

The Companies Acts 1985 to 1989

Articles of Association of Visit Kent Ltd

Private Company Limited by Guarantee and not
having a Share capital

(Adopted by Special Resolution dated 25th October
2007 and amended by Special Resolution dated 3rd
November 2016)

Jeetline



INTERPRETATION

1 1 In these articles

"Act" means the Companies Act 1985 as amended, modified, replaced or re-enacted by the Companies Act 1989 and any modification, amendment, re-enactment or consolidation thereof from time to time,

"Board of Directors" means the board of directors of the Company from time to time,

"Chairman" means the chairman of the Board of Directors appointed pursuant to Article 41A,

"communication" and **"electronic communication"** mean the same as in the Electronic Communications Act 2000,

"Investors" means the persons and organisations making a direct financial contribution to the Company in the amounts and on the terms and conditions determined by the Board from time to time,

"seal" means the common seal of the Company,

"secretary" means any person appointed to perform the duties of the secretary of the Company from time to time,

"United Kingdom" means the United Kingdom of Great Britain and Northern Ireland,

"Visit Kent Forum" means the organisation or unincorporated association called Visit Kent Forum established as a forum for the discussion and progression of tourism matters and issues affecting Kent,

"Private Sector Director" means a director of the Company appointed in accordance with article 39 *

1 2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, facsimile and other modes of representing or reproducing words in a visible form

1 3 Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act

MEMBERS

2 The number of members with which the Company may be registered is four

**added by special resolution dated 3 November 2016*

- 3 The persons holding the following positions from time to time shall be the members of the Company

- A Cabinet Member of Kent County Council ("KCC"), as nominated by the Leader of KCC from time to time,
- A Senior Director of KCC, as nominated by the Leader of KCC from time to time,
- The Chairman of the Company,
- A Private Sector Director nominated by the Chairman

When a member ceases to hold the named position or his nomination is withdrawn for any reason, that member shall be deemed to retire from their membership and shall be replaced automatically by the person who succeeds them to that position or is nominated in their place. Every member of the Company other than the subscribers shall either sign a written consent to become a member or sign the register of members on becoming a member *

- 4 NOT USED

GENERAL MEETINGS

- 5 The Company shall in each 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, 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 Board of Directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 6 The Board of Directors may, whenever thinks fit, convene an extraordinary general meeting and an extraordinary general meeting may also be convened by requisitions in accordance with 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 two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which the meetings may be convened by the Board of Directors.

NOTICE OF GENERAL MEETINGS

- 7 An annual general meeting and an extraordinary general meeting called for passing a special resolution or a resolution appointing a person as a director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed.

**amended by special resolution dated 3 November 2016*

- (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 meeting by a majority in number of the members having a right to attend and vote being a majority together representing not less than 95 per cent of the total voting rights at the meeting of all the members

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such

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

PROCEEDINGS AT GENERAL MEETINGS

- 9 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 of Directors and auditors, the election of Directors in the place of those retiring or otherwise and the appointment of, and the fixing of the remuneration of, the auditors
- 10 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided two members present in person shall be quorum
- 11 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 of Directors may determine Subject to article 14, no notice shall be required to be given of such adjourned meeting
- 12 The Chairman shall preside as chairman at every general meeting of the Company, or if he shall not be present within 15 minutes after the time appointed 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
- 13 If at any meeting no Director is willing to act as chairman or if no Director is present 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting
- 14 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and

from place to place, but no business shall be transacted at any adjourned meeting other than the business 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.

15 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

15.1 by the Chairman, or

15.2 by the least two members present in person or by proxy, or

15.3 by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

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 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 be withdrawn

16 Except as provided in article 18, 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

17 In the case of an equality of votes, whether on a show of hands or 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

18 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

19 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 (or being corporations by their duly authorized representatives) 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

- 20 Every member shall have one vote
- 21 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him or her to the Company have been paid
- 22 On a poll votes may be given either personally or by proxy
- 23 The appointment of the proxy shall be executed by or on behalf of the appointer or of this or her attorney, or, if the appointer is a corporation, either under seal or signed by an officer or attorney duly authorised A proxy need not be a member of the Company
- 24 The appointment of a proxy shall be executed by or other authority, if any, under which it is signed or a notarially certifies copy of that power or authority shall be deposited at the registered office of the Company 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 proposes to vote and in default the instrument of proxy shall not be treated as valid
- 25 The appointment of proxy shall be in the following form or a form otherwise approved by the Board of Directors

“[] Limited
I/We of being a member/members of the
above-names Company, hereby appoint of
or failing him/her of
as my/our proxy to vote for me/us on my/out behalf (annual or extraordinary as the
case may be) general meeting of the Company to be held on the • 200•,
and at any adjournment thereof
Signed this • day of • 200• ”

- 26 Where it is desired to afford members an opportunity of voting for or against a
resolution the appointment of proxy shall be in the following form or a form
otherwise approved by the Board of Directors

“[] Limited
I/We of being a member/members of the
above-names Company, hereby appoint of
or failing him/her of
as my/our proxy to vote for me/us on my/out behalf (annual or extraordinary as the
case may be) general meeting of the Company to be held on the ● 200●,
and at any adjournment thereof

Signed this ● day of ● 200● ”

[This form is to be used **in favour** the resolution /
The form is to be used **against** the resolution]

Unless otherwise instructed, the proxy will vote as he/she thinks fit

- 27 The appointment of a proxy shall be deemed to confer authority to demand or join in demanding a poll

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 28 Any corporation, authority or body which is a member of the Company may by resolution of its board, the board of 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, authority or body which he represents as that corporation, authority or body could exercise if it were an individual member of the Company

BOARD OF DIRECTORS

- 29 In the event of the number of Directors being one, a sole Director shall have authority to exercise all the powers and discretions by these Articles expressed to be vested in the Board of Directors generally
- 30 The remuneration of Directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee of the Board of Directors or general meetings of the Company or in connection with the business of the Company

BORROWING POWERS

- 31 The Board of Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- 32 The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company as are not, by the Act or by these articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these articles and to such regulations,

being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made

33 The Board of Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board of Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board of Directors may think fit and may also authorise such attorney to delegate all or any of the powers, authorities and discretions bested in him

34 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board of Directors shall from time to time by resolution determine

35 The Board of Directors shall cause minutes to be made in books provided for the purpose

35 1 of all appointments of officers made by the Board of Directors,

35 2 of the names of Directors present at each meeting of the Board of Directors and of any committee of the Board of Directors,

35 3 of all resolutions and proceedings at all meetings of the Company, and of the Board of Directors and of committees of the Board of Directors

DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

36 The office of Director shall be vacated if the director

36 1 without the consent of the Company in general meeting holds any other office of profit under the Company, or

36 2 becomes bankrupt or makes any arrangement or composition with his creditors generally, or

36 3 becomes prohibited from being a Director by reason of any order made under Act, or

36 4 becomes incapable by reason of mental disorder, illness or injury of managing and

administering his property and affairs, or

36 5 resigns his office by notice in writing to the Company, or

36 6 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by section 317 of the Companies Act 1985

A Director shall not vote in respect of any contract in which he is interested or any matter arising therefrom, and if he does so vote shall not be counted

APPOINTMENTS OF DIRECTORS

37 A Director must be a natural person

38 From the date of the adoption of this article the Board of Directors will comprise the following (so far as appointed)

38 1 Two persons appointed by Kent County Council,

38 2 Two persons representing the local authorities in Kent (other than Kent County Council and Medway Council),

38 3 One person appointed by Medway Council,

38 4 One person representing an economic and enterprise development organisation created from time to time by HM Government as determined by the Board,

38 5 The Chairman of the Company,

38 6 The Chief Executive of the Company,

38 7 Four Private Sector Directors,

38 8 One person representing a further public body as determined by the Board from time to time *

39 * The Private Sector Directors shall be elected by the Investors to hold office as a Director for a period of two years, at the end of which time they shall be eligible for re-election

Nominations for the positions of Private Sector Directors may be made by Investors in writing to the Company up to two months prior to the proposed date of the annual general meeting (the "Nomination Date") All nominations must be accompanied by a written consent from the nominee to be appointed a Director

**amended by special resolution dated 3 November 2016*

and all nominees must be an Investor or a representative of an Investor where that Investor is a corporate body or organisation

Within 14 days of the Nomination Date the Company shall distribute voting packs, listing all of the nominees, to each Investor by post or electronic communication Providing that the relevant Investor has paid in full of the financial contributions due and owing to the Company at the Nominations Date then that Investor shall have one vote

Voting shall close two working days prior to the annual general meeting The nominees having the most votes shall be appointed as the Private Sector Directors from the date of the annual general meeting In the case of an equality of votes the Chairman shall have a casting vote

39 A In the event a Private Sector Director leaves office before the end of their two year term for whatever reason the Board of Directors shall have the power to appoint any person to fill that casual vacancy Any such Private Sector Director so appointed shall hold office until the next following annual general meeting, and shall then be eligible for re-election in accordance with Article 39A

40 The Company may by ordinary resolution, of which special notice has been given in accordance with the Act, remove any Director before the expiration of this period of office notwithstanding anything in these articles or in any agreement between the Company and such Director Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company

41 The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding article The Company in general meeting may appoint any person to be a Director to fill a casual vacancy Any Director so appointed shall hold office until the next following annual general

41A The members shall appoint the Chairman, providing that the Chairman may not be a member or employee of any local authority or government body, for a term of two years At the end of the term the Chairman shall be eligible for reappointment for further terms of office

PROCEEDINGS OF THE BOARD OF DIRECTORS

42 The Board of Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, 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 of Directors It shall not be necessary to give notice of a meeting of the Board of Directors to any Director for the time being absent from the United Kingdom

- 43 The quorum necessary for the transaction of the business of the Board of Directors, unless otherwise fixed by the Board of Directors from time to time shall be half the number of Directors then comprising the Board of Directors
- 44 The Continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Board of Directors the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose
- 45 If at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting
- 45A A Director at no time may appoint an alternate director to attend meetings of the Board of Directors on behalf of that Director
- 46 The Board of Directors may delegate any of its power and discretions to committees consisting of such member or members of its body or such other person or persons as it thinks fit, any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board of Directors, the exercise by any such committee of the powers and discretions so delegated to it shall operate as if the same were exercised by the Board of Directors
- 47 A committee may elect a chairman of its meetings, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting
- 48 A committee may meet and adjourn as it thinks proper Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of vote, the chairman shall have a second or casting vote
- 49 All acts done by any meeting of the Board of Directors or of a committee of the Board of Directors, or by any person acting as a Director or of such a committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director, committee 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 or such a committee
- 50 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Board of Directors, shall be as valid and effective as if it has been passed at a meeting of the Board of Directors duly convened and held

SECRETARY

- 51 Subject to the Act, the secretary shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as it may think fit, and any secretary so appointed may be removed by it

THE SEAL

- 52 The Board of Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Board of Directors or of a committee of the Board of Directors authorised by the Board of Directors in that behalf
- 53 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

ACCOUNTS

- 54 The Board of Directors shall cause accounting records to be kept in accordance with the Act and any other relevant statutes and regulations
- 55 The accounting records shall be kept at the registered office of the Company, or subject to the Act, at such other place or places as the Board of Directors shall think fit, and shall always be open to the inspection of the Board of Directors, the Secretary and the Auditors of the Company
- 56 The Board of Directors shall from time to time determine whether and to what extent and at what time and places and under what condition or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors or the Secretary, and no member (not being a Director or the Secretary) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board of Directors or by the Company in general meeting
- 57 The Board of Directors shall from time to time, in accordance with the Act and any other relevant statutes and regulations, cause to be prepared and to be laid before the Company in general meeting such profits and loss accounts, balance sheets, group accounts (if any) and report as are referred to in the same
- 58 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditors' report and the Board of Directors' report shall, not less than 21 days before the date of such meeting, be sent to every member of, and every holder of debentures of the Company, 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 or to more than one of the joint holders of any debentures

AUDIT

- 59 Auditors shall be appointed and their duties regulated in accordance with the Act and any other relevant statutes and regulations

NOTICES

- 60 A notice may be given by the Company to any member either personally or by sending it by post to him at 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 or by giving it using electronic communications to an address for the time being notified to the Company by the member. In this regulation and the next "address", in relation to electronic communications includes any number or address used for the purposes of such communications

- 60 1 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. Notice given personally shall be effective immediately and notice sent by post shall be deemed effective at the expiration of 24 hours after the letter containing the same is posted. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given and will be deemed effective at the expiration of 48 hours after the time it was sent

- 61 Notice of every general meeting shall be given in any manner hereinbefore authorised to

- 61 1 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving notices to them, or an address to which notices may be sent using electronic communications

- 61 2 every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting, and

- 61 3 the auditors for the time being of the Company

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

RULES OF BYE-LAWS

- 62 Provided as set out in article 63, the Board of Directors may from time to time make such rules or bye-laws as they may deem necessary, expedient, desirable or

convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and (provided as aforesaid) in particular but without prejudice to the generality of the foregoing they may be such rules or bye-laws regulate

- 62 1 the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members,
 - 62 2 the conduct of members of the Company in relation to one another, and to the Company's officers, employees, agents, representatives and advisers,
 - 62 3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes,
 - 62 4 the procedure at general meetings and meetings of the Board of Directors and committees of the Board of Directors in so far as such procedure is not regulated by these articles,
 - 62 5 and, generally, all such matters as are commonly the subject matter of Company rules or bye-laws
- 63 The Company in general meeting shall have power to alter or repeal the rules or bye-laws and to make additions thereto and the Board of Directors shall adopt such means as it deems sufficient to bring to the notice of members of the Company all such rules or bye-laws which, so long as they are in force, shall be binding on all members of the Company, PROVIDED THAT no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum of association of the Company or these articles, and, so far as any rule or bye-law shall be inconsistent with any provision of the memorandum of association of the Company or of these articles, such provision shall prevail and supersede such rule or bye-law
- 64 Subject to the provisions of the Act but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director shall be indemnified out of the assets of the Company against all costs, charges, losses expenses and liabilities attaching to him/her in respect of any negligence, default, breach of duty or breach of trust in relation to the affairs of the Company in circumstances involving (i) his/her defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or he/she is acquitted or (ii) any application under section 727 of the Act, in which relief is granted to him/her by the court