) "BID Area" means the area within which the Company operates the BID;
 - (d) "BID Levy" means the charge to be levied and collected against the BID Levy Payers within the BID Area;
 - (e) "BID Levy Payers" means those who are responsible for paying the BID Levy;
 - (f) "BID Members" means those Members of the Company who are non-domestic ratepayers responsible for paying the BID Levy;
 - (g) "BID Proposal" means the plan voted for by the BID Members which sets out the objectives of the BID;
 - (h) "Board" means the Directors of the Company acting collectively;
 - (i) "Clear Days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect;
 - (j) "Director" means a director of the Company acting individually;
 - (k) "document" includes, unless otherwise specified, any document sent or supplied in electronic form;
 - (l) "electronic form" has the meaning given in section 1168 of the Companies Act 2006;

- (m) "Members" means the BID Members and Voluntary Members collectively;
 - (n) "Memorandum" means the Memorandum of Association of the Company;
 - (o) "Office" means the registered office of the Company;
 - (p) "Regulations" means the Business Improvement Districts (England) Regulations 2004 (as amended from time to time);
 - (q) "Secretary" means any person appointed to perform the duties of the Secretary of the Company;
 - (r) "the United Kingdom" means Great Britain and Northern Ireland;
 - (s) "Voluntary Members" means persons who are not BID Members but who agree to make voluntary payments to the Company for the purposes of securing or procuring the objectives of the BID Proposals and the Company and, in this regard, enter into the Voluntary Membership Agreement;
 - (t) "Voluntary Membership Agreement" means an Agreement to be entered into between a person applying to be a Voluntary Member and the Company which sets out the basis of Membership of the Company and the terms of the annual subscription payable
- 4 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- 5 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.
- 6 Words importing gender shall mean and include any other gender and words importing persons shall include corporations and natural persons.

MEMBERS

- 7 The subscribers to the Memorandum shall be the first Directors of the Company and shall also be the first members of the Company provided that they shall all be required to resign as members as soon as the first BID Member or Voluntary Member is admitted.
- 8 BID Members and Voluntary Members shall be entitled to be admitted as a Member upon payment of the BID Levy or in the case of a Voluntary Member, the applicant has entered into a Voluntary Membership Agreement (unless a requirement for that person to pay has been expressly waived by the Directors).
- 9 There is no limit to the number of Members.
- 10 An application for Membership may be approved or rejected by the Board except in the case of BID Members where the Board must admit the Member. The Board shall have the right for good and sufficient reason to terminate the Membership of any Member (including for the avoidance of doubt, a BID Member) provided that the Member concerned shall have a. right to be heard before a final decision is made and that any proposal to remove a Member is dealt with in accordance with such procedures as may be in place from time to time dealing with this. A Member may withdraw as a Member of the Company on giving written notice to the Secretary, provided that

whether a Member resigns or is removed, no refunds on any subscriptions paid (whether through the BID Levy, under a Voluntary Membership Agreement or otherwise) shall be refundable to the Member.

GENERAL MEETINGS

- 11 The Company shall each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 12 The Board may whenever it thinks fit convene an extraordinary general meeting, and extraordinary general meetings shall also be convened if requisitioned by Members as provided by the Act.

NOTICE OF GENERAL MEETINGS

- 13 All general meetings and meetings called for the passing of a special resolution shall be called by at least fourteen Clear Days' notice in writing, provided that a general meeting may be called by shorter notice if it is so agreed:
 - 13.1 in the case of the annual general meeting, by all the Members entitled to attend and vote at it; and
 - 13.2 in the case of any other general meeting, by a majority of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.
- 14 The notice shall specify the place, the day and the hour of meeting, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. Notice shall be given, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company.
- 15 Notice of every general meeting shall be given to:
 - 15.1 every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for giving of notices to them;
 - 15.2 the auditor for the time being of the Company;
 - 15.3 each Director.

PROCEEDINGS AT GENERAL MEETINGS

- 16 The business to be transacted at an annual general meeting shall include the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the confirmation of the election of Directors and the appointment of, and the fixing of the remuneration of, the auditors.

- 17 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Five voting Members who are present in person shall be a quorum.
- 18 If within half an hour from the time appointed for the meeting a quorum is not present, or, if during a meeting a quorum ceases to be present, the meeting shall be adjourned to such other day and at such other time and place as the Board determines. If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the Members present will be a quorum.

CHAIR

- 19 The Directors shall elect a Chair who shall hold office until the first annual general meeting and thereafter the Chair shall be elected by the Board at the first Board meeting after the AGM and shall hold office for one year from the date of appointment unless by a vote of two thirds of the Directors present and entitled to vote, he is removed from office before that time. If and as long as the position of Chair is vacant, the Directors may appoint one of their number to be Chair. The Chair shall be entitled to preside at all meetings of the Board and at all general meetings of the Company at which he shall be present, but if no such Chair is in post, or, if at any meeting the Chair is not present within five minutes after the time appointed for holding the meeting and/or is unwilling to preside, the Board shall choose one of their number to be Chair of the meeting.
- 20 If, at a general meeting, no director is willing to act as Chair 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.
- 21 The Chair may, with the consent of any general 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 other business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise, it shall not be necessary to give notice.

RESOLUTIONS

- 22 At any general meeting, a resolution put to the vote of the 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 demanded:
- 22.1 by the Chair; or
- 22.2 by at least two Members present and having the right to vote at the meeting; or
- 22.3 by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting,
- and a demand by a person as proxy for a Member shall be the same as a demand by the Member.
- 23 Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect

- 24 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chair. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 25 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote in addition to any other vote he may have.
- 26 A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the Chair of the meeting directs, not being more than thirty days after the poll is demanded, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 27 Subject to the provisions of the Act, a resolution in writing signed by authorised representative of all the Members entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held and may consist of several instruments in like form each executed by authorised representatives of Members.
- 28 No notice need be given of a poll not taken immediately if the time and the place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

- 29 Subject to Article 25, every Member shall have one vote. The Board may make arrangements for postal voting on such terms and conditions as it thinks fit.
- 30 No Member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Company have been paid.
- 31 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 Chair whose decision shall be final and conclusive.
- 32 A vote given or poll demanded by the duly authorised representative of a Member organisation 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 registered office 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.

AUTHORISED REPRESENTATIVES

- 33 All Members of the Company shall, by resolution of their committee or other governing body or under such other form of authority as is sufficient for such Member, authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the Member (being an organisation) which he represents as that Member could exercise if it were an individual Member of the Company.

HONORARY OFFICERS

- 34 The Board shall have the power, at its sole discretion to appoint honorary officers including but not limited to a President or a Patron ("Honorary Officers").
- 35 The Board shall be entitled to appoint Honorary Officers for life or such other term of appointment as the Board may decide.
- 36 Honorary Officers shall not be entitled to attend meetings of the Board, but may attend if invited by the Board, and shall be entitled to attend general meetings of the Company but not to vote at the same or count towards the quorum.

DIRECTORS

- 37 Unless otherwise determined by the Board from time to time, the Board shall be between 3 and 9 people and shall comprise the following:
- 37.1 up to 7 individuals representative of BID Members and who shall at any time represent more than one half of the Board;
- 37.2 up to 2 individuals representative of partnership organisations including but not limited to Luton Borough Council ("Local Authority Directors") and shall at no time represent more than one third of the Board;
- 37.3 up to 2 individuals representative of the Voluntary Members (the "Voluntary Member Directors") and shall at no time represent more than a third of the Board;
- 37.4 up to 2 such individuals who, in the view of the Board, have particular skills or experience which will assist the Company to promote its Objects (the "Independent Directors") and who shall at no time represent more than one third of the Board;
- 38 The first Directors shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act, who shall be deemed to have been appointed under these Articles. Future Directors shall be appointed as provided in Appendix A to these Articles and otherwise in accordance with these Articles.
- 39 The Directors may be paid all reasonable out of pocket and other expenses properly incurred by them in attending and returning from Board meetings or general meetings of the Company or in connection with the business of the Company.

POWERS AND DUTIES OF THE DIRECTORS

- 40 The business of the Company shall be managed by the Board who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in general meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in general meeting; but no such regulation shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- 41 All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine.
- 42 The Board shall arrange for minutes to be made:
- 42.1 of all appointments of officers made by the Board;
- 42.2 of the names of the Directors present at each Board meeting; and
- 42.3 of all resolutions and proceedings at all meetings of the Company.

ELECTION AND RETIREMENT OF DIRECTORS

- 43 The process for nominating new directors and re-electing existing directors who are retiring at an annual general meeting is set out in Appendix A to these Articles.
- 44 At each annual general meeting, the Board shall confirm the names of the Directors who have been elected or in the case of the Local Authority Directors nominated to serve for the following year in accordance with these Articles.
- 45 The Directors shall have power at any time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election. Where a casual vacancy arises, Directors shall use their reasonable endeavours to appoint a co-optee representative of the same group as the Director who has resigned or has been otherwise removed but otherwise shall co-opt an individual with relevant experience or expertise generally.
- 46 No person may be appointed as a Director;
- 47 unless he has attained the age of 18 years; or
- 48 in circumstances such that, had he already been a Director, he would have been disqualified from acting under the provisions of Article 50.
- 49 The Local Authority Directors shall be elected members proposed by the Board and approved by the relevant local authorities to serve for such period of office as shall be confirmed by such local authority. A written confirmation delivered by the chief executive of such local authority to the Secretary shall agree or otherwise, who has been proposed by the Board as the local authority's nominee and for what period of time. Such nominees shall always be elected members and the

appointment of such nominee shall be subject to formal approval of the Directors. Each local authority may remove and replace the Local Authority Directors at any time provided written notice is given to the Secretary and provided that the appointment of any new nominee for such local authority shall be subject to the consent of the Directors.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 50 A Director shall cease to hold office if:
- 51 he ceases to be a Director by virtue of any provision in the Act or is disqualified from acting as a Director by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); or
- 52 A person ceases to be a director as soon as—
- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - (b) a bankruptcy order is made against that person;
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 53 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 54 he resigns his office by written notice to the Company; or
- 55 the organisation which the Director represents moves out of the BID Area and the Board resolves that the Director concerned should retire provided that, in this case, the individual concerned may apply to be an Independent Director or may become a Voluntary Member and apply to be a Voluntary Director, if he so chooses;
- 56 he is absent without the agreement of the Board from all their meetings held within a period of six months or more than 50% of meetings over a 12 month period and the Board resolves that his office be vacated; or
- 57 he is removed from office by a three-quarters majority vote of the Directors at a special meeting called for that purpose, when in the opinion of the Board and having given the Director concerned an opportunity to make representations to the Board, it appears that the Director in question is acting in a manner detrimental or prejudicial to the well being of the Company.

DIRECTORS' INTERESTS

- 58 Directors may undertake any services for the company that the directors decide. Directors are entitled to such remuneration as the directors determine:
- 58.1 for their services to the company as directors, and
 - 58.2 for any other service which they undertake for the company.
- 59 Whenever a Director has any kind of interest in a matter to be discussed by the Board which may conflict with the interests of the Company, the Director concerned must declare an interest in the item under discussion, and if appropriate and relevant to the matter being considered, withdraw

PROCEEDINGS OF THE BOARD

60 The Board shall meet a minimum of 3 times in each calendar year.

61 Participation in directors' meetings:

Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

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

If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

62 Subject to the provisions of the Articles, the Board may regulate its proceedings as it sees 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 on a proposed resolution, the Chair shall have a second or casting vote.

63 The quorum for the transaction of the business of the Board shall be fixed at three Directors or one half of the Board whichever is the lower.

64 The Board may act notwithstanding any vacancies in its 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.

65 The Directors may, at their option, invite such persons as they choose to attend some or all board meetings as observers provided that such persons shall have no rights to vote at board meetings.

66 Directors may delegate

Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

(a) to such person or committee;

(b) by such means (including by power of attorney);

(c) to such an extent;

(d) in relation to such matters or territories; and

(e) on such terms and conditions;

as they think fit.

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

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

- 67 All acts done by the Board, or by a committee of the Board, shall, notwithstanding that it be afterwards discovered that there was defect in the appointment of any Director or that any of them were disqualified from holding office, or has vacated office, or were not entitled to vote, be as valid as if every such person has been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
- 68 A resolution in writing, signed by all the Directors, entitled to receive notice of a meeting of the Board, shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors. Subject to such a meeting being practical, any Director may validly participate in a meeting of the Directors through the medium of telephone or video conference or any other form of electronic communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting and provided that the majority of directors are content to participate in a meeting in that manner. A person so participating shall be deemed present at the meeting and shall accordingly be counted in a quorum and be entitled to vote. A resolution passed at any meeting held in such manner and signed by the chair of the meeting shall be valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.
- 69 The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

NOTICES

- 70 Any notice to be given to or by any person pursuant to the Articles must be in writing or must be given using electronic communication.
- 71 The Company may give notice to a Member either:
- 71.1 personally; or
 - 71.2 by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
 - 71.3 by leaving it at the address of the Member; or
 - 71.4 by giving it using electronic communication to the Member's address.
- 72 A 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.
- 73 A Member present in person 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.
- 74 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

75 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

76 A notice shall be deemed to be given:

76.1 48 hours after the envelope containing it was posted; or

76.2 in the case of an electronic communication, 48 hours after it was sent.

77 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

SECRETARY

78 The Board may appoint (and may remove) any person to act as Secretary in accordance with the Act provided that if a Director is appointed he shall not be paid.

ACCOUNTS

79 Accounts shall be prepared in accordance with the Act.

INDEMNITY

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

RULES OR BYE LAWS

81 The Directors may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Membership, and in particular but without prejudice to the generality of therefore going, it may by such Rules or Bye Laws regulate:

82 the admission and classification of Members of the Company, 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 and the entrance fees, subscriptions and other fees or payments to be made by Members;

- 82.1 the conduct of Members of the Company in relation to one another, and to the Company's employees;
- 82.2 the procedure at general meetings and meetings of the Board and sub Committees in so far as such procedure is not regulated by these Articles; and
- 82.3 generally, all such matters as are commonly the subject matter of Company rules.
- 83 The Company in general meeting shall have power to alter, add to or repeal the Rules or Bye Laws and the Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such Rules or Bye Laws, which, so long as they shall be in force, shall be binding on all Members of the Company provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles.

NAMES AND ADDRESSES OF SUBSCRIBERS

Signature of Subscriber 1

Witness to the above signature

Signature

Name:

Address:

Signature of Subscriber 2

Witness to the above signature

Signature

Name:

Address:

APPENDIX A

PROCEDURE GOVERNING THE ELECTION AND RETIREMENT OF DIRECTORS

- 1 The Board shall initially be constituted on a voluntary basis by representatives of Bid Members, Voluntary Members and Local Authority Directors.
- 2 At the annual general meeting, one third of the Directors (excluding the Local Authority Director who shall be exempt from the retirement by rotation provisions within the Articles) shall retire but will be eligible for reappointment without requirement for nomination.
- 3 Those Directors to retire by rotation shall be decided amongst the Directors or, in the absence of one third being identified, shall be determined on an alphabetical basis, with those surnames beginning at the start of the alphabet retiring first.
- 4 Letters will be sent out to all Members in advance of the AGM telling them which Directors are being retired and whether that individual is willing to restand. The letter will also ask Members whether they wish to nominate anyone to stand against the incumbent (if the incumbent is offering himself again for election) or to take up the vacant post, (if the incumbent is withdrawing).
- 5 Any person being nominated by a Member must have an interest in or represent a Membership organisation and must sign a letter indicating his or her willingness to act at the time his name is put forward for nomination. The Board may nominate an individual if it believes that person has a special interest in the BID area and has experience and qualification which the Board considers to be of benefit to the Board and/or Subcommittees. The Company will verify all nominations received to ensure that they are validly made by a Member, eligible to nominate.
- 6 There will be a closing date for receipt of all nominations.
- 7 When all nominations are received, the Company will prepare ballot papers setting out the categories of director posts to be filled and the list of candidate names against these categories.
- 8 Members will be sent notice of the date and venue for the election of directors (which may be held on the day of the AGM or before the AGM). A person who becomes a member after the dispatch of the ballot papers will not be entitled to vote on the director appointments for that AGM.