

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
D2N2 LOCAL ENTERPRISE PARTNERSHIP

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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
D2N2 LOCAL ENTERPRISE PARTNERSHIP (the "Company")
(Adopted by special resolution passed on 2019)

Interpretation, objects and limitation of liability

1. INTERPRETATION

1.1. In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

AGM: has the meaning given to it in article 26;

Articles: means the Company's articles of association for the time being in force;

bankruptcy: includes insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

Business Day: means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

Business Member: means any person admitted to Membership in accordance with article 24.1.1;

Conflict: means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company;

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

District Councils: means Ashfield District Council; Bassetlaw District Council; Broxtowe District Council; Gedling Borough Council; Mansfield District Council; Newark and Sherwood District Council; Rushcliffe Borough Council Amber Valley Borough Council; Bolsover District Council; Chesterfield Borough Council; Derbyshire Dales District Council; Erewash Borough Council; High Peak Borough Council; North East Derbyshire District Council and South Derbyshire District Council

District Council Member: means any person admitted to Membership in accordance with article 24.3.1;

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

electronic form: has the meaning given in section 1168 of the Act;

Education Sector Member: means any person admitted to Membership in accordance with article 24.4.1;

Eligible Director: means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 16, any director whose vote is not to be counted in respect of the particular matter);

Interested Director: has the meaning given in article 16.1;

LEP Area: means Derby, Derbyshire, Nottingham and Nottinghamshire, or such other geographical area as is assigned to the Company by government from time to time;

Member: means a person whose name is entered in the Register of Members of the Company and **Membership** shall be construed accordingly;

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles;

Objects: has the meaning given to it in article 2.1 and **object** shall mean any one of them;

ordinary resolution: has the meaning given in section 282 of the Act;

Private Sector Member: means any Business Member, Voluntary Sector Member or Education Sector Member;

Private Sector Director: means any director who is appointed a director by means of being a Private Sector Member

Public Sector Member: means any person admitted to Membership in accordance with article 24.2.1 or 24.3.1;

secretary: means the secretary of the Company and any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

special resolution: has the meaning given in section 283 of the Act;

subsidiary: has the meaning given in section 1159 of the Act;

Upper Tier Authority Member: means any person admitted to Membership in accordance with article 24.2.1;

Voluntary Sector Member: means any person admitted to Membership in accordance with article 24.5.1;

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. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4. A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5. Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.
- 1.6. Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7. The Model Articles shall not apply to the Company.

2. OBJECTS

- 2.1. The objects for which the Company is established (**Objects**) are:
 - 2.1.1. to be a strategic partnership of the public and private sector which aims to deliver drive economic prosperity across Derby, Derbyshire, Nottingham and Nottinghamshire.
 - 2.1.2. to increase economic growth and productivity in the area by:
 - i. developing and approving an evidence-based Local Industrial Strategy that identifies local strengths and challenges, future opportunities and the action needed to boost productivity, earning power and competitiveness across their area.
 - ii. identifying and developing investment opportunities; prioritising the award of local growth funding; and monitoring and evaluating the impacts of its activities to improve productivity across the local economy.
 - iii. using its convening power, for example to co-ordinate responses to economic shocks; and bringing together partners from the private, public and third sectors
 - iv. collaborating with a wide-range of local partners to act as an informed and independent voice for their area.

3. POWERS

- 3.1. In pursuance of the Objects, the Company has the powers to:
 - 3.1.1. do all such things which in the opinion of the directors are in the best interests of the Company and its Members; and
 - 3.1.2. do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the Objects.

4. INCOME

- 4.1. The income and property of the Company from wherever derived shall be applied solely in promoting the Objects.
- 4.2. No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise. Nothing in these Articles shall prevent any payment in good faith by the Company of:
 - 4.2.1. reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
 - 4.2.2. any interest on money lent by any Member or any director at a reasonable and proper rate;
 - 4.2.3. reasonable and proper rent for premises demised or let by any Member or director; or
 - 4.2.4. reasonable out-of-pocket expenses properly incurred by any director and claimed in accordance with any terms of reference on expenses approved by the board of directors from time to time.

5. WINDING UP

On the winding-up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members but shall be transferred to another body with objects similar to those of the Company or as directed by the government department then responsible for local enterprise partnerships.

6. GUARANTEE

- 6.1. 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
 - 6.1.1. payment of the Company's debts and liabilities contracted before he ceases to be a Member;

6.1.2. payment of the costs, charges and expenses of the winding up; and

6.1.3. adjustment of the rights of the contributories among themselves.

Director: general

7. DIRECTORS' GENERAL AUTHORITY AND CONDUCT

7.1. The directors are responsible for the management of the Company's business and may exercise all the powers of the Company accordingly.

7.2. In their conduct of the Company's business the directors shall at all times:

7.2.1. conduct themselves in a professionally responsible manner;

7.2.2. will have due regard to all confidentiality obligations concerning the Company's business; and

7.2.3. shall observe the seven principles as set out by The Committee on Standards in Public Life (as amended from time to time).

8. DIRECTORS MAY DELEGATE

8.1. Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:

8.1.1. to such person or committee;

8.1.2. by such means (including power of attorney);

8.1.3. to such an extent;

8.1.4. in relation to such matters or territories; and

8.1.5. on such terms and conditions;

as they think fit.

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

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

9. COMMITTEES

9.1. 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.

- 9.2. The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

Directors: decision-making

10. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 11.

11. UNANIMOUS DECISIONS

- 11.1. A decision of the directors is taken in accordance with this article when all Eligible Directors indicate to each other by any means that they share a common view on a matter.
- 11.2. Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing.
- 11.3. A decision may not be taken in accordance with this article if the Eligible Directors would not have formed a quorum at such a meeting.

12. CALLING A DIRECTORS' MEETING

- 12.1. Any director may call a directors' meeting by giving not less than ten Business Days' notice of the meeting to the directors or by authorising the secretary (if any) to give such notice.
- 12.2. A director who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the directors' meeting.

13. QUORUM FOR DIRECTORS' MEETINGS

- 13.1. At a meeting of the directors, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 13.2. The quorum for the transaction of business at a meeting of directors is any eight Eligible Directors.
- 13.3. If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- 13.3.1. to appoint further directors; or
 - 13.3.2. to call a general meeting so as to enable the Members to appoint further directors.

14. CHAIRING OF DIRECTORS MEETINGS AND APPOINTMENT OF VICE CHAIR

- 14.1. The directors may appoint a Private Sector Director to chair their meetings and the person so appointed for the time being is the **Chair**.
- 14.2. The directors may appoint a Private Sector Director to act as a deputy to the Chair (**Deputy Chair**) for such purposes as the directors may determine.
- 14.3. A Chair or Deputy Chair (as applicable) shall be appointed for periods of no more than three years, such appointment ending at the board meeting falling closest to the third anniversary of their appointment (or re-appointment) or when they cease to be a Member whichever is earlier. The Chair and Deputy Chair (as applicable) shall be entitled to put themselves forward for re-election and the board of directors may resolve to appoint the Chair and/or Deputy Chair at such board meeting for a further period of three years provided that no Chair or Deputy Chair shall be able to serve more than six consecutive years in their respective role.
- 14.4. The Chair shall not be eligible for the role of Deputy Chair after serving two consecutive terms as Chair and the Deputy Chair shall not be eligible for the role of Chair after serving two consecutive terms as Deputy Chair.
- 14.5. If neither the Chair nor the Deputy Chair are participating in a meeting of directors within 15 minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it, such person being a Private Sector Director.

15. CASTING VOTE

- 15.1. If the numbers of votes for and against a proposal at a meeting of directors are equal, the Chair, Deputy Chair or other director chairing the meeting (as appropriate) has a casting vote.
- 15.2. But this does not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the Chair, Deputy Chair or other director chairing the meeting is not an Eligible Director for the purposes of that meeting (or part of a meeting).

16. DIRECTORS' CONFLICTS OF INTEREST

- 16.1. The directors may, in accordance with the requirements set out in this article, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his duty to avoid conflicts of interest under section 175 of the Act.
- 16.2. Any authorisation under this article 16 shall be effective only if:
 - 16.2.1. to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles;

- 16.2.2. any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
 - 16.2.3. the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.
- 16.3. Any authorisation of a Conflict under this article 16 may (whether at the time of giving the authorisation or subsequently):
- 16.3.1. extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - 16.3.2. provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;
 - 16.3.3. provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;
 - 16.3.4. impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
 - 16.3.5. provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
 - 16.3.6. permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.
- 16.4. Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict.
- 16.5. The directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 16.6. A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

- 16.7. Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
- 16.7.1. may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
 - 16.7.2. shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
 - 16.7.3. shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
 - 16.7.4. may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
 - 16.7.5. may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
 - 16.7.6. shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

17. RECORDS OF DECISIONS TO BE KEPT

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

Directors: numbers and appointment

18. NUMBER OF DIRECTORS

- 18.1. Unless otherwise determined by special resolution, the number of directors shall not be less than 4 (four) but shall not exceed 20 (twenty).

19. APPOINTMENT OF DIRECTORS

- 19.1. A director must be a natural person and must at all times also be a Member of the Company admitted as a Member in accordance with articles 24.1, 24.2, 24.3, 24.4 or 24.5 unless otherwise approved by an ordinary resolution of the Members
- 19.2. Subject to the provisions of these Articles any person who is willing to act as a director, meets the requirements of article 19.1, and is permitted by law to do so, may be appointed to be a director—
 - 19.2.1. by ordinary resolution, or
 - 19.2.2. by a decision of the directors.

20. RETIREMENT DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 20.1. A person ceases to be a director as soon as:
 - 20.1.1. that person ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director;
 - 20.1.2. that person ceases to have the characteristics (as appropriate) required pursuant to article 19.1;
 - 20.1.3. that person shall for more than twelve months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that that person's office be vacated;
 - 20.1.4. a bankruptcy order is made against that person;
 - 20.1.5. a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 20.1.6. 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 six months; or
 - 20.1.7. notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
- 20.2. In the event that any director who is also a Member ceases to be a director pursuant to article 20.1, such director shall at the same time also cease to be a Member.

Directors: miscellaneous

21. ALTERNATE DIRECTORS

No director shall be entitled to appoint an alternate director or anyone to act on their behalf at meetings of the directors.

22. SECRETARY

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

Members: becoming and ceasing to be a Member

23. MEMBERSHIP

23.1. The Members shall be categorised as follows:

- 23.1.1. Business Members;
- 23.1.2. Upper Tier Authority Members;
- 23.1.3. District Council Members;
- 23.1.4. Education Sector Members; and
- 23.1.5. Voluntary Sector Members.

23.2. The maximum number for each membership class is as follows:

- 23.2.1. Business Members 9 (nine);
- 23.2.2. Upper Tier Authority Members 4 (four);
- 23.2.3. District Council Members 2 (two);
- 23.2.4. Education Sector Members 2 (two); and
- 23.2.5. Voluntary Sector Members 1 (one).

23.3. Membership shall be open to natural persons who possess the characteristics (as appropriate) set out in articles 24.1.1, 24.2.1, 24.3.1, 24.4.1 and 24.5.1, and who:

- 23.3.1. apply to the Company in the form required by the directors;
- 23.3.2. are approved by the directors; and
- 23.3.3. sign a written consent to become a Member agreeing to be bound by these Articles.

- 23.4. The directors shall be entitled to refuse admission to membership if:
- 23.4.1. in their opinion, the person does not possess the required characteristics of a Member pursuant to articles 24.1, 24.2, 24.2.3 and 24.4.5 (as appropriate); or
 - 23.4.2. in their opinion, they consider it not to be in the best interest of the Company to admit such person as a Member or
 - 23.4.3. any such application were if accepted lead to any of the individual numbers set out in articles 23.2.1, 23.2.2, 23.2.3, 23.2.4 or 23.2.5 being exceeded.
- 23.5. No membership fee shall be charged by the Company.

24. RIGHTS OF MEMBERSHIP

- 24.1. The Business Members shall:
- 24.1.1. consist of natural persons who currently undertake or previously undertook, business, professional or other commercial activities with a view to making a profit;
 - 24.1.2. each be entitled to exercise one vote in relation to any resolution of the Members;
 - 24.1.3. subject to article 18, article 19.1 and article 20.2, have the obligation individually to be a director of the Company and may at any time in writing resign such position as director provided always they also resign as a member of the Company; and
 - 24.1.4. unless agreed otherwise by the company by ordinary resolution be Members for 3 years from the date they first became members, they may seek to be admitted as Members for 1 further period of 3 years.
- 24.2. Upper Tier Authority Members shall:
- 24.2.1. be the leaders of Derbyshire County Council, Derby City Council, Nottinghamshire County Council and Nottingham City Council from time to time ("Upper Tier Authority Members");
 - 24.2.2. each be entitled to exercise one vote in relation to any resolution of the Members;
 - 24.2.3. subject to article 18, article 19.1 and article 20.2, have the obligation individually to be a director of the Company and may at any time in writing resign such position as director provided always they also resign as a member of the Company; and
 - 24.2.4. immediately cease to be Members if they cease to be leaders of their respective councils.

24.3. District Council Members shall:

- 24.3.1. be any 2 of the leaders of the District Councils (“District Council Members”) as determined from time to time by such District Councils themselves (with 1 coming from the councils in Derbyshire and 1 coming from the councils in Nottinghamshire);
- 24.3.2. each be entitled to exercise one vote in relation to any resolution of the Members;
- 24.3.3. subject to article 18 article 19.1 and article 20.2 **Error! Reference source not found.** have the obligation individually to be a director of the Company and may at any time in writing resign such position as director provided always they also resign as a member of the Company;
- 24.3.4. immediately cease to be members if they cease to be leaders of their respective Councils; and
- 24.3.5. unless agreed otherwise by the company by ordinary resolution be members for 2 years from the date they first became members they may seek to be admitted as members for further periods of 2 years.

24.4. The Education Sector Members shall:

- 24.4.1. be any 1 (one) of the vice-chancellor, pro vice-chancellor, or person of equivalent seniority in the University of Nottingham, Nottingham Trent University or Derby University and any 1 (one) of the Principal or Deputy Principals of any of the 6 colleges established for further education in the LEP Area as determined from time to time by such educational bodies themselves;
- 24.4.2. be entitled to exercise one vote in relation to any resolution of the Members;
- 24.4.3. subject to article 18, article 19.1 and article 20.2, have the obligation individually to be a director of the Company and may at any time in writing resign such position as director provided always they also resign as a member of the Company;
- 24.4.4. immediately cease to be members if they cease to hold their position of their respective education bodies; and
- 24.4.5. unless agreed otherwise by the company by ordinary resolution be members for 2 years from the date they first became members they may seek to be admitted as members for further periods of 2 years.

24.5. The Voluntary Sector Members shall:

- 24.5.1. be 1 (one) member, director or trustee or person of equivalent standing of a charity or other ‘not for profit’ organisation in the LEP Area as determined from time to time by such voluntary bodies themselves or at the invitation of the board of Directors;

- 24.5.2. subject to article 24.4.3 each be entitled to exercise one vote in relation to any resolution of the Members;
 - 24.5.3. subject to article 18, article 19.1 and article 20.2, have the obligation to be a director of the Company and may at any time in writing resign such position as director provided always they also resign as a member of the Company;
 - 24.5.4. immediately cease to be a member if they cease to hold their position of their Voluntary Sector Body; and
 - 24.5.5. unless agreed otherwise by the company by ordinary resolution be members for 2 years from the date they first became members they may seek to be admitted as members for further periods of 2 years.
- 24.6. The rights of a class of Members under these Articles shall only be varied if:
- 24.6.1. 75 per cent of the Members of that class consent in writing to the variation; or
 - 24.6.2. a special resolution is passed at a separate class meeting of those Members agreeing to the variation.
- 24.7. The provisions regarding general meetings in these Articles shall, subject to the necessary changes being made, apply to such class meetings of the Members.
- 24.8. Any Member who is also a Director shall cease to be a Director immediately should they at any time cease to be a Member.

25. TRANSFER OF MEMBERSHIP

Membership shall not be transferable.

Decision making by Members: general meetings

26. ANNUAL GENERAL MEETING

The Company shall hold an annual general meeting (**AGM**) at least once every calendar year to be held within the LEP Area and such meeting shall be open to the public.

27. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 27.1. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 27.2. A person is able to exercise the right to vote at a general meeting when:
 - 27.2.1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

- 27.2.2. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 27.3. The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 27.4. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 27.5. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

28. QUORUM FOR GENERAL MEETINGS

- 28.1. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 28.2. The quorum for a general meeting is eight Members and no meeting shall be quorate unless the number of Members who are Private Sector Members between them comprise more than two-thirds of the number of total Members participating.

29. CHAIRING GENERAL MEETINGS

- 29.1. The Chair or, in his or her absence, the Deputy Chair or, in his or her absence, a Private Sector Director nominated by the directors shall preside as chair of every general meeting.
- 29.2. If neither the Chair, the Deputy Chair nor such other Private Sector Director nominated in accordance with article 29.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to chair the meeting.
- 29.3. If no director is willing to act as chair of the meeting, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the Members present in person or by proxy and entitled to vote must choose one of their number to be chair of the meeting, save that a proxy holder who is not a Member entitled to vote shall not be entitled to be appointed as chair of the meeting.

30. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

- 30.1. Directors may attend and speak at general meetings, whether or not they are Members.
- 30.2. The chairman of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting and, in the case of an AGM, the chair of the meeting is obliged to permit such other persons who are not Members of the Company to speak.

31. ADJOURNMENT

- 31.1. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- 31.2. The chair of the meeting may adjourn a general meeting at which a quorum is present if:
 - 31.2.1. the meeting consents to an adjournment; or
 - 31.2.2. it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 31.3. The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 31.4. When adjourning a general meeting, the chair of the meeting must:
 - 31.4.1. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
 - 31.4.2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 31.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
 - 31.5.1. to the same persons to whom notice of the company's general meetings is required to be given; and
 - 31.5.2. containing the same information which such notice is required to contain.
- 31.6. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting at general meetings

32. VOTING: GENERAL

- 32.1. Without prejudice to any other provision of these Articles, a resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

33. ERRORS AND DISPUTES

- 33.1. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

33.2. Any such objection must be referred to the chair of the meeting whose decision is final.

34. POLL VOTES

34.1. A poll on a resolution may be demanded:

34.1.1. in advance of the general meeting where it is to be put to the vote; or

34.1.2. at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

34.2. A poll may be demanded by:

34.2.1. the chair of the meeting;

34.2.2. the directors;

34.2.3. two or more persons having the right to vote on the resolution; or

34.2.4. a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

34.3. A demand for a poll may be withdrawn if:

34.3.1. the poll has not yet been taken; and

34.3.2. the chair of the meeting consents to the withdrawal.

34.4. Polls must be taken immediately and in such manner as the chair of the meeting directs.

35. CONTENT OF PROXY NOTICES

35.1. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

35.1.1. states the name and address of the Member appointing the proxy;

35.1.2. identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

35.1.3. is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and

35.1.4. is delivered to the company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

35.2. The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

35.3. Unless a proxy notice indicates otherwise, it must be treated as:

- 35.3.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- 35.3.2. 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.

36. DELIVERY OF PROXY NOTICES

- 36.1. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 36.2. An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 36.3. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 36.4. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

37. AMENDMENTS TO RESOLUTIONS

- 37.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - 37.1.1. 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
 - 37.1.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 37.2. If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

Administrative arrangements

38. MEANS OF COMMUNICATION TO BE USED

- 38.1. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
 - 38.1.1. if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business

Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);

- 38.1.2. if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- 38.1.3. if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
- 38.1.4. if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

- 38.2. In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

39. INDEMNITY AND INSURANCE

- 39.1. Subject to article 39.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
 - 39.1.1. each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs; and
 - 39.1.2. the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 39.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
- 39.2. This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

- 39.3. The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.
- 39.4. In this article:
- 39.4.1. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - 39.4.2. a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and
 - 39.4.3. a **relevant officer** means any director or other officer or former director or other officer of the Company , but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor.