



RM 12/12/2014 #129

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION

OF

NEWCASTLE GATESHEAD INITIATIVE LIMITED

(Adopted by Special Resolution on 4 December 2014)

INTERPRETATION

1 In these regulations -

"the Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
"the Articles"	means the articles of the Company
"the Board"	means the Board of Directors hereby constituted
"Class "A" Member"	means each local authority which is for the time being a member of the Company and which has contributed or undertaken to contribute in respect of the current Financial Year a subscription in accordance with the rules set out from time to time by the Board
"Class "B" Member"	means a member (not being a Class "A" Member) who is for the time being a member of the Company and who has contributed or undertaken to contribute in respect of the current Financial Year a subscription in accordance with the rules set out from time to time by the Board
"Class "C" Member"	means a member (other than a class "A" or class "B" member) who is for the time being a member of the Company and who has contributed or undertaken to contribute in respect of the current Financial Year a subscription in accordance with the rules set out from time to time by the Board
"Clear Days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"the Company"	means Newcastle Gateshead Initiative Limited
"Executed"	includes any mode of execution
"Financial Year"	means the Financial Year of the Company commencing on such a date as determined from time to time by the Board and coming to an end in the following year on such a date as determined from time to time by the Board
"Office"	means the registered office of the Company

"the Seal"	means the common seal of the Company
"Secretary"	means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
"the Subscription Unit"	means the minimum subscription fixed in accordance with Article 25 for a Class "C" member
"the United Kingdom"	means Great Britain and Northern Ireland

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

MEMBERS

- 2 Subject to the provisions of these Articles the members of the Company shall be Class "A" Members, Class "B" Members and/or Class "C" members
 - 2 1 The subscribers to the memorandum of association of the Company and such other persons as are admitted to membership in accordance with the articles shall be members of the Company No person shall be admitted a member of the Company unless he is approved by the directors Every person who wishes to become a member shall deliver to the company an application for membership in such form as the Board may from time to time prescribe containing an Agreement by him to be bound by the provisions of the Memorandum and Articles of Association of the Company and such other requirements as the Board may from time to time determine provided always that the Board shall have full and absolute power and authority to refuse any application for membership without being bound to give any reason for such refusal,
 - 2 2 On admission by the Board of any such person to membership his name shall thereupon be entered in that section of the Register of Members appropriate to the class of membership to which he has been admitted,
 - 2 3 For the purposes of this article "persons" includes individuals, societies, whether incorporated or not, firms or all the partners therein, trade associations and hoteliers, companies whether limited or unlimited and whether or not incorporated by Royal Charter, Statute or under the Act and Local Authorities
- 3 Each member shall become bound to pay the subscription appropriate to the class of which he is a member but so that (without prejudice to the enforceability of any separate agreement between the Company and any such member) -
 - 3 1 a Class "B" or Class "C" Member who has not paid the subscription appropriate to his class shall be transferred to the class appropriate to the subscription paid (if any),
 - 3 2 if a member shall fail to renew any subscription such member shall cease to have any voting rights in respect of membership and if no such subscription is paid prior to a date to be determined by the Board in the current Financial Year such member shall cease to be a member,
 - 3 3 the Board may arrange with a member to pay a subscription by way of monthly instalments and so long as such monthly instalments are up to date the member shall continue to have full voting rights appropriate to the agreed subscription,

- 3 4 the subscription should be fixed by the Board for a Financial Year on a date to be determined from time to time by the Board immediately prior to its commencement
- 4 Any member of the Company shall cease to be a member upon the happening of any of the following events,
- 4 1 if the member shall resign in writing giving seven clear days notice to the Company Membership shall not be transferable and shall cease on death,
- 4 2 if the member shall commit any breach of any agreement with the Company upon the terms of which such member was or is admitted to membership and the Board shall resolve that the member be excluded from membership,
- 4 3 if the member shall have become insolvent for the purposes of the Insolvency Act 1986 or, being an individual, shall compound with his creditors generally or become of unsound mind,
- 4 4 if the Board by a resolution passed by a majority of three quarters of those present and entitled to vote at a meeting resolve that the member should cease to be a member,
- 4 5 if the member shall fail to renew the applicable annual subscription by a date to be determined by the Board in any Financial Year but so that this shall not prevent the Board from agreeing with any member that, if appropriate, such member shall cease to be a member of one class and become a member of another class,

Provided always that as regards sub-clauses 4 2 and 4 4 of this Article not less than seven clear days notice in writing shall be given to the member concerned of the intention to propose the resolution for exclusion from membership or requiring him to resign and the member shall be entitled to be present and to be heard at the meeting of the Board at which such resolution is proposed

- 5 The rights and privileges attaching to each class of membership shall be as follows -
- each class of member should have the right to cast the number of votes at a general meeting referred to in Article 25
- 6 The Board may invite subscriptions from persons who are not members of the Company and provide them with such services as the Board shall in its absolute discretion determine

GENERAL MEETING

- 7 All general meetings other than annual general meetings shall be called extraordinary general meetings
- 8 The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition

NOTICE OF GENERAL MEETING

- 9 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed -

9 1 in the case of an annual general meeting, by all the members entitled to attend and vote thereat, and

9 2 in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members

The notice 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

The notice shall be given to all the members and to the directors and auditors

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

PROCEEDINGS AT GENERAL MEETINGS

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

- 12 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine

- 13 The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman

- 14 If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman

- 15 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting

- 16 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice

17 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded Subject to the provisions of the Act, a poll may be demanded -

17 1 by the chairman, or

17 2 by at least two members having the right to vote at the meeting, or

17 3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting,

and a demand by a person as proxy for a member shall be the same as a demand by the member

18 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

19 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made

20 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

21 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have

22 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made

23 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

24 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members

VOTES OF MEMBERS

- 25 On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote for every £2,500 subscribed to the Company (in cash or otherwise), provided that no member shall have any more than 50 votes
- 26 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable
- 27 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive
- 28 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

" Limited

I/We, _____, of _____, being a member/members of the above-named Company, hereby appoint _____ of _____

_____, or failing him, _____ of _____, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the company to be held on _____ 20____, and at any adjournment thereof

Signed on 20 "

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

" Limited

I/We, _____, of _____,
being a member/members of the above-named Company, hereby appoint _____
of _____

_____, or failing him, _____ of _____, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the company to be held on _____ 20_____, and at any adjournment thereof

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

Resolution No 1 *for *against

Resolution No, 2 *for *against

* Strike out whichever is not desired

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

Signed this day of 20 "

30 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may -

30 1 be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

30 2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or

30 3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director,

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

31 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

ALTERNATE DIRECTORS

32 No director may appoint any other person to be an alternate director

POWERS OF DIRECTORS

33 Notwithstanding anything in this article one third of the Board shall be eligible for re-election every year but no director shall hold office for a period exceeding three years unless he is re-elected on retirement

34 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 as long as no director serves more than three years as director before being re-elected

- 35 Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- 36 The office of director shall also be vacated if a director -
- 36 1 makes a voluntary arrangement pursuant to Part VIII of the Insolvency Act 1986 or he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being director,
- 36 2 is, or may be, suffering from mental disorder and either -
- 36 2 1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
- 36 2 2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs
- 36 3 resigns his office by notice in writing to the Company, or
- 36 4 is in the opinion of all other directors no longer a suitable person to act, or
- 36 5 being originally nominated or authorised for appointment by a member, ceases to be authorised by such member, as evidenced by notice in writing to that effect given to the Company by the member
- 37 No Director (other than one appointed as executive director under Article 45) shall be entitled to any remuneration or fees for his services but this shall not prevent the payment of reasonable expenses incurred on the Company's business
- 38 The Board may elect a Chairman from amongst its members and determine the period for which he is to hold office but if no such Chairman is elected or if at any meeting of the Board the Chairman is not present within five minutes after the time appointed for holding the same the members of the Board present may choose one of their number to be Chairman of the Meeting
- 39 If, by arrangement with the other directors, any director shall perform or render any special duties or services outside his ordinary duties as a director the Board may pay him special remuneration and such special remuneration shall be by way of salary fees or otherwise as may be arranged and shall be charged as part of the Company's ordinary working expenses
- 40 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers

DELEGATION OF DIRECTORS' POWERS

- 41 The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either

collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT OF DIRECTORS

- 42 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
- 43 The members may by ordinary resolution appoint one or more directors to the Board and the Board may appoint any person who is willing to act as a director to be an additional director and there shall be no maximum number of directors
- 44 A director must be an authorised representative of a Class A, Class B or Class C Member

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 45 The office of a director shall be vacated if -
 - 45 1 he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or
 - 45 2 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - 45 3 he is, or may be, suffering from mental disorder and either -
 - 45 3 1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - 45 3 2 an order by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
 - 45 4 he resigns his office by notice to the Company, or
 - 45 5 he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated

REMUNERATION OF DIRECTORS

- 46 The directors shall not be entitled to any remuneration other than reimbursement of reasonable out of pocket expenses

DIRECTORS' APPOINTMENT AND INTERESTS

- 47 Subject to provisions of the Act, the directors may appoint one or more of their number to the office of a managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.
- 48 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office -
- 48 1 may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested,
- 48 2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested, and
- 48 3 shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- 49 For the purposes of regulation 46 -
- 49 1 a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified, and
- 49 2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF DIRECTORS

- 50 Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 51 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be ten.

- 52 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting
- 53 The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Such chairman shall be the holder of a senior office or post of an organisation within the private sector. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting
- 54 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote
- 55 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors
- 56 Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his interest or duty arises only because the case falls within one or more of the following paragraphs -
- 56 1 the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the company or any of its subsidiaries,
- 56 2 the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security,
- 56 3 his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the company or any of its subsidiaries for subscription, purchase or exchange,
- 56 4 the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the company), connected with a director shall be treated as an interest of the director

- 57 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote
- 58 The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors
- 59 Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment
- 60 If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive

SECRETARY

- 61 Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them

MINUTES

- 62 The directors shall cause minutes to be made in books kept for the purpose -
- 62 1 of all appointments of officers made by the directors, and
- 62 2 of all proceedings at meetings of the company and of the directors, and of committees of directors, including the names of the directors present at each such meeting

THE SEAL

- 63 If the Company has a seal it shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by the directors or by one director and the secretary

ACCOUNTS

- 64 No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company

NOTICES

- 65 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing
- 66 The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives

to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company

- 67 A member present, either in person or by proxy, at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called
- 68 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

INDEMNITY

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

NEWCASTLE GATESHEAD INITIATIVE LIMITED

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MEMORANDUM OF ASSOCIATION

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THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION
OF

NEWCASTLE GATESHEAD INITIATIVE LIMITED

- 1 The name of the Company is "The Newcastle Initiative Limited".*
- 2 The registered office of the Company is to be situated in England and Wales
- 3 The objects for which the Company is established are to promote Newcastle and Gateshead as a vibrant European regional capital, to visit and in which to live, work and do business, inter alia by -
 - developing a marketing strategy to promote Newcastle and Gateshead together and gaining commitment from organisations and agencies involved in marketing the area,
 - identifying, championing and facilitating specific projects designed to enhance the appearance and image of the area; and
 - projecting positive images of the area through a range of media regionally, nationally and internationally

In furtherance of these objects but not otherwise the Company shall have power -

- 3 1 Subject to the rest of this Memorandum of Association, to carry on any other activity, trade or business whatsoever which can in the opinion of the directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company
- 3 2 To acquire any interest in real or personal property of any description
- 3 3 To provide endow furnish and fit out with all necessary furniture and other equipment and maintain and manage such buildings and other premises as may from time to time be required for the purposes of the Company
- 3 4 To solicit, receive and accept financial assistance, donations, endowments, gifts (both inter vivos and testamentary) and loans of or of any interest in money, rents, hereditaments, and other property whatsoever real or personal subject or not to any specific trusts or conditions
- 3.5 To promote, arrange, organise, and conduct conferences, meetings, discussions, and seminars
- 3.6 To employ and pay any company or person to supervise organise or carry on the works of, or to advise, the Company
- 3.7 To carry out research and publish the results of such research and to print, publish and distribute books, magazines, periodicals and all other kinds of publication

* The name of the Company was changed by a written resolution passed on
Gateshead Initiative Limited

1999 to the Newcastle

- 3 8 To acquire and undertake the whole or any part of the business, undertaking, property, assets, liabilities, and obligations of any charitable association, company, institution, fund or trust carrying on or proposing to carry on any activity which the Company is authorised to carry on, or from which the Company might derive any direct or indirect benefit, or possessed of any property suitable for the purposes of the Company
- 3 9 To amalgamate or enter into any partnership or any arrangement for union of interest, joint adventure, reciprocal concessions of co-operation or otherwise or collaborate with any charitable association or institution which is carrying on or engaged in or about to carry on or engaged in, any activity which the Company is authorised to carry on or engage in or from which the Company might derive any direct or indirect benefit
- 3 10 To appoint any Trustee or Agents to hold, administer, and manage on behalf of the Company all or any part of the assets of the Company on such terms as to remuneration or otherwise as may be determined from time to time
- 3 11 To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities, or property as may be determined from time to time subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as herein contained.
- 3 12 Subject to such consent as may be required by law to borrow or raise or secure the payment of money by mortgage or other instruments, charging all or any of the property and assets of the Company (both present and future) and to issue any security which the Company has power to issue by way of security charged upon the undertaking or all or any part of the property of the Company both present and future and to purchase, redeem and pay off any such securities
- 3 13 To lend money on any terms that may be thought fit, to guarantee the obligations of any charitable association, company, institution, fund or trust and to give such indemnities as may seem expedient
- 3 14 To sell, let, mortgage or dispose of or turn to account all or any of the property or assets of the Company
- 3 15 To cause the Company to be registered or recognised in any part of the world
- 3 16 To do all or any of the above things in any part of the world, whether as principal, agent, trustee, contractor or otherwise and either alone or in conjunction with others and by or through agents, trustees, sub-contractors, or otherwise.
- 3 17 To do all such other lawful things as are necessary for the furtherance or attainment of the objects of the Company or any of them

PROVIDED THAT

- (i) The funds income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company .

Provided that nothing herein shall prevent any payment in good faith by the Company.-

(a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of the Board of Directors) for any services rendered to the Company,

(b) to any member of the Board of Directors of reasonable out of pocket expenses

4 The liability of the Members is limited

5 Every Member of the Company undertakes to contribute such amount as may be required to the Company's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves

6 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities any property whatsoever, it shall be paid to or distributed among the members of the Company and shall be either returned, pro rata, to those members who shall have donated or contributed funds to the Company or given or transferred to some other institution or institutions having objects similar to the objects of the Company.