

The Companies Act 2006

Private Company Limited by Guarantee

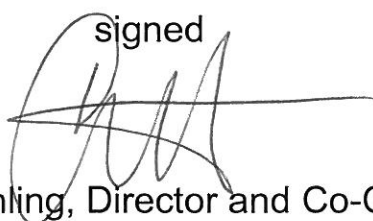
Articles of Association of Kings Heath BID Ltd

Registered in England and Wales no. 05785221.

Registered office: 1a Station Road, Kings Heath, Birmingham B14 7SR

These Articles of Association replace the previous ones that were adopted on
1st October 2014.

These Articles were adopted at an Extraordinary General Meeting of the
members of Kings Heath BID limited on 20th June 2018.

signed


Brett Rehling, Director and Co-Chair

Articles of Association of Kings Heath BID Limited

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**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
KINGS HEATH BID LIMITED**

PART ONE – INTERPRETATION LIABILITY AND OBJECTS

1. INTERPRETATION

1.1. In these Articles the following expressions have the following meanings unless inconsistent with the context:

"2006 Act"	the Act means the Companies Act as defined in Section 2 of the Companies Act 2006 namely Parts 1 to 39 and Parts 45-47 and Part 2 of the Companies Act 2004 (audit, investigations and community enterprise);
"These Articles"	these Articles of Association of the Company as amended from time to time;
"Authorised Person"	Means a person authorised by a Corporate member to act on behalf of that member and to vote at General Meetings.
"Bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
"BID Area"	the Kings Heath area of Birmingham designated as a Business Improvement District pursuant to the Local Government Act 2003 and the Business Improvement Districts (England) Regulations 2004 (SI 2004/2443) and as described in the BID Proposal;
"BID Levy"	the charge to be levied and collected from the BID Levy payers in the BID Area;
"Bid Levy Payer"	A person or organization that is liable to pay the BID Levy
"BID Members" "Member"	those Members of the Company who are non-domestic ratepayers responsible for paying the BID Levy;
"BID Proposal"	the BID proposal with respect to the Kings Heath BID;
"Business Day"	any weekday which is not a public holiday;
"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;
"Company"	means the Company intended to be regulated by these Articles of Association;

"Corporate Levy Payer"	Means a body corporate, partnership, Limited Liability Partnership, unincorporated association and voluntary or public-sector body which is liable to pay the Bid Levy
"Corporate Member"	Means a body corporate, partnership, Limited Liability Partnership, unincorporated association and voluntary or public-sector body, which (a) has a business address within the BID area and, (b) which is liable to pay the Bid Levy and (c) which has been admitted as a member of the Company.
"Director"	means a Director of the Company, and includes any person occupying the position of Director, by whatever name called;
"Direct Payment"	a payment of Company funds (except for expenses legitimately incurred by a Director in carrying out his duties as a Director) to a Director or to a Company or Business in which the Director has any interest of from which the Director receives any valuable benefit;
"Electronic means"	electronic means has the meaning given in section 1168 of the 2006 Act;
"Eligible Directors"	Directors who would have been entitled to vote on the matter had it been proposed as resolution at a Director's meeting;
"Individual Levy Payer"	Means a natural Person who is personally liable to pay the BID Levy.
"Individual Member"	Means a natural Person which (a) has a business address within the BID area and (b) is liable to pay the Bid Levy and has been admitted as a member of the Company.
"Local Authority Person"	means a person who is associated with a local authority for the purposes of Section 69 of the Local Government and Housing Act 1989 which includes a Member of a local authority or an officer of a local authority or a person who has been a Member of a local authority within the proceeding four years or a person who is both an employee of a Company under the control of the local authority or a Director or officer of that Company;
"Ordinary resolution"	has the meaning given by Section 282 of the Companies Act 2006;
"relevant Director"	means any Director or former Director of the Company or an associated Company.

"relevant loss"	means any loss or liability which has been or may be incurred by a Relevant Director in connection with that Director's duties or powers in relation to the Company, any associated Company or any pension fund or employees' share scheme of the Company or associated Company
"Seal"	means the common Seal of the Company;
"Special resolution"	has the meaning given by Section 283 of the Companies Act 2006;
"Statutes"	the Companies Acts as defined in section 2 of the 2006 Act and every other statute, order, regulation or other subordinate legislation in force from time to time relating to companies and affecting the Company;
"Strategic Agency;"	means any government body, public sector body or regional body within the UK;
"Subsidiary"	has the meaning given in Section 1159 of the Companies Act 2006;
"United Kingdom"	Great Britain and Northern Ireland;
"Working Day"	Means any day except a public holiday a Saturday or a Sunday.
"Writing"	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

- 1.2. Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Statutes but excluding any statutory modification of the same not in force when these Articles become binding on the Company.
- 1.3. References to any statute or statutory provision include, unless the context otherwise requires, a reference to that statute or statutory provision as modified, replaced, re-enacted or consolidated and in force from time to time and any subordinate legislation made under the relevant statute or statutory provision.
- 1.4. In these Articles, unless expressly stated to the contrary the masculine includes the feminine and the singular, the plural.

2. LIABILITY OF MEMBERS

- 2.1. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:
 - 2.1.1. payment of the Company's debts and liabilities contracted before he ceases to be a Member;
 - 2.1.2. payment of the costs, charges and expenses of winding up; and

- 2.1.3. adjustment of the rights of the contributories among themselves.

3. OBJECTS OF THE COMPANY

3.1. The objects of the Company shall be to:

- 3.1.1. secure or procure the objectives and aspirations set out in the BID business plan;
- 3.1.2. devise and undertake town centre management of activities, which will promote the economic development and well-being of the levy paying businesses within the BID area and improve the environment of the BID areas;
- 3.1.3. promote the BID area as a centre for shopping, commercial, cultural, entertainment, leisure and tourism activities;
- 3.1.4. assist in developing existing, and attracting, new investment to the BID area from the public and private sectors and from any other appropriate source for the furtherance of the Objects;
- 3.1.5. establish and encourage partnership and co-ordination between those in the public and private sectors having an interest in the BID area (such as private individuals, business and property owners and the local authority) and to co-ordinate and focus the efforts of such parties;
- 3.1.6. maintain and improve the quality and viability of the BID area and to bring benefits to the businesses in the BID area through collaboration where appropriate;
- 3.1.7. promote schemes to improve the environmental quality of the BID area;
- 3.1.8. participate in and contribute to any (as the Directors may, in their sole discretion determine) appropriate forum to study and exchange ideas for town centre management, funding, planning and general improvement;
- 3.1.9. cause to be written, printed, published or otherwise reproduced, issued and circulated, in hard copy or in electronic form or otherwise, the Objects by means of the internet, guides, journals, exhibitions, meetings, lectures, seminars and broadcasts, newspapers, periodicals, books, leaflets, reports or other documents;
- 3.1.10. improve street management in the BID area and raise the standards of appearance to ensure the BID area is bright, clean and welcoming. Where the street management is already adequate, to maintain the same to an acceptable standard;
- 3.1.11. improve safety in the BID area, working with appropriate Community Safety Partnerships and agencies where appropriate. Where safety is already adequate, to maintain the same to an acceptable standard;
- 3.1.12. improve access to the BID area and therefore make a difference to people's experience of working and visiting the area by making better use of existing facilities;
- 3.1.13. procure, promote or carry out any (as the Directors shall in their sole discretion determine) form of entertainment in the BID area; and
- 3.1.14. develop marketing events to raise the profile of the BID area;
- 3.1.15. Maintain control of the Company budget and spend the funds of the Company in pursuance of the above objectives.

PART TWO – DIRECTORS

4. DIRECTORS' POWERS AND RESPONSIBILITIES

- 4.1. Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they 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.
- 4.2. 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:
- 4.3. To expend the funds of the Company in such a 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
- 4.4. To enter into contracts (including employment contracts) on behalf of the Company;
- 4.5. To act as spokesman on behalf of the Company and the BID area including (as may be necessary): dealing with the press and other media; answering (if it appears to them appropriate to do so) reasonable questions put to it by local and national government and their officers.

MEMBERS' RESERVE POWER

- 4.6. The Members may, by resolution at the Annual or a General Meeting, direct the Directors to take, or refrain from taking, specified action. No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

DELEGATION

- 4.7. Subject to the Articles, the Directors may, by resolution of the Board, delegate any of the powers which are conferred on them under the Articles:
 - 4.7.1. to such person or committee;
 - 4.7.2. by such means (including by power of attorney);
 - 4.7.3. to such an extent;
 - 4.7.4. in relation to such matters or territories; and
 - 4.7.5. on such terms and conditions as they think fit.
- 4.8. 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 delegate any of their powers to any committee. They may also delegate to any BID Manager or any Director holding any other executive office.
- 4.9. Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors. The Directors may make rules of procedure for all or any committees outlined in terms of reference, which prevail over rules derived from the Articles if they are not consistent with them.
- 4.10. The Directors may revoke any delegation in whole or part or alter its terms and

conditions however such revocation shall (in the absence of a specific Board resolution expressly stating it) not reverse or affect any prior decision taken as a result of delegated authority.

DECISION MAKING

4.11. Decisions made at any Board meeting will be decided by a majority of votes with each Director having one vote.. If the number of votes for and against a proposal are equal, the Chairman shall have a second or casting vote. This does not apply if, in accordance with the Articles, the Chairman or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes. Decisions outside of meetings will only take place in the form of a "Minuted Written Decision" if there is:

- 4.11.1. urgent business to be agreed or
- 4.11.2. business of a routine nature which does not require discussion, and;
- 4.11.3. it is not practical to call a Special Directors Meeting. The Minuted Written Decision must be distributed to all Directors at least 48 hours prior to the request to sign the decision form to allow time for the Directors to discuss and/or consider the matter. Decisions by Minuted Written Decision' will be decided by majority.

RECORD KEEPING

4.12. The Directors shall ensure that the Company keeps a record, in writing or electronic form, for at least 10 years, of every decision taken by the Directors either at Board meetings, Members meetings or written decisions. The minutes at any Board meeting will be taken by the Town Centre Manager or, in their absence, by a Directors The archiving of the minutes will be maintained by the Town Centre Manager.

5. PROCEEDINGS AT BOARD MEETINGS

CALLING A DIRECTORS' MEETING

- 5.1. Board meetings may be called by the chairperson or vice-chairperson by giving not less than five working days' notice of the meeting (or such lesser notice as all the Directors may agree) to the Directors or by authorising the Company secretary (if any) or BID Manager to give such notice.
- 5.2. There shall be no upper limit on the number of times the Board of Directors shall meet however they must meet:
 - 5.2.1. as frequently as may be necessary to effectively deal with Company business and;
 - 5.2.2. in any case no less frequently than once every quarter.
- 5.3. Board meetings may be called as follows:
 - 5.3.1. **Routine Meetings.** A routine meeting shall be called either as a result of a planned series of meetings or as a result of a decision of a previous board meeting. In such case the service of the minutes of the Board Meeting at which the Routine Meeting was agreed shall be deemed to be sufficient notice of the meeting to the Director.
 - 5.3.2. **Extraordinary Meetings.** An Extraordinary meeting shall be called by a Director (or Directors) by causing notice of the meeting to be circulated to the Directors.
- 5.4. Notice of any Extraordinary Directors' meeting must be given to each Director but need not be in writing. However if it is not in writing then a record must be kept of the notice, the date and time of the notice, who gave it and to whom it was transmitted The notice must include the following information:

- 5.4.1. The proposed date and time of the meeting;
 - 5.4.2. Where it is to take place;
 - 5.4.3. Who has called the meeting and the business to be discussed; and
 - 5.4.4. If it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 5.5. A Director may give instructions setting out whether they wish to be notified of Board meetings by electronic, written or telephone methods. The Company shall keep a record of such instructions. A notice given in accordance with those instructions is deemed to have been properly given and received.
- 5.6. Where notice has validly been given in accordance with these Articles and for any reason out of the control of the Company it is not received by a Director or Directors until after the meeting has been held, then unless the Director (or Directors) were deliberately excluded (the burden of proof being on the excluded Director) that does not affect the validity of the meeting, or of any business conducted at it.

PARTICIPATION IN DIRECTORS' MEETINGS

- 5.7. Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, meeting for which valid notice has been given when:
- 5.7.1. the meeting has been called and takes place in accordance with the Articles; and
 - 5.7.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 5.8. 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 (in their sole discretion) decide that the meeting is to be treated as taking place wherever may appear appropriate to them at the time.

CHAIRING OF DIRECTORS' MEETINGS

- 5.9. The Directors shall appoint a Director to chair their meetings with the person so appointed known as "The Chairperson". If the Chairperson is not present at a Directors' meeting within ten minutes of the time at which it was to start or he otherwise refuses or is unable to participate in the business of the meeting the participating Directors must appoint one of themselves to chair it.
- 5.10. The Directors may terminate the Chairperson's appointment at any time as may the Members in General Meeting by Ordinary Resolution. Where a Director has been removed as Chairman by the Members the Directors may not reappoint him without a supporting resolution from the Members

6. NUMBER AND APPOINTMENT OF DIRECTORS

- 6.1. In determining the composition of the board of Directors, due consideration shall be given to ensuring that the Membership of the board is as representative of the area included within the Kings Heath BID as reasonably possible. Factors which should be taken into consideration to ensure compliance with this provision include Gender, Ethnicity, Business sector, Age, and location within the BID area.
- 6.2. Only Members of the BID Company can be Directors of the Company.
- 6.3. No person shall act as a Director who is under the age of 18.
- 6.4. There shall be a maximum of 15 Directors. In the event that a Director resigns, retires or is dismissed (otherwise than at the expiry of his term of office) the Directors may appoint a replacement (and shall do so if the Board is no longer

quorate) and seek the Members' ratification of such appointment at the next General Meeting. Notwithstanding the above, if the number of Directors is less than 9 the Directors shall actively seek to appoint new Directors to increase their number.

- 6.5. No official or representative of the Local Authority shall be appointed as a Director of the Company (unless they be also entitled to stand as BID levy payers) if by virtue of such appointment the local authority Directors will together constitute 20% or more of the total number of Directors and cause the Company to be deemed to be a regulated Company
- 6.6. Any person who is willing to act as a Director, is permitted by law and these Articles to do so and who can be said to represent the BID area and the business community within the area, may be appointed to be a Director. A Director may be appointed:
 - 6.6.1. by ordinary resolution of the Members in General Meeting, or
 - 6.6.2. by a decision of the Directors.
- 6.7. A Director appointed by a decision of the Directors may hold his position only until the next General Meeting at which time the Members shall vote upon an ordinary resolution ratifying his appointment.
- 6.8. Any person who:
 - 6.8.1. has been dismissed from the Board for disciplinary reasons or;
 - 6.8.2. has been removed by the Members in General Meeting

is not thereafter eligible for appointment as a Director of the Company for a period of 5 years, from the date of their dismissal except by a further vote of the Members in General Meeting.

NON-DIRECTOR ATTENDEES AT BOARD MEETINGS

- 6.9. The Town Centre Manager and Company Secretary (if any) shall be entitled to attend (but not to vote) at any meeting of the Board of Directors unless the Directors shall in, their sole discretion, vote to exclude them from part of all of a specific meeting.
- 6.10. The Board shall(in its sole discretion,) be entitled to invite any:
 - 6.10.1. individual or
 - 6.10.2. organisation or body to send a representative

to attend and speak at meetings of the Board provided that a person so invited shall not be permitted to vote at the meeting, nor (unless otherwise qualified to do so) become a Director. For the avoidance of doubt, any person, not being a bona fide Director, invited to a Board meeting, will not be allowed to be present or see papers for the 'reserved' section of the Board meeting, unless it is agreed by the Directors at the meeting.

7. QUORUM FOR DIRECTORS' MEETINGS

- 7.1. The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be lower than four
- 7.2. At a Directors' meeting, unless a quorum is present, no proposal is to be voted on, except:
 - 7.2.1. a proposal to call another meeting; or
 - 7.2.2. a proposal to appoint further Directors; or
 - 7.2.3. a proposal to call a General Meeting so as to enable the Members to appoint further Directors.

- 7.3. If, as a consequence of section 175(6) of the 2006 Act (which relates to the duty to

avoid conflicts of interest) a Director is precluded from voting or cannot be counted in the quorum for a vote on any issue at a Directors' meeting then the following shall apply:

- 7.3.1. if the number of Directors present and eligible to vote is four or more then the meeting is quorate and a vote of the eligible Directors will bind the Company
- 7.3.2. if the eligible Directors participating in the meeting is less than 4 then the quorum for the purposes of the meeting shall be reduced by one for each Director who cannot vote or be counted in the quorum save that no decision may be made by a sole eligible Director; and
- 7.3.3. if the eligible Directors participating in the meeting is one or none then the meeting must be adjourned until a date when sufficient eligible Directors will be available or if this is not possible to a General Meeting of the Members to enable the Members to authorise the Directors to act. For the avoidance of doubt a sole director may not make any decisions except for those set out in Article 7.2 above.

8. DIRECTORS' CONFLICTS OF INTEREST

- 8.1. For the avoidance of doubt Article 8 shall not apply to a Conflict of Interest arising under Section 175 of the Act by reason of a Director being a Levy Payer or the director or employee of a Levy Payer and any such Conflict of Interest is hereby authorised.
- 8.2. A director must declare a Conflict of Interest in relation to any decision to be taken by the Directors if:
 - 8.2.1. he, or any business which he represents will, expects to or may accrue any benefit (including, but not necessarily limited to, financial benefit) specifically from that particular decision and;
 - 8.2.2. that benefit will not be experienced by a majority of Bid Levy Payers.
- 8.3. For the purposes of Article 8, a "Conflict of Interest" includes a conflict of interest and loyalty. A conflict of interest and loyalty includes both direct and indirect interests. When acting as directors of the Company Directors must make their decisions only in the interests of The Company.
- 8.4. Whenever a Director finds themselves in a situation that will, or is reasonably likely to, give rise to a Conflict of Interest, he must declare that interest to the Directors.
- 8.5. If any question arises in relation to whether a Director has or may have a Conflict of Interest under Article 8.2, the matter shall be decided by a majority decision of the other Directors.
- 8.6. Whenever a matter is to be discussed at a meeting or decided by a written minuted decision (see Article 4.11) and a Director has a Conflict of Interest under Article 8.2 in respect of that matter then, subject to Article 8 they must;
 - 8.6.1. remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;
 - 8.6.2. not be counted in the quorum, in accordance with Article 7, for that part of the meeting and;
 - 8.6.3. withdraw during the vote and have no vote on the matter.
 - 8.6.4. in the case of a Minuted Decision neither comment nor vote on the Decision
- 8.7. When a Director has a Conflict of Interest under Article 8.2 which they have declared to the Directors, he shall not be in breach of his duties to the Company by

withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him. However, the Director shall declare to the other directors that he is withholding confidential information, the reason he is withholding it and the general nature of the information withheld. The Directors shall record this in the minutes and shall take it into account when considering the matter.

Directors' powers to authorise a Conflict of Interest

- 8.8. Subject to Article 8.12 below The Directors may authorise a Director to act in any situation which would, if not authorised, involve a Director breaching his or her duty under Sections 175 or 177 of the Act; provided that, in relation to the decision to authorise the said Conflict of Interest, the conflicted Director has complied with Articles 8.2. & 8.6.
- 8.9. Provided only that the decision may not be retrospective in effect, when authorising a Director to Act in circumstances where he would otherwise have a Conflict of Interest, The Directors may at any time:
- 8.9.1. revoke or vary such Authorisation at any time;
 - 8.9.2. impose such terms and conditions as they think fit;
 - 8.9.3. revoke or vary such terms and conditions.
- 8.10. A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from office, employment or position, which has been authorised by the Directors in accordance with Article 8.7

Register of Directors' interests

- 8.11. The Directors shall cause a Register of Directors' interests and the occasions when the Directors have declared a Conflict Of interests, to be kept. The Register shall be available upon reasonable notice for inspection by any Director or member of the Company and it shall be brought or made available at all General Meeting of the Members.

Members' Reserve Power.

- 8.12. Provided that any such decision shall not have retrospective effect and except in relation to those Conflicts referred to in Article 8.1 above, The Members in General Meeting may:
- 8.12.1. revoke any authorisation granted to a Director under Article 8.8.
 - 8.12.2. revoke or vary any terms or conditions set under Article 8.9.2.

9. DIRECTORS' REMUNERATION/EXPENSES

- 9.1. 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 for their services to the Company as Directors.
- 9.2. Directors may be entitled (subject to the prior approval by ordinary resolution of the Members) to be paid for any other service which they or a business in which they

have an interest undertakes for the Company.

- 9.3. Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of any business or of any other body corporate in which the Company is interested.

10. DISQUALIFICATION AND REMOVAL OF DIRECTORS

10.1. In every notice for an Annual General Meeting, the Board shall set out its requirements, skills, qualities and experience which it needs from its Directors. The notice shall state the extent to which and/or how those requirements are met by those Directors continuing in office and those retiring and intending to re-offer themselves for election.

10.2. A person ceases to be a Director:

- 10.2.1. By virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law. This provision takes effect whether the Company is made aware of the situation or not.
- 10.2.2. If a bankruptcy order is made against that person or the business which the Person represents is placed in liquidation, administration or receivership;
- 10.2.3. If a compromise is made with that person's creditors generally in satisfaction of that person's debts;
- 10.2.4. 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 carrying out his duties as a Director and is likely to remain so for more than three months. For the avoidance of doubt if the Directors consider there are reasonable grounds to believe that an individual Director is no longer medically fit to carry out his duties they may require the Director to attend for an appointment with a suitable medical practitioner to determine the question. The costs of such an appointment shall be borne by the Company;
- 10.2.5. by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- 10.2.6. notification is received by the Company from the Director that he is resigning or retiring from office, and such resignation has taken effect in accordance with its terms;
- 10.2.7. the Director is removed as a Director by an ordinary resolution of the Members;
- 10.2.8. The Director dies;
- 10.2.9. Without good excuse and/or apology the Director fails to attend three consecutive board meetings (unless the other Directors resolve that such failure should not lead to his ceasing to be a Director);
- 10.2.10. Without good excuse and/or apology he fails to attend 50% of any board meetings in any calendar year (unless the other Directors resolve that such failure should not lead to his ceasing to be a Director);
- 10.2.11. The Director is not a levy payer and leaves his position as an officer, executive Member or the nominated representative of the body in respect of which he was appointed as a Director of the Company;
- 10.2.12. The Director is investigated following a breach of the BID's code of conduct and the Board determine that following that investigation the Director

should be removed from office.

- 10.3. if the Directors have reasonable grounds to consider a Director is, by reason of the above paragraphs no longer entitled to hold office as a Director they shall suspend the Director pending investigation and determination of the matter.

11. RETIREMENT OF DIRECTORS

- 11.1. At each Annual General Meeting any Director who has being in post for more than two years and eleven months must retire but may stand for re-election at that meeting.

12. APPOINTMENT OF DIRECTORS AT ANNUAL GENERAL MEETINGS OR GENERAL MEETING SPECIFICALLY CONVENED FOR THE ELECTION OF BOARD MEMBERS.

- 12.1. Where a notice of a General Meeting or Annual General Meeting includes notification of an intention to consider a resolution to elect Directors onto the Board, the notice must be sent to all Members not less than twenty clear Working Days before the date of the meeting. The notice will invite Members to nominate themselves or other Members as Directors and, should they intend to make such nomination they must notify the BID office twelve clear working days before the meeting.
- 12.2. No person shall be appointed or reappointed as a Director at any General Meeting unless:
- 12.2.1. that person is recommended by the Members for appointment or reappointment as a Director at the meeting by a clear majority; and
 - 12.2.2. not less than twelve clear working days before the date appointed for the meeting the person has nominated themselves to be appointed or reappointed or a Special Resolution of the Members is passed permitting late nomination.
- 12.3. Not less than ten clear Working Days before the date appointed for holding a General Meeting, The Directors shall give notice to everyone entitled to receive notice of the Meeting of the name of any person who has given valid notice of their intention to seek appointment or reappointment as a Director.
- 12.4. A Person seeking appointment or reappointment as a Director may (if they consider it appropriate to do so) submit a statement of no more than two sides of paper to the Company explaining why they consider they should be appointed as a Director. If the Person seeking such appointment or reappointment submits his statement prior to the date in Article 12.3 above then it shall be sent out by the Company with the notice in paragraph 12.3 but if not then the Person may (if he chooses to do so) distribute the statement immediately before the start of the General Meeting.
- 12.5. The Directors shall prepare (or cause to be prepared) ballot papers for use by the members at the meeting which shall list the names of the people seeking appointment or reappointment as directors.
- 12.6. The Members shall consider all the nominations for appointment or reappointment as a Director and, having done so, the election shall be conducted by secret ballot.

ELECTION WHERE THERE ARE LESS NOMINATIONS THAN PLACES AVAILABLE

- 12.7. If there are less nominations than places available (i.e. if they were all appointed there would be less than 15 Directors), then the election shall be done as follows:
- 12.7.1 In respect of each name on the Ballot Paper a member may:
 - 12.7.1.1 Vote for the person to be appointed as a Director of the Company
 - 12.7.1.2 Vote against the person to be appointed as a Director of the Company.
 - 12.7.1.3 Abstain.

12.7.2 any person who secures the votes of a majority of the voting members shall be appointed to the board.

12.7.3 any person who fails to secure a majority of voting members will be deemed to have been rejected as a director.

ELECTION WHERE THERE ARE MORE NOMINATIONS THAN PLACES AVAILABLE

12.8 If there are more nominations than place available (i.e. if they were all appointed there would be more than 15 Directors) then the election will be done as follows:

12.8.1 The ballot paper will contain the names of all the candidates. Members will rank the candidates from most preferred to least preferred. The ballot papers will be then counted using the single transferable vote system, where the person with the least number of first place votes, will have their second place votes redistributed to the other candidates. This process will continue until the number of candidates left fits the number of places available on the Board.

12.9. Members entitled to vote at the meeting and wishing to participate in the appointment or re-appointment of Directors can do so using a proxy vote. The conditions of proxy voting are set out in Article 20.

PART THREE – MEMBERS

13. MEMBERS

- 13.1. Admission to Membership of the Company will be restricted to Individual and Corporate BID Levy Payers only.
- 13.2. A member of the Company shall be allotted one vote for each address from which the member conducts business and in relation to which they are liable to pay the BID Levy. Unless acting as a proxy for other members no member shall be entitled to more than 5 votes.
- 13.3. Corporate Members shall identify to the Company the name of an Authorised Person to act as their representative. The Authorised Person must work or conduct business at the business address of the member within the Bid Area. In the case of a Corporate Member with more than one business address in the BID Area the Authorised person shall work or conduct business at one of those addresses. Only that nominated representative shall be entitled to:
 - 13.3.1. vote at a General Meeting
 - 13.3.2. Correspond with the Company
 - 13.3.3. Validly accept service of documents sent by or on behalf of the Company
- 13.4. The company will contact a named individual at the Place of business of a Corporate member and, unless instructed otherwise (The onus being upon the Corporate Member to do so if it so chooses) that person shall be deemed to be the Authorised person.
- 13.5. No person (whether individual or corporate) shall become a Member of the Company unless they:
 - 13.5.1. have completed and signed an application form in a format approved by the Directors;
 - 13.5.2. support the Objects of the Company;
 - 13.5.3. have approved the application; and
 - 13.5.4. have paid the BID levy.
- 13.6. The Company shall only be obliged to deal with business addresses within the BID area. For the avoidance of doubt the Company shall be under no obligation to consult or communicate with any part of a Corporate Member located outside the BID area.
- 13.7. A Member may at any time resign from Membership of the Company by giving notice to the Company in writing.
- 13.8. Except insofar as a Corporate Member may notify the Company of a change in the Authorised Person, Membership of the Company shall not be transferrable without the express authority of the Board of Directors.
- 13.9. A Member shall remain a Member unless and until they withdraw, are no longer liable to pay the BID levy or the Directors or the Members in General Meeting consider their continued Membership of the Company is not in the Company's interests. A member shall not be expelled unless it has been determined by the Directors or members that they are in breach of or acting contrary to the Objects of the Company.
- 13.10. Notwithstanding the provisions of Article 13.2 above an Individual Member shall cease to be a Member if
 - 13.10.1. they die
 - 13.10.2. they are declared bankrupt.
- 13.11. Notwithstanding the provisions of Article 13.3 above a Corporate Member shall

cease to be a Member if

- 13.11.1. The Member is placed in liquidation, or
 - 13.11.2. The member's business leaves the BID area, or
 - 13.11.3. They are no longer liable for a BID levy.
- 13.12. A Member (whether Corporate or Individual) ceases to be a member if they refuse to pay the Bid Levy.
- 13.13. A default in payment to the BID Company for a continuous period exceeding 1 year shall result in the BID Member's Membership being suspended until the levy is paid in full and during the period of such suspension the BID Member shall not be permitted to attend or vote at General Meetings.
- 13.14. by applying for Membership of the Company a Member agrees to be bound by the obligations on them as set out in the Memorandum and Articles of Association of the Company and agree to the Objects of the Company. When acting as Members they shall act at all times in the best interests of the Company.
- 13.15. The Company shall maintain a register of Members in which shall be recorded:
- 13.15.1. the name and address of every Member,
 - 13.15.2. in the case of Corporate company's, the name of their representative,
 - 13.15.3. if applicable, an address to be used for contact by electronic means,
 - 13.15.4. the date on which they became a Member
 - 13.15.5. the date upon which they ceased to be a Member.
- 13.16. A Member shall notify the Company in writing, including by electronic means, within seven days of a change to his or her name or address/email address.
- 13.17. A Member shall only be removed as a Member by a resolution of the Members at a General Meeting after giving the Member concerned a proper opportunity to be heard.
- 13.18. No refund shall be made of any annual levy fee or other subscription on the termination of Membership for any reason.

14. VOLUNTARY BID PAYERS

- 14.1. anyone who has a hereditament within the Kings Heath BID area with a rateable value of £4999 or less, can apply to become a voluntary BID levy payer.
- 14.2. the fee to become a voluntary BID levy payer is set at £75 per year, starting on 1st April each year. The fee will not be reduced pro rata if the Company joins during the year.
- 14.3. as a voluntary BID levy payer, they will be entitled to the same services and promotions as any other mandatory BID payer.
- 14.4. A voluntary BID levy payer cannot become a Member of Kings Heath BID limited and therefore cannot vote at or attend General Meeting. This in turn means they cannot become Directors.
- 14.5. the Directors have the right (in their sole discretion) to refuse to accept any application to become a voluntary BID levy payer.

15. GENERAL MEETINGS

- 15.1. The Directors will call an annual General Meeting of Members to take place in October each calendar year.
- 15.2. In addition, the Directors shall call a General Meeting at not more than thirty-five clear Working Days' and not less than twenty Clear Working Days' notice if:

- 15.2.1.1. It appears to them that a meeting of the Members is necessary and/or
- 15.2.1.2. If required to do so by petition of the Members of the Company.
- 15.3. The business of the annual General Meeting shall comprise:
 - 15.3.1. Minutes of the previous general or Annual meeting, whichever is the latest.
 - 15.3.2. Matters arising from the minutes, that are not on the agenda later in the meeting
 - 15.3.3. The report of the Chairman including accounts;
 - 15.3.4. The appointment or re-appointment of the Company's auditors (if applicable);
 - 15.3.5. The retirement and re-appointment (if appropriate) of those Directors retiring under these Articles; and
 - 15.3.6. Such other business as may have been contained in the notices calling the meeting.
- 15.4. At the first Annual General Meeting, or a General Meeting specifically for electing a new Board, whichever is earliest, of a new Kings Heath BID five year term, all of the Company's Directors must retire from office, but may stand for re-election if they so wish.
- 15.5. All General Meetings other than annual General Meetings shall be called extraordinary General Meetings.
- 15.6. The Directors may call General Meetings.
- 15.7. If 5% of the Members request a General Meeting under the Companies Act 2006, the Directors shall forthwith convene an extraordinary General Meeting for a date no later than twenty clear working days after receipt of the request. 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 the Meeting.

16. NOTICE OF GENERAL MEETINGS

- 16.1. Every notice convening a General Meeting shall:
 - 16.1.1. comply with section 325(1) of the 2006 Act as to giving information to Members relating to their right to appoint proxies; and
 - 16.1.2. be given in accordance with section 308 of the 2006 Act, that is in hard copy form or electronic form.
- 16.2. A General Meeting called for the passing of a special resolution appointing a person as a Director shall be called by at least fifteen Clear Working Days' notice. All other General Meetings shall be called by at least ten Clear Working Days' notice.
- 16.3. A General Meeting may be called by shorter notice if it is so agreed:
 - 16.3.1. in the case of an annual General Meeting, by all the Members entitled to attend and vote; and
 - 16.3.2. 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.
- 16.4. Notice for any General Meeting shall be given to all the Members and to the Directors and auditors.
- 16.5. 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.

- 16.6. 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.

17. PROCEEDINGS AT GENERAL MEETINGS

- 17.1. Six Members present in person or by proxy (or in the case of a Corporate Member, by their Authorised Person) and entitled to vote upon the business to be transacted shall (if the meeting has been properly called pursuant to the Companies act 2006 and these Articles) constitute a quorum.
- 17.2. If a quorum is not present within half an hour of the time at which a General Meeting is due to start or if, during a General Meeting, a quorum ceases to be present the Directors must adjourn it.
- 17.3. When adjourning the General Meeting the Directors must specify that the meeting is adjourned either:
- 17.3.1. to the same day, place and time the following week; or
 - 17.3.2. to another day, place and time to be decided by the Directors.
- 17.4. If a quorum is not present within half an hour of the time at which the adjourned meeting is due to start, and there are no Directors present or those present are insufficient in number to constitute a quorum of the Directors the Member or Members present in person or by proxy and who are entitled to vote shall:
- 17.4.1. constitute a quorum of the General Meeting; and
 - 17.4.2. have power to decide on all matters which could have been transacted at the meeting which was adjourned.
- 17.5. The Directors may appoint a Chairman of any General Meetings who may or may not also be the Chairman of the board of Directors. If the Directors have appointed a Chairman, he shall chair General Meetings if present and willing to do so.
- 17.6. If the Directors have not appointed a Chairman, or if he is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- 17.6.1. the Directors present; or
 - 17.6.2. (if no Directors are present), the meeting,
- must appoint a Director or Member to chair the meeting, and the appointment of the Chairman of the meeting must be the first business of the meeting.
- 17.7. The Directors may (in their sole discretion) exclude from the meeting:
- 17.7.1. Any person who is not, by 5pm, two Clear Working Days prior to the meeting, a Member of the Company (for the benefit of doubt, if the meeting is on Thursday evening, then an attendee need to be a Member by 5pm on Tuesday); or
 - 17.7.2. Any person who wishes to exercise a proxy who has not, by 5pm two working days prior to the meeting:
 - 17.7.2.1. notified the Directors that they hold the proxy and intend to exercise it; and;
 - 17.7.2.2. provided evidence of such entitlement in a form acceptable to the Directors.

- 17.8. At the General Meeting, the Chairman must seek approval of the minutes of the previous meeting, (whether and Annual General Meeting or another General Meeting)

18. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 18.1. A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has, strictly relating to the business of the meeting as set out upon the Agenda.
- 18.2. The Directors may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.
- 18.3. Directors may attend and speak at General Meetings, whether or not they are Members.
- 18.4. The Directors may (in their sole discretion) invite any person, not being a person otherwise entitled to attend, to attend and speak at a General Meeting providing the Notice of the Meeting given to Members and/or (as appropriate) the agenda contains a statement from the Directors setting out:
- 18.4.1. The identity of the person and (as appropriate) their qualifications;
 - 18.4.2. explaining the matters upon which the person is to speak; and
 - 18.4.3. giving notice of the fact that the Members are entitled to raise a resolution objecting to the person being permitted to speak.

19. VOTING

METHOD OF VOTING

- 19.1. A resolution put to the vote of a General Meeting will normally be decided on a show of hands with every Member or proxy present having one vote per hereditament they represent.
- 19.2. A secret ballot and voting by transferable vote on a resolution can be requested by the members at the meeting. A decision to do so will be decided by majority vote by a show of hands.
- 19.3. 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.
- 19.4. Subject to the provisions of The 2006 Act, a poll on any resolution may be demanded seven days before the meeting, where it is to be put to the vote, either by:
- 19.4.1. the Board of Directors or;
 - 19.4.2. by 5% of Members

ERRORS AND DISPUTES

- 19.5. No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the Chairman of the meeting whose decision is final.

20. PROXY VOTING

- 20.1. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 20.1.1. states the name and address of the Member appointing the proxy;
 - 20.1.2. identifies the person appointed to be that Member's proxy and the General

- Meeting in relation to which that person is appointed;
- 20.1.3. is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
- 20.1.4. is delivered to the Company in accordance with these Articles and any instructions contained in the notice of the General Meeting to which they relate.
- 20.2. The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. All proxy forms must be submitted by 5pm two Clear Working Days before the meeting. (for the benefit of doubt, if the meeting is on Thursday evening, then an attendee need to be a Member by 5pm on Tuesday);
- 20.3. An individual can only be appointed as a proxy for a maximum of three Members.
- 20.4. The Chair of the meeting may be appointed by Members as their proxy. A member requesting the Chairman to act as his proxy must indicate in writing how they wish the Chair to vote on their behalf. If on any resolution, they do not indicate a preferred vote, then it will be taken that have chosen to abstain on this particular resolution. The Chair is not limited as to the number of members who may appoint him as their proxy.
- 20.5. 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.
- 20.6. Unless a proxy notice indicates otherwise, it must be treated as:
- 20.6.1. permitting the person appointed under a discretion over how to place their vote on any ancillary or procedural resolutions put to the meeting; and
- 20.6.2. 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.
- 20.7. 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 (unless the proxy is revoked) in respect of that meeting or any adjournment of it.
- 20.8. 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.
- 20.9. 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.
- 20.10. If a proxy notice is executed by someone other than the Individual or Corporate Member entitled to execute it, the notice must be accompanied by written evidence of the authority of that person to execute it on the appointor's behalf.
- 20.11. The Chairman of the Company may, if he considers a Proxy notice may not have been validly or willingly executed, to carry out such investigation (or cause the same to be carried out) to confirm that validity of the notice. If the Chairman considers there is evidence that the proxy may not be valid he shall:
- 20.11.1. raise the matter as the first matter to be considered at the next General Meeting and present the evidence to the members and;
- 20.11.2. Notify the proxy and the member concerned in writing
- 20.11.2.1. of his intension to do so, and
- 20.11.2.2. the possible consequences (see Article 20.12) if the members agree that the proxy is invalid.

20.12. Where there is evidence that satisfies the Members, on the balance of probability that proxy votes have been obtained by intimidation, force, or illegal or unreasonable means, then the meeting can vote to exclude any votes from the proxy concerned. Any vote on this issue, will be done by a majority vote on a secret ballot, excluding the member whose proxy votes are being questioned.

21. WRITTEN RESOLUTIONS AND AMENDMENTS TO RESOLUTIONS

21.1. A written resolution, proposed in accordance with section 288(3) of the 2006 Act, will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.

21.2. For the purposes of this Article 21 "circulation date" is the date on which copies of the written resolution are sent or submitted to Members or, if copies are sent or submitted on different days, to the first of those days.

21.3. Resolutions to be proposed at a General Meeting shall (whether previously notified in the Notice of meeting) be circulated to the Members with the meeting agenda not less than 7 days in advance of the General Meeting.

21.4. An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:

21.4.1. In the case of an amendment proposed by the Directors, not less than two days before the meeting, the Directors give notice to the Membership by sending an amended agenda setting out the proposed amendments; or

21.4.2. In the case of an amendment proposed by a Member or Members 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

21.4.3. the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution.

21.5. A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:

21.5.1. the Chairman of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed; and

21.5.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

21.6. 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.

PART FOUR – ADMINISTRATIVE ARRANGEMENTS

22.COMPANY COMMUNICATION PROVISIONS

22.1. Where:

- 22.1.1. a document or information is sent by post (whether in hard copy or electronic form) to an address in the United Kingdom; and
- 22.1.2. the Company is able to show that it was properly addressed, prepaid and posted,

it is deemed to have been received by the intended recipient 24 hours after it was posted as long as the next day is a business day. If the next day is not a Business Day then then it is deemed served on the next Business Day.

22.2. Where:

- 22.2.1. a document or information is sent or supplied by electronic means;
- 22.2.2. the Company is able to show that it was properly addressed;
- 22.2.3. it was sent before 17:00 hours; and
- 22.2.4. it was sent on a business day.

it is deemed to have been received by the intended recipient immediately after it was sent. If it was sent after 17:00 hours and/or on a day that is Business Day, then it will be deemed served at 09:00 hours on the next Business Day

- 22.3. Pursuant to section 1147(6) of the 2006 Act, subsections (2) (3) and (4) of that section shall be deemed modified by Articles 22.1 and 22.2.
- 22.4. Subject to any requirements of the 2006 Act, only such documents and notices as are specified by the Company may be sent to the Company in electronic form to the address specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified.
- 22.5. 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.
- 22.6. A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 22.7. The Company shall maintain a register of Directors such register to include the means by which documents may be sent to them.

23. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

- 23.1. The Directors may from time to time as they may see fit, make such rules (save only that they may not alter or otherwise amend these Articles) as they may deem necessary or expedient or convenient for the proper conduct and management of the Company.
- 23.2. Any rule changes made by the Directors pursuant to Article 23.1 must be communicated to the Members by the Directors in any manner which they consider appropriate and a copy of the rule shall be available for inspection by the Members
- 23.3. The Members in General Meeting shall have the power to amend, add or repeal any rule made by the Directors however any such amendment, addition or repeal shall not affect previous decision made by the Directors pursuant to the rule.

24. COMPANY SEALS

- 24.1. Any common seal may only be used by the authority of the Directors.
- 24.2. The Directors may decide by what means and in what form any common seal is to be used.
- 24.3. Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 24.4. For the purposes of this Article, an authorised person is:
- 24.4.1. any Director of the Company;
 - 24.4.2. the Company secretary (if any); or
 - 24.4.3. any person authorised by the Directors for the purpose of signing documents to which the common seal is applied.

25. INSPECTION OF ACCOUNTS AND OTHER RECORDS

- 25.1. 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 or BID Manager. 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.

26. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

- 26.1. The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a Director or former Director or shadow Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

27. DIRECTORS' INDEMNITY AND INSURANCE

INDEMNITY

- 27.1. Subject to Article 27.2, a Relevant Director of the Company or an associated Company may be indemnified out of the Company's assets against:
- 27.1.1. any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated Company;
 - 27.1.2. any liability incurred by that Director in connection with the activities of the Company or an associated Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);
 - 27.1.3. any other liability incurred by that Director as an officer of the Company or

an associated Company.

27.2. This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

27.3. In this Article companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

INSURANCE

27.4. The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any Relevant Director in respect of any Relevant loss in relation to the Company or any associated company.

27.5. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

28. MINUTES

28.1. The Directors shall record minutes of meetings, whether Board or General Meetings, of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each meeting.

28.2. The Directors shall make minutes of General Meetings available to any Member upon a request at one Working Day's notice.

29. CHANGES TO THE ARTICLES

29.1. Any changes to the Articles of Association shall require the passing of a special resolution by 75% of those Members entitled to vote at a General Meeting.

