

Company Number 2791089

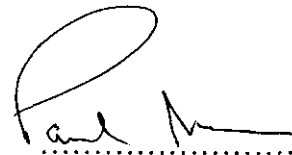
**TEN SIXTY SIX ENTERPRISE**

At an Extraordinary General Meeting of the above-named company duly convened and held at Summerfields Business Centre, Bohemia Road, Hastings, East Sussex TN34 1UT on 19<sup>th</sup> July, 2005 the following resolution was duly passed as a Special Resolution, namely:-

**SPECIAL RESOLUTION**

**That the Memorandum & Articles of Association in the form of the draft annexed hereto and initialled by the Chairman be and are hereby adopted as the Memorandum & Articles of Association of the company instead of its existing Memorandum & Articles of Association**

Dated 19 July ..... 2005

  
.....

Paul Evans  
CHAIRMAN



## THE COMPANIES ACTS 1985 – 1989

Incorporated:

New Memorandum of Association adopted by special resolution passed [ 14<sup>th</sup> July 2005 ] 2005

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

### MEMORANDUM OF ASSOCIATION

OF

### TEN SIXTY SIX ENTERPRISE LIMITED

1. The Company's name is **"TEN SIXTY SIX ENTERPRISE LIMITED"**
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
  - (a) (i) To assist, promote, encourage and secure the physical and economic developments and regeneration of the whole or any part of Hastings Borough and Rother District and surrounding areas ("the Locality").
  - (ii) To assist, promote and encourage existing and new industry and commerce within the Locality and to facilitate the provision of employment for the benefit of the public in that area.
  - (iii) To investigate the needs of industry and commerce in the Locality and to advertise and promote the benefits of that area as a location for the expansion and creation of industry and commerce.
  - (iv) (a) To promote commerce, industry, transport, science and education in the Locality in all circles of local and central government and administration in the United Kingdom, the European Union and elsewhere and in all quasi government bodies and agencies in such places.  
(b) To act as a Chamber of Commerce and foster advance and protect commercial, industrial and professional enterprises and without limitation other activity and business undertaking of all kinds in the Locality and in the United Kingdom.  
(c) To provide and develop business services to members and others.
  - (v) To bring land and buildings in the Locality into effective use, to create an attractive environment and ensure or assist in ensuring that housing, social culture, educational and recreational facilities are available to encourage people to live and work therein.
  - (vi) To lend money, to give grants, to guarantee or otherwise render financial assistance by any means whatsoever to any company, enterprise or undertaking, director or other persons or body of persons, either with or without taking security or remuneration for any money so lent or assistance rendered provided always that such financial assistance is for purposes connected with these objects.

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- (vii) To enter into partnership or into any arrangement or joint, shared or mutual promotion, investment or development, union of interest, reciprocal concession or co-operation with any person, partnership or company carrying on, engaged in, or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to further objects of the Company or any of them and to take or otherwise acquire and hold share or stock in or securities of, and to make grants to or otherwise assist any person, partnership or company and to sell, hold, re-issue with or without guarantee, or otherwise deal with such shares, stock or securities.
- (viii) To purchase for development, recreation, investment or re-sale and to deal in land and commercial and other property of any tenure and any interest therein and to create, sell and deal in freehold and leasehold ground rents and to make advances upon the security of land or factory, commercial or other property or any interest therein and generally to deal by way of sale, feu, lease or exchange or otherwise with land and factory, warehouse, store, or office, and other property whether real or personal, moveable or immoveable and to develop and turn to account any land acquired by the Company or in which the Company is or shall be interested.
- (ix) To lay out and develop any land held or proposed to be held by the Company or by any person, company or body in association with the Company, and construct drains and sewers thereunder or in connection therewith, lay on water, gas or electricity or other artificial light, power or other services, and to build, convert, alter or improve factories, warehouses, stores, offices, or other buildings of all kinds or to finance, guarantee or arrange the execution of such work by any other person, body or company.
- (x) To provide or arrange the provision of information or advisory, technical, financial, estate and business management and other services and facilities to commerce and industry in the Locality.
- (b) To carry on any other trade or business whatever which an in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

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- (e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as foresaid).
- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the

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Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interest, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect of any such company or companies.
- (o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (r) To remunerate any person, firm or company rendering services to the Company either by cash payment or otherwise as may be thought expedient.

- (s) To pay all or any expenses incurred in connection with the promotion formation and incorporation of the Company, or to contract with any person, firm or company to pay the same.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company.
- (u) To procure the Company to be registered or recognised in any part of the world.
- (v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either along or in conjunction with others.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause or by reference to or inference from the name of the Company.
- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to

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exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the Members is limited.

5. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

6. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this 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 for any services rendered to the Company;

(b) of interest on money lent by any member of the Company or of its Board of Directors at a reasonable and proper rate;

(c) of reasonable and proper rent for premises demised or let by any member of its Board of Directors and;

(d) to any member of its Board of Directors of out-of-pocket expenses.

7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other body or bodies having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof, such body or bodies to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be

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given to such provision, then to some other body or bodies the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body or bodies in question shall be a member or members of the Company) to be similarly determined.





## **THE COMPANIES ACTS 1985-1989**

Company limited by guarantee and not having a share capital

Incorporated:

New Articles of Association adopted by special resolution passed [                      ] 2005

### **ARTICLES OF ASSOCIATION**

Of

### **TEN SIXTY SIX ENTERPRISE LIMITED**

#### **INTERPRETATION**

1. In these articles:-

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

“the Company” means Ten Sixty Six Enterprise Limited

“the Board” means the Directors acting together as a Board

“the Directors” means the members of the Board

“the Office” means the registered office of the Company

“the Seal” means the common seal of the Company

“Secretary” means any person appointed to perform the duties of the Secretary of the Company

“the United Kingdom” means Great Britain and Northern Ireland

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of adoption of these articles.



## **MEMBERS**

2. There shall be one class of membership having the following rights.
  - 2.1 Membership of the Company which shall be open to any business resident within the United Kingdom.
  - 2.2 Applications for membership shall be submitted in writing to the Company.
  - 2.3 Such businesses as the Board shall determine to be entitled to membership in accordance with the provisions herein contained shall be members of the Company. The Board may in its discretion provide for differing levels of subscription and differing benefits for members but in so doing the Board may not abrogate or effect any of the rights afforded to members under these articles.
  - 2.4 Any business may determine its membership at any time by notice in writing to the Board. The Board may determine any member's ordinary membership at any time by notice in writing to the member without assigning or being obliged to assign any reason therefore.

## **GENERAL MEETINGS**

3. An annual general meeting of the Company shall be held not later than six (6) months after the 31 March each year, and the meeting shall be specified as such in the notice calling it. The annual general meeting shall be held at such time and place as the Board shall appoint.
4. All general meetings other than annual general meetings shall be called extraordinary general meetings.
5. The Board may, whenever they think fit, convene an extraordinary general meeting and, on the requisition of five (5) or more members, and shall forthwith proceed to call an extraordinary general meeting for a date not later than eight (8) weeks after receipt of the requisition.

## **NOTICE OF GENERAL MEETING**

- 6 An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days notice in writing at the least and a meeting other than an annual general meeting or a meeting for the passing of an ordinary resolution shall be called by 14 days notice in writing at the 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 meeting and, in 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 ordinary members in general meeting, to such persons as are, under these presents or the Act entitled to receive such notices from the Company.

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Provided that a meeting shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:-

- (A) in the case of a meeting called as the annual general meeting, by all the 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 95 per cent of the total voting rights at that meeting of all the members.
7. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 8. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration, if any, of the auditors.
- 9. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business; save as herein otherwise provided, five (5) members present in person including a Director shall be a quorum.
- 10. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
- 11. The chairman, if any, of the Board shall preside as chairman at every general meeting, or if there is no such chairman, or if he shall not be present within five (5) minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice chairman shall be chairman and if he is not present within five (5) minutes at the appointed time for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairman of the meeting.
- 12. If at any meeting no Director is willing to act as chairman or if no Director is present within five (5) minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
- 13. The chairman may, with the consent of any meeting at which a quorum is present 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 left unfinished at the

meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

14. 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 on the declaration of the result of the show of hands) demanded:-

(A) by the chairman; or

(B) by at least two (2) members present in person; or

unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands 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 book containing the minutes of proceedings 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 such resolution.

The demand for a poll may before the poll is taken be withdrawn and a demand so withdrawn shall not be deemed to have invalidated the result of a show of hands declared before the demand was made.

15. Except as provided in article 17, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
16. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman 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.
17. 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 at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
18. Subject to the provisions of the Act a resolution in writing signed by the chairman and all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be valid and effective as if the same had been passed as a resolution at a general meeting of the Company 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

19. Every member shall have one vote, which may be given personally or by proxy.
20. The instrument of appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
21. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening 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 proposed to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of a poll, and in default the instrument of proxy shall be treated as invalid.
22. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"I (name) of (address), being a member of the above-named Company, hereby appoint (name) of (address) or failing him (name) of (address) 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 (date) and at any adjournment thereof.

Signed this (date)

This form is to be used \*in favour of/against the resolution.

Unless otherwise instructed the proxy will vote as he thinks fit.

\*Strike out whichever is not desired."

23. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
24. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
25. No member other than one duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question.

#### **CORPORATIONS ACTING BY REPRESENTATIVES AT MEETING**

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26. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were a member of the Company.

## **NUMBER OF DIRECTORS**

- 26.1 Unless otherwise determined by a general meeting of the members, the number of Directors shall be not more than 15. All Directors shall be members or officers or officials of or partners of or persons employed by members or .
- (a) an employee, officer, member or other representative of Rother District Council;
  - (b) an employee, officer, member or other representative of Hastings Borough Council;
  - (c) an employee, officer, member or other representative of East Sussex County Council.
  - (d) a representative elected by the Battle Chamber of Commerce
  - (e) a representative elected by the Bexhill Chamber of Commerce
  - (f) a representative elected by the Rye Chamber of Commerce

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 27.1 At such first annual general meeting, all the Directors shall retire from office and at every subsequent annual general meeting one-third of the elected Directors or, if their number is not three (3) or a multiple of three (3), the number nearest to one-third shall retire from office.
- 27.2 Subject to the provisions of the Act, the elected 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 the chairman.
- 28.1 If the Company, at the meeting at which an elected Director retires by rotation, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.

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- 28.2 A retiring elected Director shall unless otherwise determined by the Company by special resolution be eligible for re-election upon the expiry of his term of office but for two further terms of three years only. Thereafter at least one year shall elapse before such Director may stand for election as a Director.
29. No person other than an elected Director retiring by rotation shall be appointed or reappointed a Director at any general meeting unless:-
- (A) at least eight (8) weeks prior to any annual general meeting there shall be sent to members a list of the elected Directors indicating those whose term of office is due to expire that year and who are eligible and willing to be re-elected, and those who have vacated office during that year ("Vacating Directors"). Candidates for election (other than retiring elected Directors) must be nominated on the official nomination paper kept at the Office. Nominations must be made on or before a date notified to the members not being less than twenty-one (21) days from the circulation of the list of retiring elected Directors and Vacating Directors.
- (B) No person (except only retiring elected Directors who are eligible and willing to be re-elected) shall be submitted for election or appointment as a Director, unless he shall have agreed in writing to offer himself for election or appointment and in the case of election shall have been nominated by five (5) members. There shall be entered on a nomination paper, in addition to the name of the candidate, his position in the incorporated body or firm nominating him. A full list of members shall be kept and may be inspected by any member of the Office.
30. If the number of candidates nominated for election and consenting to serve as Directors (if elected) shall not exceed the number of vacancies to be filled such candidates shall be deemed elected and the result of such election, if so ratified, declared at the Annual General Meeting but if the number of candidates for election shall exceed the number of vacancies for elected Directors, the Secretary shall twenty-one (21) days at least before the day appointed for the annual general meeting, issue voting papers to those persons entitled to vote each of which shall be returned to the Office not less than seven (7) days before the meeting failing which it shall be declared invalid. Voting papers shall contain the same particulars as are required and specified in the nomination papers. Each person entitled to vote may vote for as many candidates as there are vacancies to be filled and no more, but no single paper shall contain more than one vote for any candidate. Voting papers shall contain a form of proxy as near as circumstances may permit to the following:-

"I/We

of

a member of Ten Sixty Six Enterprise Limited with a post code in the Locality  
(as defined in the Memorandum of Association of the Company) hereby  
appoint \* (being the Chairman) \* (being a

Director) to vote for me and on my behalf in the elections to the Board the results of which are to be announced at the Annual General Meeting of the Company for [

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\*delete whichever is appropriate

\*As witness my/our hand this [            ] day of [            ] 20 [    ]”

31. The Secretary and one member appointed as scrutineer shall examine the voting papers prior to the annual general meeting and the candidates who have received the greatest number of votes shall be declared duly elected in the relevant category at the annual general meeting. In case of equality of votes, the chairman or in his absence the vice chairman shall have a casting vote. A declaration of the chairman or in his absence the vice chairman or the chairman of the meeting of the annual general meeting of those persons elected to the Board shall be binding.
32. Subject as aforesaid, the Board may, but so as to secure compliance with the requirements of articles 26.1 appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director. A Director so 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 return by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
33. Provided that the number of Directors is not thereby reduced below the quorum, any Director may resign his membership by notice in writing to the secretary and upon receipt of such notice he shall cease to be a Director, and his name shall be removed from the register of Directors.

#### **POWERS AND DUTIES OF DIRECTORS**

34. The business of the Company shall be managed by the Board.
35. Any statutory authority or voluntary organisation which is pursuing any of the primary objects (as defined in the Memorandum of Association) of the Company may be invited by the Board to participate in its works and by its nominee to attend and if the Board so decides to vote at meetings of the Board.
36. The Board may invite attendance at its meetings of persons having special knowledge or experience as it thinks fit.
37. The Board may invite any person to attend its meetings as an observer but without the power to vote.
38. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies 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.
39. The Board shall cause minutes to be made in books provided for the purpose:-

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- (A) of all appointments of officers made by the Board;
- (B) of the names of the Directors present at each meeting of the Board;
- (C) of all resolutions and proceedings at all meetings of the Company and of the Board; and every Director present at any meeting aforesaid shall sign his name in a book to be kept for that purpose.

40. The Board shall provide that the Directors shall be paid travelling, hotel and other expenses reasonably and properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or general meetings of the Company or in connection with the business of the Company.

### **DISQUALIFICATION OF DIRECTORS**

41. The office of Director shall be vacated if the Director:-

- (A) ceases to be a member of the Company or if the business by whom he is nominated ceases to be a member; or
- (B) becomes bankrupt or makes any arrangement or composition with his creditors generally or if his employer (being a corporation) shall go into liquidation or have a receiver or administrative receiver appointed or an administration order made against it; or
- (C) becomes prohibited from being a director by reason of any order made under the Company Directors Disqualification Act 1986; or
- (D) becomes of unsound mind; or
- (E) resigns his office by notice in writing to the Company; or
- (F) is removed by resolution pursuant to article 42 hereof; or
- (G) is directly or indirectly interested in any contract with the Company and fails to disclose the nature of his interest in manner required by s.317 of the Act.
- (H) Is absent from three (3) successive meetings of the Board without due cause;

### **REMOVAL OF DIRECTORS**

42. The members may by ordinary resolution remove any member of the Board before the expiration of his period and the Board may thereupon elect another Director in his place.

### **PROCEEDINGS OF THE BOARD**

43. The Directors meeting together as the Board for the despatch of business, may adjourn, and otherwise regulate the meetings of the Board as they think fit. Questions arising at any 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. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Directors for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Board shall be three (3).
44. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Board in accordance with s.317 of the Act. A Director shall leave the meeting at which the contract or proposed contracts is to be discussed and shall not vote in respect of any such contract or any matter arising thereout and if any Director does so vote then his vote shall not be counted. 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.
45. Board may elect a chairman of the Company who shall be chairman of the meetings of the Board and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five (5) minutes after the time appointed for holding the same, the vice chairman shall be chairman of the meeting.
46. The Board may elect a vice chairman of the Company who shall be chairman at meetings of the Board in the absence of the chairman and determine the period for which he is to hold office, but, if no such vice chairman is elected, or if at any meeting the vice chairman is not present within five (5) minutes after the appointed time for holding the same, the Directors present may choose one of their number to be chairman at the meeting.
47. The Directors acting as the Board may from time to time appoint committees consisting of such member or members of their body and/or such other persons as they think fit; any such working group shall have delegated to it any of the powers of the Board as the Board thinks fit. Each committee may similarly delegate its functions to its own internal committees.
48. All acts done by any meeting of the Board or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
49. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in the like form each signed by one or more Directors.

## SECRETARY AND OFFICERS

50. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they 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. The Board may also from time to time appoint a treasurer, local administrator and such other officers as they may from time to time deem necessary.
51. A provision of the Act 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 Directors and as, or in place of, the Secretary.

## THE SEAL

52. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

## ACCOUNTS

53. The Board shall cause proper books of account to be kept with respect to:-
- (A) all sums of money received and expended by the Company and the matters in respect of which the receipts and expenditure takes place;
  - (B) all sales and purchases of goods by the Company; and
  - (C) the assets and liabilities of the Company.
- Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Company and to explain its transactions.
5. The books of account shall be kept at the Office, or, subject to s.222 of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
55. The accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, subject to such reasonable restrictions as to the time and manner of inspection as may from time to time be determined by the Board.
56. The board shall from time to time in accordance with s.240 of the Act, cause to be prepared and to be laid before the Company in general meeting copies of the Company's annual accounts and reports as are referred to in that section.

57. A copy of the Company's annual accounts (including every document required by law to be annexed thereto) which is to be laid before the members together with a copy of the auditor's report, shall not less than 21 days before the date of the meeting, subject nevertheless to the provisions of s.238 of the Act, be sent to the auditor and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. Provided 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.

## AUDIT

58. Auditors shall be appointed and their duties regulated in accordance with the Act.

## NOTICES

59. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a 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 post.
60. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (A) every member except those 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;
  - (B) the auditors for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

## DISSOLUTION

61. Clause 7 of the Memorandum of Association of the Company relating to the winding up or dissolution of the Company shall have effect as if the provisions thereof were repeated in these articles.

## INDEMNITY

62. 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 judgment 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.

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