

Company Number: 3837502

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

(Pursuant to section 378 of the Companies Act 1985)

AND

**ORDINARY RESOLUTION REVOKING AN ELECTIVE RESOLUTION**

(Pursuant to section 380 of the Companies Act 1985)

of

**BOURNEMOUTH DORSET AND POOLE ECONOMIC PARTNERSHIP LIMITED**

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Passed on 21 November 2003

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At the Annual General Meeting of the Company duly convened and held on 21 November 2003 at Springfield Country Hotel, Stoborough, Wareham, Dorset beginning at 2.00 pm the following resolutions were passed:

**Ordinary Resolution**

1. That the written 'elective' resolution dated 21 December 2001 dispensing with the holding of annual general meetings in accordance with section 366A of the Companies Act 1985 be revoked.

**Special Resolution**

2. That the regulations contained in the printed document attached to the notice of the Annual General Meeting and for the purposes of identification signed by the Chairman, be approved and adopted as the New Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association.

A copy of the new Articles of Association is attached.



authorised signatory for **Lester Aldridge Company Secretarial Limited**  
**Secretary**



**THE COMPANIES ACTS 1985 to 1989**

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

**ARTICLES OF ASSOCIATION**

**OF**

**BOURNEMOUTH DORSET AND POOLE ECONOMIC  
PARTNERSHIP LIMITED**

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(Adopted by Special Resolution passed on 21 November 2003)

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**1. PRELIMINARY**

- 1.1 Regulations 2 to 35 (inclusive), 38, 40, 41, 54, 55, 57, 59, 64, 73-80 (inclusive), 87, 94-97 (inclusive), 101 to 108 (inclusive), 110, 114, and 116 to 118 in Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A save in so far as they are excluded or varied hereby shall constitute the Articles of the Company.

**1.2 INTERPRETATION**

In these Articles the following words shall have the following meanings for all purposes:-

|                       |  |
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| <b>Act</b>            | : the Companies Act 1985.  |
| <b>Area</b>           | : the area comprised within the boundaries of the County of Dorset (including the Boroughs of Bournemouth and Poole), as those boundaries exist at the date of the adoption of these Articles, together with the surrounding area. |
| <b>Articles</b>       | : these Articles of Association and the regulations of the Company from time to time in force.   |
| <b>Auditors</b>       | : the auditors for the Company for the time being.   |
| <b>Board</b>          | : the board of Directors of the Company for the time being, appointed and holding office in accordance with Article 15.  |
| <b>Bournemouth BC</b> | : Bournemouth Borough Council or any successor body for the time being.  |

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|-------------------------------------|--|
| <b>Business Link</b>                | : Business Link Wessex Limited, company number 03099070, and any Successor Body for the time being.  |
| <b>Business Sector Organisation</b> | : each of Business Link, CBI, DCCI, FSB and IoD (or their respective Successor Bodies for the time being).   |
| <b>Chairman</b>                     | : the Chairman of the Board appointed in accordance with Article 14.   |
| <b>Company</b>                      | : Bournemouth Dorset and Poole Economic Partnership Limited, registered with number 3837502.   |
| <b>CBI</b>                          | : the Dorset branch of the Confederation of British Industry or any Successor Body for the time being.   |
| <b>Directors</b>                    | : the directors for the time being of the Company for the purposes of the Act and appointed and holding office in accordance with Article 15.                                      |
| <b>DCCI</b>                         | : Dorset Chamber of Commerce and Industry, a company limited by guarantee and registered with number 503870 and any Successor Body for the time being.                             |
| <b>District Council</b>             | : each of the District Councils for Christchurch, East Dorset, West Dorset, North Dorset, Purbeck and Weymouth & Portland or their respective Successor Bodies for the time being. |
| <b>DBF</b>                          | : Dorset Business Forum (or its Successor Body for the time being).  |
| <b>DBF Directors</b>                | : the three Directors who are DBF Members, as described in Articles 15.2.3 and 15.5.   |
| <b>DBF Member</b>                   | : a Member who is a Business Sector Organisation and who is designated as being within the DBF category of Membership, as described in Article 2.3.                                |
| <b>Dorset CC</b>                    | : Dorset County Council or any Successor Body for the time being.  |
| <b>Executive Group</b>              | : a sub-committee of the Board to which the provisions of Articles 19.8, 19.9 and 19.10 shall apply.   |

- FSB** : the Wessex branch of the Federation of Small Businesses and any Successor Body for the time being.
- Further Education Organisation** : an organisation in the Area that is a provider of further education and that:
- a. satisfies the conditions for Membership specified in Article 2.2; and
  - b. is admitted as a Member; designated as a General Member
- or its Successor body for the time being. At the date of adoption of these Articles the Further Education Organisations are the colleges of further education at:
- i. Bournemouth and Poole;
  - ii. Weymouth; and
  - iii. Kingston Maurward.
- General Directors** : the four Directors who are General Members, as described in Articles 15.2.2 and 15.4.
- General Meeting** : a meeting of the Members convened in accordance with the Act and these Articles.
- General Member** : a Member who is designated as being within the General Membership Category, as described in Article 2.3. At the date of adoption of these Articles the General Members are:
- a. the Higher Education Organisations;
  - b. the Further Education Organisations;
  - c. the Voluntary Sector Organisations;
  - d. the Learning & Skills Council; and
  - e. the TUC.
- Higher Education Organisation** : an organisation with higher education status within the Area that:
- a. satisfies the conditions for Membership specified in Article 2.2; and

- b. is admitted as a Member; designated as a General Member

or its Successor body for the time being.  
At the date of adoption of these Articles  
the Higher Education Organisations are:

- i. Bournemouth University; and
- ii. the Arts Institute, Bournemouth.

- IoD** : the Wessex branch of the Institute of Directors or any Successor Body for the time being.
- Learning & Skills Council** : the Bournemouth Dorset and Poole branch of the Learning & Skills Council, a quasi non-government organisation.
- Member** : a member of the Company and "Membership" means membership of the Company.
- Membership Category** : each of the three categories of Membership described in Article 2.3.
- Membership Category Meeting** : a meeting of Members of a particular Membership Category.
- Member Director** : a Member that either:
- a. is a Director, as described in Article 15.2.1, 15.2.2 or 15.2.3; or
  - b. would be a Director, as described in Article 15.2.1, 15.2.2 or 15.2.3, but for being constituted as an unincorporated body and which has nominated a Qualified Individual to be its Nominated Director in accordance with Article 15.7.
- Nominated Director** : a Qualified Individual who holds office as a Director as the nominated director for an unincorporated Member Director in accordance with Article 15.7.
- Borough of Poole Council** : Borough of Poole Council or any Successor Body for the time being.
- Predecessor Member** : a Member that has ceased, substantially or completely, to operate (or is about to so cease) and which Member's Membership has automatically determined (or will

automatically determine) in accordance with Article 2.5.5.

- Qualified Individual** : an individual who is an officer or other responsible executive of equivalent status of any Member in the same Membership Category as the unincorporated Member Director. In the case of a Unitary/Local Authority Member, an elected councillor of the Member is a Qualified Individual.
- Regulation** : a regulation of Table A.
- Statutes** : the Companies Acts 1985 and 1989 and every other Act for the time being in force concerning and affecting the Company.
- Successor Body** : a body or organisation that:
- a. has objects that are capable of satisfying the qualification for Membership prescribed by Article 2.2; and
  - b. has succeeded (or will succeed) to the principal activities of a Predecessor Member; and
  - c. has notified the Secretary in writing that it wishes to become a Member (and, if relevant, a Member Director) in place of the Predecessor Member; and
  - d. a majority of the Members in the same Membership Category as the Predecessor Member have (before or within [90] days following the date on which the Predecessor Member's Membership terminates) determined (in a Membership Category Meeting of the Members of the relevant Membership Category) shall be the Successor Body of the Predecessor Member.
- Table A** : Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No.1052).
- TUC** : the Dorset branch of the Trades Union Congress or any Successor Body for the time being.

- Unitary/Local Directors Authority** : the three Directors who are Unitary/Local Authority Members, as described in Articles 15.2.1 and 15.6.
- Unitary/Local Member Authority** : a Member who is designated as being within the Unitary/Local Authority category of Membership as described in Article 2.3.
- Voluntary Sector Organisation** : an organisation within the voluntary sector that:
- a. satisfies the conditions for Membership specified in Article 2.2; and
  - b. is admitted as a Member; designated as a General Member
- or its Successor body for the time being.  
At the date of adoption of these Articles the Voluntary Sector Organisations are:
- ♦ Dorset Community Action
  - ♦ Bournemouth Council for Voluntary Service
  - ♦ Poole Council for Voluntary Service.

- 1.3 Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine and neuter genders and words importing persons shall include corporations.
- 1.4 Unless the context otherwise requires, words or expressions contained in the Articles shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which the Articles are adopted by the Company.
- 1.5 The Company is established for the purposes expressed in the Memorandum of Association.
- 1.6. Regulation 1 in Table A shall be read and construed as if the definition of "the holder" were omitted therefrom.

## **MEMBERSHIP**

- 2.1 Those persons who are Members at the date of adoption of the Articles and all such other persons:
- 2.1.1 as satisfy the qualification for Membership set out in Article 2.2; and

- 2.1.2 as apply, and are accepted, for Membership in accordance with the provisions of Article 2.3
- shall be Members until such time as their Membership ceases in accordance with these Articles.
- 2.2 A Member must be an organisation (whether or not an incorporated body) that the Board approves as:
- 2.2.1 having one or more objects that are consistent with one or more of the Company's objects set out in clause 3.1 of the Company's Memorandum of Association; and
- 2.2.2 is capable of promoting and contributing to the Company's achievement of such object or objects.
- 2.3 Each Member shall belong to one of the following three categories of Membership:
- 2.3.1 DBF Member category;
- 2.3.2 Unitary/Local Authority Member category; and
- 2.3.3 General Member category.
- 2.4 A person who desires to become a Member shall complete such form of application for Membership as the Board shall from time to time prescribe and send it to the Secretary who shall lay it before the Board. If any difference shall arise among the Board an application shall be rejected unless a majority of the Directors present and voting upon such application shall vote for its acceptance. When accepting an application for Membership, the Board shall determine the category of Membership that the applicant shall belong to when admitted as a Member. The Secretary shall notify the applicant in writing within 7 working days as to whether its application has been accepted or rejected.
- 2.5 Subject to the proviso to this Article 2.5, any Member may resign its Membership by giving notice in writing to the Secretary at any time and the resignation shall be effective from the date of the notice. Provided that no resignation shall be effective if the number of Members immediately after the resignation comes into effect would be less than the minimum number of Members required by the Act.
- 2.6 Any Member may be removed as a Member by a resolution of the Board passed by a majority of at least three-quarters of the Directors present and voting at a meeting of the Board of which not less than fourteen days' previous notice specifying the intention to propose such resolution shall have been sent to the Member whose removal is in question and to all the Directors. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the Member whose removal is in question at least seven days before the meeting and the Member shall be entitled to be heard by the Board at the meeting.
- 2.7 Membership shall ipso facto cease and all rights and privileges of Membership shall be forfeited if:-



- 2.7.1 an order is made or an effective resolution is passed for the winding-up of the Member (if corporate) unless such order or resolution is made or passed by reason or in contemplation of a bona fide reconstruction or amalgamation;
  - 2.7.2 the Member (being unincorporated) is dissolved or is adjudicated bankrupt, or compounds with its creditors;
  - 2.7.3 in pursuance of a resolution passed by a three-quarters majority of the Members present in person and voting at a general meeting of the Company, a Member be directed to resign its Membership;
  - 2.7.4 the passing of a resolution of the Board in accordance with Article 2.4;
  - 2.7.5 the Member ceasing to satisfy the qualification for Membership prescribed by Article 2.2.
- 2.8 If a Predecessor Member has a Successor Body, the Successor Body shall be admitted as a Member in place of the Predecessor Member and the provisions of Article 2.3 shall not apply. The admission of the Successor Member shall be effective from the date on which the Members resolve that the Successor Body shall be a Successor Body.

### **GENERAL MEETINGS AND RESOLUTIONS**

- 3.1 The Company shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. So long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold its first Annual General Meeting in the year of the Company's incorporation or in the following year. Each Annual General Meeting shall be held at such time and place as the Board shall appoint.
- 3.2 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 3.3 The Board may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as is 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 two Directors or the sole Member (if at the time there is only one Member) may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.
- 3.4 Except as provided in this Article, an Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by not less than twenty-one days' written notice, 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 not less than fourteen days' written notice, exclusive, in either case, of the day on which it is served or deemed to be served and of the day for

which it is given. A meeting of the Company called by shorter notice than that specified in this Article shall be deemed to have been duly called if it is so agreed in writing by not less than 95% of all the Members.

- 3.5 Every notice calling a General Meeting shall specify the place, the day and the hour of the meeting. If other than routine business is to be transacted, the notice shall specify the general nature of such business which shall be deemed special business. If any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect and the wording of the Resolution.
- 3.6. All business shall be deemed special that is transacted at an Extraordinary General Meeting and at an Annual General Meeting except that the following classes of business transacted at an Annual General Meeting shall be routine business:-
  - 3.6.1 considering and adopting the balance sheet and income and expenditure account and reports of the Board and the Auditors and other related documents;
  - 3.6.2 appointing Auditors;
  - 3.6.3 the retirement by rotation of Directors and the appointment of their successors in accordance with Article 14.
- 3.7 Although not Members, the Chairman and the Deputy Chairman shall each be entitled to receive notice of, attend and speak at General Meetings of the Company but shall not be entitled to vote.
- 3.8 No business shall be transacted at any General Meeting unless a quorum is present. Three Members present by their duly authorised representatives shall be a quorum provided that there is at least one Member present from each of the three Membership Categories.
- 3.9 The provisions of Articles 3.4 and 3.5 shall apply mutatis mutandis to any Membership Category Meeting and to any District Council meeting. A quorum for a Membership Category Meeting shall be two Members of the relevant Membership Category and the quorum for a District Council meeting shall be any three District Councils.

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

4. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided in the Articles, for so long as there is a sole Member the duly appointed representative of the sole Member, present in person, shall be a quorum.
5. If within thirty minutes from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the chairman of the meeting shall appoint, and if at such adjourned meeting a quorum is not present within thirty minutes from the time appointed for holding the meeting the meeting shall be dissolved.

6. The Chairman shall preside as chairman at every General Meeting, but if he shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Deputy Chairman shall preside as chairman of the General Meeting. If the Deputy Chairman shall not be present or shall be unwilling to preside the Members present shall choose a Member who is present to preside.
7. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Except as provided in this Article, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
8. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands.
9. An entry that a resolution has been carried or lost 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.

#### **VOTES OF MEMBERS**

10. A Member that is a corporation may vote by its duly authorised representatives appointed as provided by Section 375 of the Act. A Member that is not a corporation to which Section 375 of the Act applies shall vote by its duly authorised representative appointed for the purpose by the Member's governing body.
11. Regulation 44 in Table A shall be read and construed as if the words "and at any separate meeting of the holders of any class of shares in the Company" were omitted therefrom.
12. Regulation 46 in Table A shall be read and construed as if paragraph (d) was omitted therefrom.
13. A Member that is to become a Predecessor Member shall not be entitled to vote on any resolution in respect of the identity of the Member's Successor Body.

#### **MANAGEMENT OF THE COMPANY**

##### **14. THE CHAIRMAN**

- 14.1 The Chairman shall be an individual who shall be appointed by the Board to hold office for a three year term or such shorter or longer period as the Board shall determine.

14.2 The Deputy Chairman shall be an individual who shall be appointed by the Board to hold office for a three year term or such shorter or longer period as the Board shall determine.

14.3 The Chairman and Deputy Chairman shall each be appointed as a Director and shall remain in office as a Director and Chairman/Deputy Chairman until the earlier of:

14.3.1 his resigning either office in writing;

14.3.2 his removal from either office by a resolution passed by a majority of the Board properly convened and;

14.3.3 his removal from either office by a resolution of the Member(s) in accordance with section 303 of the Act;

14.3.4 his being disqualified to be a Director in accordance with Article 15.

## 15. COMPOSITION OF THE BOARD

15.1 Subject to the provisions of these Articles, the management of the Company shall be undertaken by the Board who shall exercise all the powers of the Company.

15.2 Subject to Article 15.3, the Board shall comprise the Chairman, the Deputy Chairman, the Finance Director, four Members from the DBF Member Category, three Members from the Unitary/Local Authority Member Category and five Members from the General Member Category, as follows:

15.2.1 a. Bournemouth BC;

b. Borough of Poole Council; and

c. Dorset CC;

15.2.2 Learning & Skills Council and four General Members appointed in accordance with Article 15.4;

15.2.3 a. DCCI;

b. Business Link; and

c. Two other DBF Members appointed in accordance with Article 15.5;

and Regulation 64 in Table A shall not apply to the Company.

15.3 With the exception of the Chairman, the Deputy Chairman and the Finance Director, and except where Article 15.8 applies, a Director must be a Member. If any Member Director shall cease to be a Member, that Member Director's appointment as a Director shall automatically cease (the "Vacated Member Director"). If the Vacated Member Director:

- 15.3.1 has a Successor Body, the Successor Body shall be appointed a Director in place of the Vacated Member Director to which it is the Successor Body;
- 15.3.2 does not have a Successor Body, the Members of the Membership Category to which the Vacated Member Director belonged shall convene a Membership Category Meeting at which the Members present shall nominate a Member within the Membership Category for appointment as a Director in place of the Vacated Member Director and shall notify the Board in writing of the nominated Member. The Board shall appoint the nominated Member as a Director in place of the Vacated Member Director at the next meeting of the Board to be held after the Board's receipt of the written notification. The replacement Director's appointment shall be deemed to have commenced on the date of the Vacated Member Director's appointment.
- 15.4 Subject to Article 15.8, the General Directors at the date of adoption of these Articles ("First General Directors") are Weymouth College (a Further Education Organisation that will represent the interests of the Further Education Organisations and the Higher Education Organisations (excluding Bournemouth University) at meetings of the Board, in accordance with Article 16.1.4), Bournemouth University (a Higher Education Organisation), the Learning & Skills Council (being an unincorporated Member Director whose Nominated Director pursuant to Article 15.7 is Patricia Taylor), the TUC (being an unincorporated Member Director whose Nominated Director pursuant to Article 15.7 is Stephen Attwill) and Dorset Community Action (a Voluntary Sector Organisation that is an unincorporated Member Director whose Nominated Director pursuant to Article 15.7 is Michael Green). The Learning & Skills Council shall not be subject to retirement by rotation and the following provisions of this Article 15.4 shall apply in respect of the future retirement and appointment of the four other General Director appointments (the "Rotating General Directors"):
- 15.4.1 One Rotating General Director shall retire from office at each Annual General Meeting in strict rotation. The order in which each of the First Rotating General Directors shall retire shall be determined by lot drawn between them.
- 15.4.2 Not more than three months before the date of the Annual General Meeting at which a Rotating General Director shall retire, the General Members shall convene a Membership Category Meeting of the General Members at which the General Members shall nominate a General Member for appointment as a Rotating General Director in succession to the retiring Rotating General Director. If the retiring Rotating General Director is a Further Education Organisation or a Higher Education Organisation (except for Bournemouth University) the only General Members eligible to be nominated for appointment or for selection by the Board under Article 15.4.5 as successor Rotating General Director are the Further Education Organisations and the Higher Education Organisations (excluding Bournemouth University). The retiring Rotating General Director shall be eligible for nomination for re-appointment.

- 15.4.3 The General Members shall notify the Board in writing of the General Member nominated to be the successor Rotating General Director and at the next meeting of the Board to be held after receipt of the written notification the Board shall, subject to Article 15.4.4, appoint the nominated General Member as a Rotating General Director with effect from the retirement of the retiring Rotating General Director.
- 15.4.4 If the retiring Rotating General Director is nominated for re-appointment the retiring Rotating General Director shall not be required to retire in accordance with Article 15.4.1 and at the next meeting of the Board to be held after receipt of the written notification the Board shall confirm the continuation of the Rotating General Director's appointment. For the purposes of Articles 15.4.1 to 15.4.5 (inclusive), the Rotating General Director's appointment shall be deemed to have commenced from the date of the Annual General Meeting at which it would have retired had it not been nominated for re-appointment.
- 15.4.5 If the General Members shall fail to notify the Board in accordance with Article 15.4.3 the Board shall select a General Member for appointment in accordance with Article 15.4.3. When exercising its power of selection under this Article 15.4.5 the Board shall seek to ensure that each General Member that wishes to hold office as a Rotating General Director is given the opportunity to hold that office in strict rotation.
- 15.5 Subject to Article 15.7, the DBF Directors at the date of adoption of these Articles are Business Link, DCCI, CBI and IoD (both CBI and IoD being unincorporated Member Directors who have pursuant to Article 15.7 respectively nominated Graham Yates as the Nominated Director for CBI and Gordon Page as the Nominated Director for IoD). Business Link and DCCI shall not be subject to retirement by rotation and the following provisions of this Article 15.4 shall apply in respect of the future retirement and appointment of the two other DBF Director appointments (the "Rotating DBF Directors"):
- 15.5.1 One Rotating DBF Director shall retire from office at each Annual General Meeting in strict rotation. The order in which each of the first Rotating DBF Directors shall retire shall be determined by lot drawn between them.
- 15.5.2 Not more than three months before the date of the Annual General Meeting at which a Rotating DBF Director shall retire, the DBF Members shall convene a Membership Category Meeting of the DBF Members at which the DBF Members shall nominate a DBF Member for appointment as a Rotating DBF Director in succession to the retiring Rotating DBF Director. The retiring Rotating DBF Director shall be eligible for nomination for re-appointment.
- 15.5.3 The DBF Members shall notify the Board in writing of the DBF Member nominated to be the successor Rotating DBF Director and at the next meeting of the Board to be held after receipt of the written notification the Board shall, subject to Article 15.5.4, appoint the nominated DBF Member as a Rotating DBF Director with effect from the retirement of the retiring Rotating DBF Director.

- 15.5.4 If the retiring Rotating DBF Director is nominated for re-appointment the retiring Rotating DBF Director shall not be required to retire in accordance with Article 15.5.1 and at the next meeting of the Board to be held after receipt of the written notification the Board shall confirm the continuation of the Rotating DBF Director's appointment. For the purposes of Articles 15.5.1 to 15.5.5 (inclusive), the Rotating DBF Director's appointment shall be deemed to have commenced from the date of the Annual General Meeting at which it would have retired had it not been nominated for re-appointment.
- 15.5.5 If the DBF Members shall fail to notify the Board in accordance with Article 15.5.3 the Board shall select a DBF Member for appointment in accordance with Article 15.5.3. When exercising its power of selection under this Article 15.5.5 the Board shall seek to ensure that each DBF Member that wishes to hold office as a Rotating DBF Director is given the opportunity to hold that office in strict rotation.
- 15.6 The Unitary/Local Authority Directors shall be Bournemouth BC, Borough of Poole Council and Dorset CC none of which shall be subject to retirement by rotation. No District Council Member shall be entitled to hold office as a Director but the District Council Members as a group shall be represented at meetings of the Board by an Authorised Representative of Dorset CC in accordance with Article 16.2.1.
- 15.7 A Member Director that is constituted as an unincorporated body (so that it does not have a separate legal personality that is capable of holding office as a Director) shall nominate a Qualified Individual to hold office as a Director in its place in accordance with this Article 15.7:
- 15.7.1 The Member Director shall nominate a Qualified Individual (who is willing to accept such nomination) (the "Nominated Director") to be appointed as a Director and to hold that office on behalf of, and as representative for, the Member Director.
- 15.7.2 The Member Director shall notify the Board in writing of the name and address of its Nominated Director and (except for the Nominated Directors who are holding office at the date of adoption of these Articles) the Board shall procure the appointment of the Nominated Director at the next meeting of the Board.
- 15.7.3 A Nominated Director's office of Director shall be automatically vacated on the Nominated Director ceasing to be a Qualified Individual and the Member Director shall, within 30 days of the office being vacated, nominate (and notify the Board in writing of the nomination) another Qualified Individual (who is willing to accept such nomination) to be the Member Director's Nominated Director and the Board shall procure the appointment of the Nominated Director at the next meeting of the Board.
- 15.7.4 If a Member Director fails to notify the Board of its Nominated Director within 30 days of the office becoming vacant (or the Member Director's election as a Member Director) then the Board shall convene a Membership Category Meeting of the Members of the Member Director's Membership Category at which the Members

shall nominate a Qualified Individual (who consents to act) for appointment as the Nominated Director for the Member Director.

- 15.7.5 The Articles dealing with the retirement from office of a Member Director shall apply mutatis mutandis to that Member's Nominated Director.

A Nominated Director shall exercise the powers and duties of his office of Director as he sees fit and shall not be bound to act in accordance with the directions of his Member Director.

## **16. ATTENDANCE AT MEETINGS OF THE BOARD**

- 16.1 The following provisions of this Article 16 shall apply in respect of the attendance of Directors at meetings of the Board:-

- 16.1.1 Each Director (other than a Director who holds office as a Nominated Director pursuant to Article 15.7) shall notify the Chairman in writing from time to time of the names of the individuals ("the Authorised Representatives") who have been authorised, by resolution of the Director's governing body, to be its representative at meetings of the Board. An Authorised Representative must be an officer or other responsible executive of equivalent status (or, in the case of a Unitary/Local Authority Member Director, an elected councillor of the Member Director) of either:

- a. the Director; or
- b. a Member of the same Membership Category as the Director.

- 16.1.2 Any notification to the Chairman in accordance with Article 16.1.1 shall:

- a. in the case of the notification made by Dorset CC, specify two named Authorised Representatives (one of whom will represent the interests of Dorset CC and one of whom will represent the interests of the District Council Members at meetings of the Board); and
- b. in the case of the notification made by any other Director, specify one named Authorised Representative

as the "Primary Authorised Representative(s)" of the notifying Director.

- 16.1.3 Subject to Article 16.1.4 and the final sentence of this Article 16.1.3, at each meeting of the Board each Director shall be represented by its Primary Authorised Representative who shall have full authority at the meeting to exercise all the rights, powers and duties of the Director he represents. Subject to Article 16.1.5, Dorset CC shall procure the attendance of its two Primary Representatives at each meeting of the Board.



- 16.1.4 The Authorised Representative of a General Director that is a Further Education Organisation or a Higher Education Organisation (excluding Bournemouth University) will represent the interests of the Further Education Organisations and the Higher Education Organisations (excluding Bournemouth University) at meetings of the Board.
- 16.1.5 If a Director's Primary Authorised Representative (or either or both of the Dorset CC's Primary Authorised Representatives) is unable to attend any meeting of the Board then the Director may be represented at that meeting by any one (or in the case of Dorset CC if neither of its two Primary Authorised Representatives is able to attend, two) other(s) of its Authorised Representatives that it selects and notice of that selection need not be given to the Chairman.
- 16.1.6 A Director may, by written notice to the Chairman, revoke its authorisation of any of its Authorised Representatives and such revocation shall be effective from the date of the written notice. Any notice of revocation given under this Article 16.1.6 must specify the name of the individual who is the Primary Authorised Representative of the Director from the date of the notice and the name of any replacement Authorised Representative.
- 16.1.7 An Authorised Representative's authorisation shall be automatically revoked upon the Authorised Representative ceasing to satisfy the qualification for being an Authorised Representative as set out in Article 16.1.1.
- 16.2 In addition to the attendance of Directors:
  - 16.2.1 the chair for the time being of the Executive Group shall be entitled to attend meetings of the Board as an observer, to report to the Board on the performance of the Executive Group;
  - 16.2.2 the authorised representative of the South West of England Regional Development Agency shall be entitled to attend meetings of the Board as an observer;
  - 16.2.3 a Director may request the Board to permit one or more duly nominated representatives of the Director to attend a meeting of the Board as observers. Acceptance of any such request shall be in the sole discretion of the Board

PROVIDED THAT any person attending a meeting of the Board as an observer pursuant to this Article 16.2 shall not be entitled to vote on any resolution proposed at the meeting.

- 17. Regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.

#### 18. **DISQUALIFICATION OF MEMBERS OF THE BOARD**

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

- 18.1 becomes prohibited from being a Director by reason of any order made under the Statutes; or

- 18.2 resigns its office by notice in writing to the Company; or
- 18.3 is removed from office by a resolution duly passed pursuant to Section 303 of the Act; or
- 18.4 (except in the case of the Chairman, Deputy Chairman and the Finance Director) ceases to be a Member.

## **19. PROCEEDINGS OF THE BOARD**

- 19.1 The Board shall meet not less than four times each year but may meet more frequently for the despatch of business, adjourn and otherwise regulate their meetings and the times and places of their meetings as they think fit. A quorum for the transaction of business shall be one General Director, one DBF Director and one Unitary/Local Authority Director, each present by their respective Authorised Representatives in accordance with Article 16 (or by their Nominated Directors, if applicable). Questions arising at any meeting of the Board shall be decided by a majority vote of the Directors present (DCCI and Dorset CC each having two votes in accordance with Article 19.2). In the case of an equality of votes the chairman of the meeting shall not have a second or casting vote.
- 19.2 Each Director (other than DCCI and Dorset CC) present at a meeting of the Board shall have one vote. DCCI when present by its Authorised Representative at a meeting of the Board shall have two votes. Dorset CC shall have one vote for each of its two Authorised Representatives present at the meeting. If a Nominated Director is the Nominated Director for more than one Member Director, then he shall have one vote for each Member Director for whom he is the Nominated Director.
- 19.3 On the request of the Chairman or any three Directors the Secretary shall, at any time, summon a meeting of the Board by notice served on all the Directors. The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 19.4 The Chairman or failing him, the Deputy Chairman, shall be entitled to preside at all meetings of the Board at which he shall be present but if neither the Chairman nor the Deputy Chairman has been appointed in accordance with Article 14, or if at any meeting neither of them shall be present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the Directors present shall choose one of their number to be chairman of the meeting during the absence of the Chairman and Deputy Chairman.
- 19.5 The Board shall cause proper Minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of sub-committees, and all business transacted at such meetings and any such Minutes of any such meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated in such Minutes.
- 19.6 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.

- 19.7 A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Board duly convened and held, and may consist of several documents in the like form, each signed on behalf of one or more Directors. For the purposes of this Article 19.7, DCCI and Dorset CC shall each be required to sign the resolution once.
- 19.8 The Board may delegate (and may at any time revoke such delegation) any of their powers to sub-committees consisting of such Directors and/or Members as they think fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Board. Any such regulations may provide for or authorise the co-option to the sub-committee of Members, not being Directors, or of persons not being Members or Directors but only those sub-committee members who are Members or Directors shall be entitled to vote, unless the resolution is to make a recommendation to the Board, in which case all members of the sub-committee shall be entitled to vote on the resolution. All acts and proceedings of sub-committees shall be reported back to the Board as soon as reasonably possible and in accordance with any directions issued by the Board.
- 19.9 The meetings and proceedings of any sub-committees shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations made by the Board.
- 19.10 All acts done by any meeting of the Board or sub-committee of the Board, or by any person acting as a member of the Board or sub-committee, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment or continuance in office of any member of the Board or sub-committee or person acting as such or that any such member or person was disqualified or had vacated office or was 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 member of the Board or sub-committee and had been entitled to vote.
- 19.11 Regulation 100 in Table A shall be read and construed as if the words "of the holders of any class of shares in the Company" were omitted.

**20. POWER OF COMPANY TO CONTRACT WITH THE BOARD**

The Company may make contracts with any Director upon such terms as the Board shall think fit; and a Director shall not, by reason of the fiduciary relationship subsisting between it and the Company, be accountable for any profit made by the Director in respect of any such contract, and shall not, subject to the following proviso, be accountable in respect of any other contract made with the Company in the profits of which the Director participates, or in which it is otherwise interested. Provided that the fact of the Director being interested in the contract, and the nature of its interest, shall have been fully and fairly disclosed by the Director at the meeting of the Board at which the contract is determined upon, if the Director's interest then exists, or, in any other case, at the first meeting of the Board after the acquisition of the Director's interest. No Director shall vote in respect of any contract in which it is interested or any matter arising out of any contract in which it is interested, and if the Director does vote its vote shall not be counted.

## **21. POWERS OF THE BOARD**

- 21.1 The affairs of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they consider fit, and may exercise all such powers of the Company, and do on behalf of the Company, all such acts as may be exercised and done by the Company and as are not by the Statutes or by the Articles required to be exercised by the Company in General Meeting, subject nevertheless to the Articles, to the provisions of the Statutes, and to such articles (not inconsistent with the Articles or provisions of the Statutes) as may be prescribed by the Company in General Meeting, but no article so made by the Company shall invalidate any prior act of the Board which would have been valid if such article had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.
- 21.2 Without limitation to Article 21.1, the Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking and property, or any part thereof, and to issue debentures, whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 21.3 The Directors may exercise the power of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits.
- 21.4 Regulation 87 in Table A shall not apply to the Company.
- 21.5 Regulation 83 in Table A shall be read and construed as if the words "of any class of shares or" were omitted therefrom.

## **22. ALTERNATE DIRECTORS**

- 22.1 A Director (other than a Nominated Director) shall not be permitted to appoint an alternate director.
- 22.2 A Nominated Director may, with the written consent of the Member Director for whom he holds office as nominee, appoint any person approved by his appointor Member Director (including the Authorised Representative of another Director) to be an alternate director and may at any time terminate such appointment.
- 22.3 A notice of appointment or removal of an alternate director pursuant to this Article shall take effect upon lodgment at the Office or on delivery to a meeting of the Directors or on delivery to the Secretary. The same person may be appointed as the alternate director of more than one Nominated Director.
- 22.4 The appointment of an alternate director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Nominated Director.
- 22.5 An alternate director shall be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a

member and shall be entitled to attend and vote as a director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director of the relevant Membership Category. It shall not be necessary to give notices of meetings to an alternate director who is absent from the United Kingdom. If an alternate director shall be himself a Nominated Director or the Authorised Representative of a Member Director his voting rights shall be cumulative, but he shall count as only one for the purpose of determining whether a quorum is present. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

22.6 An alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

22.7 Regulations 65 to 69 shall not apply.

### **INDEMNITY**

23.1 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 the Director or other officer or auditor (as the case may be) may sustain or incur in or about the execution of the duties of its office or otherwise in relation thereto, including any liability incurred by such Director or other officer or auditor in defending any proceedings, whether civil or criminal, or in connection with any application under section 727 of the Act in which relief is granted to such Director or other officer or auditor (as the case may be) 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 its or his office or in relation thereto. But this Article shall only have effect in so far as its provisions are avoided by section 310 of the Act.

23.2 Subject to the provisions of the Act and pursuant to Section 310(3)(a) of the Act and Clause 3.24 of the Company's Memorandum of Association, the Directors may exercise all the powers of the Company to purchase and maintain any policy of insurance for any director, other officer or auditor of the Company against any such liability as is referred to in Section 310(1) of the Act.

23.3 Regulation 118 in Table A shall not apply to the Company.

## **SEAL**

- 24.1 If the Company has a seal it shall only be used with the authority of the Directors or of a committee of 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 second director. Regulation 101 shall not apply to the Company.
- 24.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

## **NOTICES**

- 25.1 Without prejudice to Regulations 112 to 116 inclusive, the Company may give notice to a Member by electronic means provided that:-
- 25.1.1 the Member has given its written consent to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means; and
- 25.1.2 the electronic means used by the Company enables the Member concerned to read the text of the notice.
- 25.2 A notice given to a Member personally or in a form permitted by Article 25.1 shall be deemed to be given on the earlier of the day on which it is delivered personally and the day on which it was despatched by electronic means, as that case may be.
- 25.3 Regulation 115 shall not apply to a notice delivered personally or in a form permitted by Article 25.2.
- 25.4 In this Article "electronic" means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated.
- 25.5 Regulation 112 shall be read and construed as if the second sentence was omitted.
- 25.6 Regulation 113 shall be read and construed as if the words "or of the holders of any class of shares in the Company" were omitted.

NAMES AND ADDRESSES OF SUBSCRIBERS

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Dated 24<sup>th</sup> August 1999

Witness to the above signatures:-

Tracy Sweeny  
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