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COMPANIES HOUSE

THE COMPANIES ACT 1985

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

MEMORANDUM OF ASSOCIATION

-of-

Birmingham Core Skills Development Partnership Limited

- 1 The Company's name is Birmingham Core Skills Development Partnership Limited
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects are -
 - (a) To co-ordinate the development of a city-wide strategy for the raising of Core Skill levels for Birmingham residents, and to locate this strategy within the wider strategy for lifetime learning, and to provide the effective management and operation of both financial and reporting processes associated with external development funds aligned to the Company's objectives
 - (b) To carry on any other business of any description which may seem to the company capable of being 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 any freehold, leasehold or other property for any estate or interest whatever and any rights or privileges of any kind over or in respect of any property and any real or personal property or rights whatsoever which may be necessary for, or any other property of the Company
 - (d) To enter into any arrangement with any government or authority (supreme, municipal, local or otherwise) or any corporations, companies or persons, that may see conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority, corporation, Company or persons, any charters, contracts, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions
 - (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 co-operation, or for limiting competition, or for mutual assistance with any such person firm or Company

- (f) To improve, manage, cultivate, construct, repair develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant 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 moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined
- (h) To lend and advance money or give credit to any person, firms or companies upon such terms and with or without security and subject to such conditions as may seem desirable and in particular to customers and others having dealings with the Company and to give guarantees or become security for any such persons firms or companies
- (i) To borrow and raise money in any manner, as the Company shall think fit, and in particular by the issue of debentures or debenture stock 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), including its uncalled capital
- (j) To draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable instruments
- (k) To 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, copyrights, secret, processes, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licenses 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
- (l) To subscribe for, take, purchase, or otherwise acquire and hold shares, stock or other interests in or obligations of any other company or corporation
- (m) To promote any other Company for the purpose of acquiring all or any of the 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 is aforesaid
- (n) To sell, let, licence, develop or otherwise deal with the whole or any part of the undertaking of the Company, either together or in portions upon such terms as the Company may think fit, with power to accept shares, debentures, or securities of any Company purchasing the same

- (o) To act as agents or brokers and as trustees for any person, firm or Company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others
 - (p) To remunerate any person, firm or Company all costs and expenses of or incidental to the promotion, formation and incorporation of the Company
 - (q) To pay out of the funds of the Company all costs and expenses of or incidental to the promotion, formation and incorporation of the Company
 - (r) To pay out of the funds of the Company all costs and expenses for any insurance policy for any director, officer or auditor against any liability as is referred to in Section 310(1) of the Act
 - (s) 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, to remunerate the executive directors in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of any persons who are or were at any time in the employment or service of the Company or of any Company for the time being the Company's holding Company or subsidiary Company as defined by Section 736 of the Act, or otherwise associated with the Company in business and the wives, widows, families and dependents of any such persons; to make payments towards insurance, 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 as aforesaid and of their wives, widows, families and dependents
 - (t) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objectives or any of them
 - (u)
 - (i) 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 subject, and the foregoing sub-clause shall be construed independently of each other, except whether the context expressly so requires and none of the objects therein mentioned shall be deemed to be merely subsidiary or ancillary to the objects contained in any other sub-clause
 - (ii) The Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause contained the objects of a separate Company
- 4 The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this memorandum of association and no portion thereof shall be paid or transferred directly or indirectly by way of bonus or otherwise howsoever by way of profit to the members, and no director shall be paid by way of salary or fees or receive any remuneration or other benefit in money or money's worth from the Company

Provided that nothing herein shall prevent the payment in good faith by the Company by prior approval of the board of directors -

- (i) of interest on money lent by any member at a reasonable and proper rate,
- (ii) of reasonable and proper rent for premises demised or let by any member,
- (iii) of reasonable and proper out-of-pocket expenses to any Director

5 The liability of the members is limited

6 Every member undertakes to contribute to the Company's assets in the event of its being wound up while he is a member or within one year afterwards for payment of the Company's debts and liabilities contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1

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, but shall be given or transferred to some other institution or institutions 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 4 above, such institution or institutions to be determined by the members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object

WE, the subscribers to this memorandum of association, wish to be formed into a Company pursuant to this memorandum

Dated this 3rd Day of July 1996

NAME AND ADDRESSES OF SUBSCRIBERS

BIRMINGHAM CITY COUNCIL
Council House
Victoria Square
Birmingham B1 1BB

STEPHEN SELLERS

BIRMINGHAM TEC LIMITED
Chaplin Court
80 Hurst Street
Birmingham B5 4TG

DAVID CRAGG

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

AMENDED

By Special Resolution dated 7 September 2007

ARTICLES OF ASSOCIATION

-of-

Birmingham Core Skills Development Partnership Limited

PRELIMINARY

- 1 In these articles -
 - (a) Regulations contained in Table C in the First Schedule to The Companies (Tables A-F) Regulations 1985 shall not apply to the Company
 - (b) Unless the context otherwise required, words or expressions contained in these articles shall bear the same meaning as in the Act (as defined below) or any statutory modification or re-enactment thereof in force at the date at which these Articles become binding on the Company
- 2 In these articles "the Act" means the Companies Act 1985 (as amended) but so that any reference in these Articles 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
- 3 The Company is established for the purposes expressed in the memorandum of association

MEMBERSHIP

- 4
 - (a) The subscribers to the memorandum of association of the Company and such other persons as are subsequently admitted to membership in accordance with these articles shall be members of the Company
 - (b) No person shall be admitted as a member of the Company except with the consent of all the members
 - (c) Every member of the Company other than the subscribers to the memorandum of association of the Company shall either sign a written application or consent to become a member or sign the Register of Members on becoming a member

- (d) It shall be lawful for any person being a member of the Company to guarantee any larger sum than £1 (one pound) by executing a bond or subscription contract with the Company to that effect
 - (e) Membership shall not be transferable
- 5 A member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company of his intention so to do but any person ceasing by any means to be a member shall remain liable for and shall pay to the Company all moneys due from him to the Company at the time of his ceasing to be a member or for which he may become liable under the provisions of the memorandum of association

GENERAL MEETINGS

- 6 The Company shall hold a general meeting every year as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it, and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next, provided that so long as the Company holds its first annual general meeting within 18 months of its incorporation it need not hold it in the year of its incorporation or in the following year The annual general meeting shall be held at such time and place as the directors shall appoint
- 7 The directors may, whenever they think fit, convene a general meeting or in default may be convened by requisition as provided by Section 368 of the Act If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any one member may convene a general meeting

NOTICE OF GENERAL MEETINGS

- 8 An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing 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 at least fourteen clear days' notice in writing The notice shall specify the time and place of the meeting as such to such persons are, under the articles of the Company entitled to receive such notices from the Company The notice shall be given to all members and to the directors and auditors A meeting of the Company shall, notwithstanding that it is called by a 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 an annual general meeting by all the members entitled to attend and vote thereat, and
 - (b) in the case of any other meetings by a majority vote in number of the members having a right to attend and vote at the meeting being a majority representing not less than 95% of the total voting rights at the meeting of all the members

PROCEEDINGS AT GENERAL MEETINGS

- 9 All business shall be deemed special that is transacted at a general meeting and also that is transacted at any annual general meeting, with the exception and the consideration of the accounts, balance sheets and the reports of the directors and auditors, the election of directors and appointment and the fixing of the remuneration of the auditors

- 10 No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business

The quorum for the transaction of the business at General Meetings shall be to whether present, in person or by proxy No business shall be transacted at any General Meeting unless a quorum of the members is present at the time the meeting proceeds to business

- 11 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

- 12 The chairperson, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairperson of the meeting, but if neither the chairperson 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 chairperson and, if there is only one director present and willing to act, he shall be chairperson

- 13 If no director is willing to act as chairperson, 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 chairperson

- 14 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any General Meeting

- 15 The chairperson 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, a 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

- 16 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 -

- (a) by the chairperson, or

- (b) by at least two members having the right to vote at the meeting, or
- (c) by a member or members presenting 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

- 17 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
- 18 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson 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
- 19 A poll shall be taken as the chairperson 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
- 20 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall not be entitled to a casting vote in addition to any other vote he may have
- 21 A poll demanded on the election of a chairperson 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
- 22 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
- 23 Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at a general meeting of the Company 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 OF MEMBERS

- 24 Subject as hereinafter provided every member present in person shall have one vote

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 on 19 "

29 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 -

- (a) 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
- (b) 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;
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded 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

30 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

THE NUMBER OF DIRECTORS

31 Unless otherwise determined by ordinary resolution, the maximum number of directors shall be eight and the minimum number shall be one

ALTERNATE DIRECTORS

- 32 Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, as alternate director and may remove from office an alternate director so appointed by him
- 33 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointer is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointer as a director in his absence but shall not be entitled to receive any remuneration from his Company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom
- 34 An alternate director shall cease to be an alternate director if his appointer ceases to be a director, but, if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
- 35 Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors
- 36 Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him

POWERS AND DUTIES OF DIRECTORS

- 37 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that the direction had not been given. The powers given by this article shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors
- 38 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
- 39 The directors shall report to the Members of the Company at six monthly intervals on the activities of the Company. The directors' report shall include information relating to the activities of the Company in the preceding six monthly period and to the Company's overall financial position. The first report is to be made as soon as possible six months following the date of incorporation of the Company. All reports thereafter are to be made within six months of the date of the last report

BORROWING POWERS

- 40 Directors may exercise all the powers of the Company to borrow money without restriction and upon such terms and in such manner as they think fit and to grant mortgage, charge or take security over its undertaking and property thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

DELEGATION OF DIRECTOR'S 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 directors are not subject to retirement by rotation
- 43 No person shall be appointed a director at any general meeting unless he is recommended by the directors
- 44 The directors 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 maximum number of directors that may be fixed by ordinary resolution
- 45 Subject to the provisions of the Act, the directors and/or members as appropriate will ensure, so far as within their voting rights, that any director so appointed will remain a director of the Company

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 46 The office of a director shall be vacated if -
- (a) 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
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - (c) he is, or may be, suffering from mental disorder and either -
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, the

application for admission under the Mental Health (Scotland) Act 1960,
or

- (ii) 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, or
- (d) he resigns his office by notice to the Company, or
- (e) he shall for more than three 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, or

REMUNERATION OF DIRECTORS

- 47 In accordance with clause 4 of the memorandum, directors shall not be entitled to any remuneration except as provided therein

DIRECTORS' EXPENSES

- 48 Subject to clause 4 of the Memorandum and by prior approval of the board of directors, the directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties

DIRECTORS' APPOINTMENTS AND INTERESTS

- 49 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 -
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested,
 - (b) 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,
 - (c) 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

PROCEEDINGS OF DIRECTORS

- 50 Subject to the provisions of these 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. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall not have a second or casting vote.
- 51 Each director shall have one vote.
- 52 (a) The quorum for transaction of the business of the directors shall be one.
- (b) 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, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed therefore, such adjourned meeting shall be dissolved.
- 53 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.
- 54 The directors may appoint one of their number to be the chairperson. Unless *he or she* is unwilling to do so, the chairperson shall preside at every meeting of directors at which he is present. If the chairperson is unwilling to preside or is not present within five minutes after the time appointed for the meeting, then the directors present may appoint one of their number to be the chairperson of the meeting.
- 55 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 has been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 56 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, but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
- 57 At any meeting of the directors or of any committee of the directors, subject to disclosing his interest therein, a director may vote on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has, directly or

indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting

- 58 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

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

MINUTES

- 60 The directors shall cause minutes to be made in books kept for the purpose -
- (a) of all appointments of officers made by the directors, and
 - (b) 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

- 61 The seal 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 a director and by the secretary or by a second director

ACCOUNTS

- 62 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

- 63 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 needs not be in writing
- 64 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

- 65 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
- 66 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
- 67 (a) Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including 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 under Section 727 of the Act in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act
- (b) The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in Section 310 (1) of the Act

Dated this 3rd Day of July 1996

NAME AND ADDRESSES OF SUBSCRIBERS

BIRMINGHAM CITY COUNCIL
Council House

**Victoria Square
Birmingham B1 1BB**

STEPHEN SELLERS

**BIRMINGHAM TEC LIMITED
Chaplin Court
80 Hurst Street
Birmingham B5 4TG**

DAVID CRAGG