

THE COMPANIES ACTS 1985 – 2006
A PRIVATE COMPANY LIMITED BY GUARANTEE

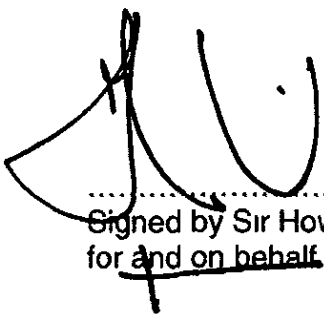
WRITTEN RESOLUTION
OF
COMMISSION FOR THE NEW ECONOMY LIMITED (Company No. 05678007)
("THE COMPANY")

Circulation date 15th December 2015

We the undersigned, being all the Members of the above named Company who, at the date of this resolution would be entitled to attend and vote at general meetings of the Company HEREBY PASS the following special resolution by way of written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 and agree that the said resolution shall, for all purposes, be as valid and effective as if the same had been passed by us all at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

That with effect from the passing of this resolution the Articles of Association set forth in the attached document marked 'Document A' be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of all existing Articles of Association.



.....
Signed by Sir Howard Bernstein
for ~~and on behalf~~ of the Greater Manchester Combined Authority

16/12/15
.....
Date

TUESDAY



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A19

05/01/2016

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COMPANIES HOUSE

NOTES

1. If you agree to this resolution, please indicate your agreement by signing and dating this document where indicated overleaf and returning it to the Company Secretary (Manchester Professional Services Limited) using one of the following methods.
 - **By Hand** – by returning the signed copy to the Company's registered office at Room 308 Town Hall, Albert Square, Manchester, M60 2LA
 - **By Post** – by returning the signed copy by post to the Company's registered office at Room 311 Town Hall, Albert Square, PO Box 532, Manchester, M60 2LA
 - **E-Mail** – by attaching a scanned copy of the signed document to an e-mail and sending it to A.Sparrow@manchester.gov.uk Please enter "Commission for the New Economy Ltd - written resolution circulated on 15th December 2015" in the e-mail subject box
2. Once you have indicated your agreement to the resolution, you may not revoke your agreement
3. If you do not agree to the resolution, you do not need to do anything – you will not be deemed to agree if you fail to reply
4. Unless, by 12th January 2016, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

THE COMPANIES ACTS 1985 TO 2006

A PRIVATE COMPANY LIMITED BY GUARANTEE

**MEMORANDUM OF ASSOCIATION OF
COMMISSION FOR THE NEW ECONOMY LIMITED**

- 1 The name of the company (hereinafter called "the Company") is "Commission for the New Economy Limited".
- 2 The registered office of the Company will be situate in England and Wales.
- 3.1 The Company is established to act as the economic development agency for Greater Manchester, the Manchester City Region and such other area as the Board may determine to promote the development of industry, commerce and enterprise of all forms primarily for the benefit of the community in and around Greater Manchester and in furtherance of these objects and for these purposes (but without prejudice to the generality of the foregoing) to:
 - a act as the Economic Development, Employment and Skills Commission to deliver the remit set by the Combined Authority,
 - b produce strategic plans for the combined administrative areas as required by national Government, other agencies or as the partners shall determine are necessary to provide a strategic basis for the delivery of economic development services within the combined economic area,
 - c coordinate and manage the work of Manchester partners and their jointly owned agencies in delivering any of the functions relating to the remit set by the Combined Authority,
 - d develop and manage an integrated Greater Manchester employment and skills service,
 - e develop and manage a Greater Manchester business support system,
 - f manage resources on behalf of government agencies in line with agreed regional and sub regional priorities,
 - g undertake all other tasks or projects that are incidental to economic development or employment or skills issues or that may be remitted to it by the Combined Authority

and it is hereby declared that the objects of the Company as specified above shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph of this Clause or the order in which the same occur or the name of the Company.

- 3 2 In the furtherance of the said objects but not further or otherwise the Company shall have the following powers

- a to purchase, lease, hire, or otherwise acquire, and also (subject to such consents (if any) as may for the time being be imposed or required by law) sell, mortgage, lease, grant licences, easements and other rights over, exchange or otherwise deal with or dispose of any real or personal property (including any estate or interest therein) for the purposes of the Company,
- b. to rent, build, construct , endow, furnish, equip, execute, carry out improve, work, alter, administer, maintain, manage, insure or control buildings and premises for industrial and commercial use and to contribute to or assist in any of the aforesaid activities with a view to the promotion or carrying out of the objects of the Company,
- c. to borrow and raise money upon banking account or otherwise and to secure or discharge any debt or obligation of a or binding upon the Company by the issue of or upon bonds, debentures, bills of exchange, promissory notes, mortgages, charges or such other obligations or securities as the Company may think fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law,
- d. to acquire (whether beneficially or as trustee) by gift, devise, bequest, purchase, lease hire or otherwise any real or personal property in the United Kingdom (including any estate or interest therein and any rights or privileges necessary or desirable for any of the purposes of the Company) and whether or not any of the same shall be subject to any liability and to retain any property so acquired otherwise in the state in which it may be at the time of such acquisition or (subject to such consents (if any) as may for the time being be imposed or required by law) to sell, lease, call in, convert into money, dispose of or otherwise deal with or any part of the same in such manner as shall further the objects of the Company,
- e. either with or without security, to give financial assistance by way of loans, donations or subscriptions or otherwise to any individual, firm or company for the purpose of furthering the objects of the Company,
- f to complete, print, publish or otherwise disseminate or procure the compilation, printing, publication or other dissemination gratuitously or otherwise of any reports, journals, periodicals, books, newspapers, pamphlets, leaflets or other forms of literature of documents and to broadcast, televise or to make and issue or otherwise show films an video tapes or to procure the broadcasting, televising or the making, issuing and showing of films and video tapes in furtherance of the objects of the Company,
- g. to establish, undertake and execute any trusts which may lawfully be undertaken by the Company and are directly ancillary to its objects,

- h. to establish, finance and manage in the United Kingdom any body, association or organisation (whether incorporated unincorporated) to carry out the objects herein set out,
- i. to take all such steps as shall from time to time be necessary for the purpose of promoting the objects of the Company and for procuring contributions by way of donations, subscriptions, devises, bequests and in any other manner from time to time permitted by law,
- j. generally to obtain, collect and receive money and raise funds and to invite and receive contributions from any persons or organisations (whether incorporated or unincorporated and including Government departments and Local Authorities) by way of subscription donation (including deeds of covenant) and otherwise,
- k. to establish, promote or encourage the formation of or to affiliate, amalgamate, support, combine or co-operate and exchange information with any other firm or company, and to liaise, communicate, co-operate or co-ordinate with any public body, local or governmental authority, professional body, company, committee or other organisation in all or in any parts of the world in furtherance of the objects of the Company,
- l. to subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof or interests therein,
- m. subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law to transfer any property whether real or personal to any individual, firm or company whether for some specific object or purpose or for a general object or purpose,
- n. generally to aid and to receive aid from any individual, firm or company in furtherance of the objects or any of the objects of the Company,
- o. to guarantee or give indemnities or provide security (whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) of the Company and whether with or without the Company receiving any consideration) for any borrowing by or the performance of the contracts or obligations of any individual, firm or company,
- p. to employ, hire, or otherwise obtain and to pay reasonable and proper remuneration to the officers, employees and professional advisers of the Company and any other person or persons for the objects of the Company or any of them,
- q. to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents,

This is "Document A" referred to in the written resolution of Commission for the New Economy Limited (Company No. 05678007) circulated on 15th December 2015

- r. to draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities and to operate bank accounts,
 - s. to invest the monies of the Company not immediately required for its purposes in or upon any investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law,
 - t. to do all such other things as may be considered to be incidental or conducive to any of the above objects
- 4. The income and profits of the Company, however 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 of this shall be paid or transferred directly or indirectly by way of dividend, bonus or other distribution to the members of the Company
- 5. The liability of the members is limited
- 6. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges, and expenses of winding-up the same, and for the adjustment of the right 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 of the Company but shall be given or transferred to some other association, body or bodies (whether corporate or not) or trust having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof

THE COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION OF
COMMISSION FOR THE NEW ECONOMY LIMITED
(Company No. 05678007)

PRELIMINARY

1. The regulations in Table C in The Companies (Tables A to F) Regulations 1985 as amended shall not apply to the Company

INTERPRETATION

- 2 In these Articles:

"the Acts" means the Companies Acts 1985 and 2006 and every other Acts for the time being in force concerning companies and affecting the Company

"the Auditors" means the Auditors for the time being of the Company

"the Combined Authority" means the Greater Manchester Combined Authority

"the Company" means the above named company

"the Directors" means the Board of Directors of the Company

"the Director" means a member of the Board of Directors of the Company or a Director as referred to in the Acts

"the Office" means the registered office of the Company

"these presents" means these Articles of Association and the regulations of the Company from time to time in force

"person" means any individual, business, organisation or body eligible to become a member

"the Seal" means the Common Seal of the Company

"the Secretary" means any person or organisation or a body corporate appointed to perform the duties of the secretary of the Company

"Statutory Officer Director" means a statutory officer of the Combined Authority appointed as Director of the Company from time to time

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

Words importing the masculine gender shall include the feminine gender

Words importing the singular number only shall include the plural number and vice versa

References to any statute shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force

Subject as aforesaid, any words or expressions defined in the Acts shall (if not inconsistent with the subject or context) bear the same meanings in these presents

MEMBERS AND MEMBERSHIP

3. The Company is established for the purposes expressed in the Memorandum of Association. The rights of a member shall not be transferable and shall cease on death.
4. The member of the Company shall be the Combined Authority or such successor body or bodies.
5. The Secretary shall keep an accurate Register of Members of the Company

GENERAL MEETING

6. The Company shall in each year hold a General meeting at 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 fifteen 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 eighteen months after 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. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
8. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on requisition in accordance with the Acts. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or a member of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

9. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days notice in writing at the least, 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 fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special

business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such person as are, under the Articles of the Company entitled to receive such notices for the Company

Provided that (where there is more than one member) a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it so agreed:

- a) in the case of a meeting called as the Annual General meeting, by all the members entitled to attend and vote there at, or
 - b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five percent of the total voting rights at that meeting of all the members.
- 10 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

PROCEEDINGS AT GENERAL MEETINGS

11. The business to be transacted at an Annual General Meeting shall consist of the consideration of the Accounts, Balance Sheets, and the Report of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
12. No business shall be transacted at any General Meeting unless a quorum is present. At any time when the Company has only one member a quorum shall be one. At any time when the Company has more than one member a quorum shall be two members present in person or by proxy or (in the case of a corporation) represented by a duly authorised representative.
13. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on 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 Directors may determine, and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting the members present shall be a quorum
14. The Chairman of the Directors or in his absence the Vice-Chairman, shall preside as Chairman at every General meeting of the Company, or if there is no such Chairman or Vice-Chairman or if he shall not be present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.
15. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for the holding of the

meeting, the members present shall choose one of their number to be Chairman of the meeting

16. 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 thirty 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
17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - a) by the Chairman; or
 - b) by a Member present in person or by proxy or by corporate representative; and

unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried unanimously, or by a particular majority or lost, 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.

18. Except as provided in Article 20, if a poll is duly demanded it shall be taken in such a 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.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
20. 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.
21. Subject to the provision of the Acts a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held
22. Any matter or thing which may under these presents be dealt with by Ordinary Resolution and is not required by law to be dealt with in General Meeting may, if the Directors so resolve, be determined by a postal ballot to be conducted in such manner as the Directors may think fit and any resolution declared by the Directors to have been carried by a majority of the members voting on such

ballot shall have effect in all respects as if it were an Ordinary Resolution duly passed at a meeting of the Company duly convened and held

VOTE OF MEMBERS

23. At every general meeting of the Company each Member present in person or by Proxy or by a duly authorised representative shall have one vote
24. No objection shall be raised to the qualification of any one voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
25. The instrument appointing a proxy shall be in writing under the hands of the appointor or of his attorney duly authorised in writing, or if such appointer is a corporation then under the hand of some officer duly authorised in that behalf. A proxy need not be a member of the Company.
26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office 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, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid
27. An instrument appointing a proxy shall be in such form as the Director may from time to time specify.
28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used

CHIEF EXECUTIVE

30. The Directors may from time to time appoint a Chief Executive of the Company for such period and on such terms as it thinks fit and may pay the Chief Executive such reasonable remuneration as the Directors shall think fit and make such reasonable provision for the grant of such pension to the Chief Executive after his retirement as the Directors shall also think fit. The Directors shall also have the power to provide for the powers, rights and duties of the Chief Executive. The Chief Executive (save as provided below) shall be entitled to receive notice of and to attend and speak at General Meetings and at meetings of the Directors.

DIRECTORS

- 31 The number of Directors of the Company shall be
- a) three Statutory Officer Directors appointed by the Combined Authority, and
 - b) up to three other persons appointed as directors by the Combined Authority; and
 - c) such other persons appointed as directors in accordance with these presents.
32. Members may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director including the appointment of a Director for a fixed term provided that the appointment does not cause the number of Directors to exceed any number fixed by these presents as a maximum number of Directors

DIRECTORS EXPENSES

- 33 The Directors shall be able to claim all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee or sub-committee of the Directors or General Meeting of the Company or in connection with the business of the Company

BORROWING POWERS

34. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertakings 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.

POWER AND DUTIES OF DIRECTORS

35. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Acts or by these Articles, required to be exercised by the company in General Meeting, subject nevertheless to the provisions of the Acts or these Articles.

DISQUALIFICATION OF DIRECTORS

- 36 The office of Director shall be vacated if the Director:
- a) without the consent of the Directors hold any other office of profit under the Company,
 - b) becomes bankrupt or makes any arrangement or composition with his creditors generally;

This is "Document A" referred to in the written resolution of Commission for the New Economy Limited (Company No 05678007) circulated on 15th December 2015

- c) becomes prohibited from being a Director by reason of any order made under the Acts;
- d) becomes of unsound mind;
- e) resigns his office by notice in writing to the Company; or
- f) ceases to be a Director by virtue of any provision of the Acts.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 37 Each Director shall hold office and may at any time be removed from office by notice in writing by the Combined Authority.

DIRECTORS INTERESTS

38. Subject to the provisions of the Acts, 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 in any body corporate promoted by the Company or in which the Company is otherwise interested or (in respect of which no disclosure need be made) of any company or organisation by whom he has been nominated as a Director or prospective Director,
 - 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.
39. For the purposes of Article 49.
- a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
 - b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF DIRECTORS

40. The Directors shall meet, adjourn and regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Each Director shall have one vote. 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 Directors.
41. Save as herein otherwise provided the quorum necessary for the transaction of the business of the Directors shall be two which shall include at least one Statutory Officer Director.
42. 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 presents as the necessary quorum of Directors, the continuing Directors or Director 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.
43. 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
44. The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to a Managing Director of the Company 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 any such delegation 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 each such sub-committee should be reported back to the Directors as soon as possible
45. The meetings and proceedings of any such committee or sub-committee as is referred to in the preceding Article shall be governed by the provisions of these presents regulating the meeting and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations made by the Directors
46. The Directors shall cause minutes to be made in books provided for the purpose.
 - a) of all appointments of officers made by the Directors;
 - b) of the names of the Directors present at each meeting of the Directors and of any committee or subcommittee of the Directors; and
 - c) of all resolutions and proceedings at all meetings of the Company and of the Directors, and of committees and, subcommittees of the Directors.
47. All acts bona fide done by any meeting of the Directors or of a committee or sub-committee of the Directors, or by any person acting as a Director or as a

member of a committee or sub-committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors 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 member of a committee or sub-committee

48. A resolution in writing, signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors
49. Save as otherwise provided by these presents, a Director shall not vote, and if he does so vote his vote shall not be counted, at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
- a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
 - b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by giving of security,
 - c) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval by the Board of Inland Revenue for taxation purposes, or
 - d) where a Director is nominated to the board of Directors by a party the resolution relates to that party or company as the case may be.

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

50. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
51. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these presents prohibiting a Director from voting at a meeting of Directors or of a committee of Directors
52. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Company or any body corporate in which the Company is interested, the proposals may be divided and considered in relation to each Director separately and (provide he is not for

another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment

53. 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

54. Subject to the provisions of the Acts the Secretary shall be appointed by the Directors for such time, at such reasonable and proper remuneration and upon such conditions consistent with Clause 4 of the Memorandum of Association of the Company as they may think fit, and any Secretary so appointed may be removed by them. The Secretary can be an individual or a body corporate. The Directors may from time to time by resolution appoint an assistant or duty Secretary, who can be an individual or a body corporate, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.
55. A provision of the Acts or these present requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary

THE SEAL

56. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose

ACCOUNTS

57. The Directors shall cause proper accounting records to be kept in accordance with the Acts
58. The accounting records shall be kept at the Office or subject to the provisions of the Acts at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors
59. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting or ordered by a court of competent jurisdiction

- 60 A proper income and expenditure account shall be made up in respect of each financial year of the Company in accordance with the Acts together with a proper balance sheet made up as at the date to which the said account is made up. The said account and the said balance sheet shall be accompanied by proper reports of the Directors and of the Auditors and by any other documents required by law to be annexed or attached thereto ("the Accounts") The Accounts shall from time to time be laid before the Company in General Meeting in accordance with the Acts and shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors and to and all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

NOTICES

61. A notice may be given by the Company to any member either personally or by sending it by post to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of 48 hours after the letter containing the same is posted
62. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every member and to the Auditors for the time being of the Company.
63. If a member has no registered address for the giving of notice to him, he shall not be entitled to receive any notice from the Company.

INDEMNITY

- 64 Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relates to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or omission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted him by the Court.

WINDING UP

65. The provision of Clause 7 of the Memorandum of Association relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these presents

REVIEW OF CONSTITUTION

- 66 The Combined Authority shall conduct a review of these presents annually or at such other intervals as it from time to time determines and in the event that any

This is "Document A" referred to in the written resolution of Commission for the New Economy Limited (Company No 05678007) circulated on 15th December 2015

amendment is proposed a special resolution to amend these presents shall be put before a General Meeting in accordance with Article 9.