

**Newable Limited (the "Company")**  
**Registered in England and Wales No. 01653116**  
**Companies Acts**  
**Members' Written Resolutions**  
**Circulation Date: 30 November 2017**

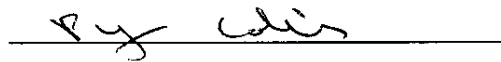
I the undersigned, having the right as at the Circulation Date to attend and vote at General Meetings of the above Company hereby resolve the following resolution, such resolution to have effect as Ordinary and Special Resolutions as indicated:

**SPECIAL RESOLUTION**

1. THAT the document attached be adopted as the new Articles of Association of the Company, in place of and to the exclusion of all other previous Articles of Association.


Signed for and on behalf of **NEWABLE LIMITED**

Signed by: P Collis



Signature of Authorised Signatory

Date: 30 November 2017

|                 |                                                                                       |            |      |
|-----------------|---------------------------------------------------------------------------------------|------------|------|
| WED<br>THURSDAY |  |            |      |
|                 | *A73777PC*                                                                            |            |      |
|                 | A23                                                                                   | 05/04/2018 | #113 |
|                 | COMPANIES HOUSE                                                                       |            |      |
|                 | *A71P8IF7*                                                                            |            |      |
|                 | A08                                                                                   | 14/03/2018 | #73  |
|                 | COMPANIES HOUSE                                                                       |            |      |

**THE COMPANIES ACT 1985**

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

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**ARTICLES OF ASSOCIATION  
of  
NEWABLE LIMITED**

*(Adopted by Special Resolution duly passed on 13 November 1997)*

**APPLICATION**

1. The regulations contained in Tables C and A in the Schedules to the Companies (Tables A to F) Regulations 1985 shall not apply to the Company and the following regulations shall constitute the Articles of Association of the Company.

**INTERPRETATION**

2. In the interpretation of these Articles of Association the following words shall have the meanings set opposite them respectively, unless the context otherwise requires:-

|                           |                                                                                                                                         |
|---------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|
| <b>"the Acts"</b>         | The Companies Act 1985 and the Companies Act 1989 and every statutory modification or re-enactment thereof for the time being in force. |
| <b>"these Articles"</b>   | The articles of association of the Company as altered from time to time by Special Resolution.                                          |
| <b>"the Board"</b>        | The Board of Directors for the time being appointed pursuant to these Articles.                                                         |
| <b>"Borough Director"</b> | A Director appointed by the Original Ordinary Members under Article 53.                                                                 |
| <b>"Members' Loan"</b>    | A loan advanced by an Original Ordinary Member to the Company as referred to in Article 7.                                              |

|                              |                                                                                                                                                                                                                                                                            |
|------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>"London Borough"</b>      | A London Borough Council and the Common Council as defined by the London Government Act 1963 or any other body or authority or corporation to which the general functions thereof may from time to time be transferred pursuant to any reorganisation of local government. |
| <b>"LGHA"</b>                | The Local Government and Housing Act 1989 together with each and every statutory modification or re-enactment thereof for the time being in force.                                                                                                                         |
| <b>"Member"</b>              | A member of the Company, whether an Original Ordinary Member, a new Ordinary Member or a Private Member.                                                                                                                                                                   |
| <b>"Month"</b>               | Calendar Month.                                                                                                                                                                                                                                                            |
| <b>"New Ordinary Member"</b> | A London Borough admitted as a New Ordinary Member pursuant to Article 9.                                                                                                                                                                                                  |
| <b>"the Office"</b>          | The Registered Office for the time being of the Company.                                                                                                                                                                                                                   |
| <b>"Ordinary Member"</b>     | Original Ordinary Members and New Ordinary Members.                                                                                                                                                                                                                        |
| <b>"Private Member"</b>      | A person, company, partnership, association or other entity admitted as a Private Member pursuant to these Articles.                                                                                                                                                       |
| <b>"the Register"</b>        | The Register of Members of the Company.                                                                                                                                                                                                                                    |
| <b>"the Seal"</b>            | The Common Seal of the Company.                                                                                                                                                                                                                                            |
| <b>"the United Kingdom"</b>  | Great Britain and Northern Ireland.                                                                                                                                                                                                                                        |
| <b>"Year"</b>                | Calendar year.                                                                                                                                                                                                                                                             |

## **MEMBERS**

3. The number of Members of the Company shall be unlimited.
4. The Members of the Company shall be:-
  - (a) the existing Original Ordinary Members at the date of adoption of these Articles;
  - (b) every other London Borough which is admitted to membership as a New Ordinary Member in accordance with Article 9; and

- (c) every person, company, association or other entity which is admitted to membership as a Private Member in accordance with Article 11.
- 5. The rights and privileges of a Member as such shall be personal and shall not be transferable or transmissible.
- 6. The Register shall be kept by the Company containing the names and addresses of all the Members together with such other particulars as may be required by the Acts.

#### **ORIGINAL ORDINARY MEMBERS**

- 7. The Original Ordinary Members are the London Boroughs which are Ordinary Members at the date of adoption of these Articles each of which, on admission as a member of the Company, has advanced the sum of £100,000 to the Company by way of an interest free loan repayable only out of the assets of the Company available on a winding up.
- 8. No person, whether a London Borough or other body, may be admitted to membership as an Original Ordinary Member other than those London Boroughs which are Ordinary Members at the date of adoption of these Articles. An Original Ordinary Member shall cease to be a member of the Company by resigning from membership by notice in writing to the Board but shall not otherwise be removed from membership as an Original Ordinary Member.

#### **NEW ORDINARY MEMBERS**

- 9. Admission to membership as New Ordinary Member of the Company is open only to London Boroughs, other than those London Boroughs which are Original Ordinary Members. A London Borough applying to be admitted to membership as a New Ordinary Member shall make the application in such form and subject to such conditions as the Board may in absolute discretion require. *The admission of any London Borough to membership as a New Ordinary Member shall be determined by the Board with the written approval of the majority in number of the Original Ordinary Members.* A new Ordinary Member shall cease to be a Member of the Company by notice in writing to the Board but shall not otherwise be removed from membership as a New Ordinary Member.
- 10. No person or body shall be appointed or otherwise become an Ordinary Member except in accordance with the foregoing provisions of these Articles.

#### **PRIVATE MEMBERS**

- 11. Any person, company, partnership, association or other entity applying to be admitted to membership as a Private Member shall give to the Board all such information as the Board may in its absolute discretion think relevant to the consideration of such application. The admission of any person, firm, company, association or other entity which applies for membership as a Private Member shall be determined by the Board and subject to Article 12 below any such application may be accepted or rejected by the Board at its absolute discretion.

12. A person, company, partnership, association or other entity shall not be admitted to membership as a Private Member unless:-
- (a) it can establish to the satisfaction of the Board that it is not a local authority (as defined by Section 56(3) of the LGHA) or a company controlled by a local authority, that its membership will not be under the control of a local authority within the meaning of Section 57(5) of the LGHA and that it is not a person associated with a local authority within the meaning of Section 58(4) of the LGHA; and
  - (b) the Original Ordinary Members have been given written notice of the application and written notice of objection to the admission of the applicant has not been received from at least four Original Ordinary Members within 30 days after the date of such notice.
13. The individual partners in a partnership or, as the case may be, the directors or officers of a company, corporation or association, shall not be eligible for private membership as such. In any such case the applicant for membership, and the elected member, shall be deemed to be the partnership or, as the case may be, the company, corporation or association.
14. A Private Member shall forthwith cease to be a member of the Company:-
- (a) by resigning from membership by notice in writing to the Board; or
  - (b) if in the view of the Board, the Private Member has done any act or thing prejudicial to the interests of the Company and the Board gives notice in writing to the Private Member of the termination of his membership provided that the Private Member in question shall have the right to attend and be heard by the Board before a final decision is made.

#### **INCOME AND PROPERTY OF THE COMPANY**

15. Subject only to the provision of Article 16 below, the income and property of the Company shall be applied solely towards the promotion of its objects as set forth in its Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonuses or otherwise howsoever by way of profit, to Members provided that nothing herein shall prevent any payment in good faith by the Company of reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company.
16. For the purpose of this provision of these Articles:-

**"Annualized Return"** means an amount equivalent to interest at the rate of five per cent per annum (compounded at yearly rests on the basis of a 365 day year) on the sum of £13 million or, if less, the amount of the Surplus Assets calculated from the date of adoption of these

Articles down to the date of the distribution of Surplus Assets on the winding up or dissolution of the Company.

**"Preferred Allocation"** means Surplus Assets up to £13 million together with the Annualized Return.

**"Surplus Assets"** means the property, assets and rights of the Company available for distribution to the Ordinary Members after satisfaction of all debts and liabilities of the Company (including without limitation, the amount standing to the credit of Member's Loans and after making full provision for all taxation and future and contingent liabilities) on the winding up or dissolution of the Company and to the extent that such property, assets and rights have not been realised or converted into cash, the value attributed thereto for this purpose shall be the net realisable value thereof on an open market basis ascertained by the auditors for the time being of the Company.

On the winding up or dissolution of the Company Surplus Assets shall be distributed firstly in priority to any other distribution to the Ordinary Members by paying or otherwise distributing the Preferred Allocation equally amongst the Original Ordinary Members and secondly by paying or otherwise distributing the remaining balance of Surplus Assets (if any) equally amongst all the Ordinary Members (including the Original Ordinary Members and the New Ordinary Members, but not the Private Members). The Private Members shall have no right to participate in the Surplus Assets on a winding up or dissolution or to any other return of capital.

## **VOTING RIGHTS**

17. Subject to Articles 19 and 20 below at any General Meeting of the Company every Original Ordinary Member who is present in person or by proxy or (being a corporation) is present by representative shall have one vote on a show of hands or on a poll and every Private Member who is present in person or by proxy or (being a corporation) is present by representative shall have 14 votes on a show of hands or on a poll.
18. The New Ordinary Members shall be entitled to receive notice of and to attend at any General Meeting of the Company but shall have no right to vote on any resolution or to exercise voting rights in respect of any of the business conducted at any such meeting and shall not be counted in the quorum thereat.

## **VARIATION OF RIGHTS**

19. Any matter requiring the approval of the Original Ordinary Members under these Articles and any resolution for the winding up of the Company or any alteration to the Memorandum and/or Articles of Association of the Company or otherwise affecting altering or abrogating the rights

privileges or restrictions of the Original Ordinary Members require to be authorised by the majority of the Original Ordinary Members in writing or by any Ordinary Resolution passed at a separate general meeting of the Original Ordinary Members. To every such separate general meeting the provisions of these Articles with respect to notice of and proceedings at general meetings shall, mutatis mutandis, apply, but so that the requisite quorum will be three Original Ordinary Members present in person or by representative.

20. No resolution for any alteration to the Memorandum and/or Articles of Association of the Company may be passed or any other steps taken by the Company which would alter, abrogate or adversely affect the rights of the New Ordinary Members to participate in the distribution of Surplus Assets of the Company on a winding up or dissolution of the Company in accordance with Article 16 or any of the other rights privileges or restrictions of the New Ordinary Members unless authorised by the majority of the New Ordinary Members in writing or by an Ordinary Resolution passed at a separate General Meeting of the New Ordinary Members. To every such separate General Meeting the provision of these Articles with respect to notice of and proceedings at General Meetings shall, mutatis mutandis, apply but so that every New Ordinary Member who is present in person or by proxy or (being a corporation) is present by representative shall have one vote on show of hands or on a poll and the requisite quorum will be two New Ordinary Members present in person or by representative.

#### **GENERAL MEETINGS**

21. The Company shall in each year hold a General Meeting as its Annual General Meeting (in addition to any other meetings in that year) at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
22. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
23. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Acts.

#### **NOTICES OF GENERAL MEETINGS**

24. An Annual General Meeting, and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as

are under these Articles, entitled to receive such notices from the Company. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting, by all Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all Members.

25. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings held, at any meeting.

#### **PROCEEDINGS AT GENERAL MEETING**

26. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special other than the consideration of the profit and loss account and balance sheet, the reports of the Board and of the auditors and the appointment of, and the fixing of the remuneration of, the auditors.
27. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, a quorum shall consist of three Members all present in person or by proxy or by their corporate representatives of which at least one shall be an Original Ordinary Member.
28. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine.
29. The Chair (if any) of the Board shall preside as chair at every General Meeting, but if there shall be no such Chair or if at any meeting he or she shall not be present within 15 minutes after the time appointed for holding the same or shall be unwilling to preside, the Vice-Chair (if any) of the Board shall preside. If the Vice-Chair shall be similarly absent or unwilling to preside or there shall be no such Chair or Vice-Chair, the Members present shall choose one of the Borough Directors to preside. If no such Borough Director is present, or if all members of the Board present decline to take the chair, the Members shall choose some other Member of the Company who shall be present to preside.
30. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. Whenever a



meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of adjournment, or of the business to be transacted at an adjourned meeting.

31. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least two Members present in person or by proxy, or by a Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chair that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
32. Subject to the provisions of Article 33, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
33. No poll shall be demanded on the election of a Chair of a meeting, or any question of adjournment.
34. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
35. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that in relation to which a poll has been demanded.
36. Subject to the provisions of the Acts, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

#### **VOTES AT MEETINGS**

37. No persons other than Members duly registered and the Directors, the Secretary and the auditors for the time being of the Company shall be entitled to be present at any General Meeting.
38. Votes may be given on a show of hands or on a poll either personally or by proxy.
39. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office

not less than forty-eight hours before the time appointed for holding the meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution. A proxy must be a Member of the Company.

40. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the revocation as aforesaid shall have been received at the Office before the commencement of the meeting at which the proxy is used.

41. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"I

of

a Member of NEWABLE LIMITED hereby appoint

of

or, failing him/her,

of

(both members of the Company)

as my proxy to vote for me on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the            day of

and any adjournment thereof

As witness my hand this    day of 19[    ]".

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

42. Any corporation, including, without limitation an London Borough, which is a Member may by resolution of its governing body (or other appropriate person or body with the requisite authority) authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company which it is entitled to attend, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he or she represents as that corporation could exercise if it were an individual member of the Company.

## **DIRECTORS**

43. The number of Directors shall not be less than four nor more than twenty-one.

44. A person may be appointed as a Director whatever may be his or her age and no Director shall be required to vacate his or her office by reason of his or her attaining or having attained the age of seventy years or at any other age.

#### **APPOINTMENT AND REMOVAL OF DIRECTORS**

45. At every Annual General Meeting one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office but shall be eligible for re-election.
46. Subject to the provisions of the Acts, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between the persons who became or were last re-appointed Directors on the same day as those to retire shall (unless they otherwise agree among themselves) be determined by lot.
47. If the Company, at the meeting at which a Director retires by rotation does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.
48. No person other than a Director retiring by rotation shall be appointed or re-appointed a Director at any General Meeting unless:-
- (a) he or she is recommended by the Board; or
  - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he or she were so appointed or re-appointed, be required to be included in the Company's register of directors together with notice executed by that person of his or her willingness to be appointed or re-appointed.
49. Not less than seven or more than twenty-eight clear days before the date appointed for holding a General Meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the Board for appointment or re-appointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him or her at the meeting for appointment or re-appointment as a Director. The notice shall give the particulars of that person which would, if he or she were so appointed or re-appointed, be required to be included in the Company's register of Directors.

50. Subject as aforesaid and to Article 53 below, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire.
51. Subject to Article 53 below the Board may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed in accordance with these Articles as the maximum number of Directors. A director to be appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. If not re-appointed at such Annual General Meeting, he or she shall vacate the office at the conclusion thereof.
52. Subject as aforesaid, a Director who retires at an Annual General Meeting may, if willing to act, be re-appointed. If he or she is not re-appointed, he or she shall retain office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting.
53. The Original Ordinary Members shall be entitled to appoint up to four Directors and to remove any such person or persons from office as a director and to appoint another person in the place of any director so removed or who shall otherwise cease to be a director. If at any time the directors appointed by the Original Ordinary Members represent one fifth or more of the total number of directors, one or more of such directors shall automatically be removed from office so that the directors appointed by Original Ordinary Members do not at any time represent one fifth or more of the total number of directors.
54. Every appointment or removal effected in accordance with Article 53 shall be in writing signed on behalf of the Original Ordinary Members entitled to make such appointment pursuant to Article 53 or accompanied by a certified copy of a resolution passed at a meeting of the Original Ordinary Members in accordance with that Article and shall take effect upon delivery at the Office or at any meeting of the Directors wherever held.
55. Subject to Section 319 of the Companies Act 1985, the Board may from time to time appoint one or more of the Directors to the office of Chief Executive or to hold such other executive office of the Company for such period and on such terms as they may think fit. A Director so appointed shall (subject to provisions of any contract between that person and the Company) be subject to the same provisions as to resignation and removal as the other directors, and his or her appointment shall automatically be determined if he or she ceases from any cause to be a director. A director appointed to any such office shall receive such remuneration as the Board may from time to time determine which may either be in addition to or in substitution for his or her ordinary remuneration as a director, and either by a lump sum or by way of salary, or by either or both these modes or otherwise.

#### **BORROWING POWERS**

56. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, debenture

stock and other securities whether outright or as a security for any debt, liability or obligation of the Company or of any third party.

#### **POWERS AND DUTIES OF THE BOARD**

57. The business of the Company shall be managed by the Board who may exercise all such powers of the Company as are not by statute or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Acts and these Articles, and to such regulations, being not inconsistent with the aforesaid provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
58. The Board may act notwithstanding any vacancy therein, provided always that, in case the directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Company or of summoning a General Meeting, but not for any other purpose.
59. The Board may from time to time and at any time by power of attorney appoint any company, firm, or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vesting or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him or her.
60. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
61.
  - (1) Subject to the Acts the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting or available to act.
  - (2) Anything required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting or available to act, be done by or to any assistant or deputy Secretary, or, if there is none or none capable of acting or available to act, by or to any officer of the Company authorised generally or specially in that behalf by the Board.

- (3) A provision of the Acts or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of: the Secretary.

#### **THE SEAL**

62. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two Directors or a Director and the Secretary or of some other person appointed by the Board for the purpose, and the said Directors and Secretary or other person shall sign every instrument to which the Seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signature shall be evidence of the fact that the Seal has been properly affixed.

#### **DISQUALIFICATION OF DIRECTORS**

63. The office of director shall be vacated if the Director:-
- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
  - (b) becomes mentally disordered; or
  - (c) by notice in writing to the Company resigns from office; or
  - (d) becomes prohibited from being a director by reason of any order made under the Acts or The Company Directors Disqualification Act 1985; or
  - (e) being directly or indirectly interested in any contract with the Company, fails to declare his or her interest in the manner required by the Acts.

#### **PROCEEDINGS OF THE BOARD**

64. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. *Unless otherwise determined a quorum shall consist of three Directors, if there are four directors for the time being, and four directors if there are more than four Directors for the time being provided that in each case one of the Directors is a Borough Director.* Questions arising at any meeting shall be decided by a majority of votes save that the Borough Directors shall not be entitled to exercise more than 20 per cent of the voting rights at any meeting of the Directors and accordingly the directors other than Borough Directors present at any meeting of the Directors shall be entitled to such additional votes as are necessary to increase the number of votes exercisable by all such Directors to at least 80 per cent of the voting rights at such meeting. In the case of an equality of votes the Chair shall not have a second or casting vote.

65. A Director may, on the requisition of a Director the Secretary shall, at any time, summon a meeting of the Board by notice served upon the other directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.
66. The Board may from time to time elect a Director to be a Chair and Vice-Chair of their meetings and may determine the period for which he or she is to hold office and may at any time remove the Chair or Vice-Chair from such office provided that another such director is appointed in their place. If at any meeting the Chair be not present within five minutes after the time appointed for holding the meeting or neither is willing to preside, then the Directors present shall choose one of the Directors to act as chair of the meeting.
67. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers, and discretions, by or under the regulations of the Company for the time being vested in the Board generally.
68. The Board may delegate any of its powers, upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with or to the exclusion of its own powers, to (a) the Chief Executive or to any other director or to any other person holding an executive office in the Company or (b) to any committee consisting of such directors, or such directors and such other person or persons holding executive office in the Company as the Board thinks fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
69. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such director or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a director.
70. The Board shall cause proper minutes to be made of all resolutions and proceedings at all meetings of the Company and of the Board and the committees of the Board, and of the names of the Directors and any other persons present at such meetings of the Board and of any committee of the Board and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
71. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

## **ACCOUNTS**

72. The Board shall cause accounting records to be kept in accordance with the Acts.
73. The Board shall cause additional accounting records to be kept in respect of the use which has been made by or on behalf of the Company of all sums paid by any Ordinary Member to the Company under Section 137(1) of the Local Government Act 1972 or any statutory modification or re-enactment thereof for the time being in force.
74. The accounting records shall be kept at the Office or, subject to the Acts, at such other place or places as the Board may think fit, and shall always be open to the inspection of officers of the Company.
75. The Board shall cause financial regulations to be imposed on the Company and for details of such regulations to be delivered to any Original Ordinary Member.
76. *The Board shall from time to time in accordance with the acts cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are required by the Acts.*
77. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditors' report and a copy of the report of the directors shall, no less than 21 days before the date of the meeting, be sent to every Member of the Company. Provided always that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

## **AUDIT**

78. Auditors shall be appointed and their duties regulated in accordance with the Acts.

## **NOTICES**

79. A notice may be given by the Company to any member either personally or by sending it by post to him/her or to his/her registered address, or (if he or she has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him or her to the Company for the giving of notice to him or her. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of the post.
80. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-



- (a) every member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them; and
- (b) the auditors for the time being of the Company.

*No other person shall be entitled to receive notices of General Meetings.*

#### **INDEMNITY**

- 81. Every director and officer and auditor of the Company shall be indemnified out of the funds and assets of the Company against all liabilities incurred by him or her as such director, officer or auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted, or in connection with any application under the Acts, in which relief is granted to him or her by the Court.