



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 7885051

The Registrar of Companies for England and Wales, hereby certifies that

**THAMES VALLEY BERKSHIRE LOCAL ENTERPRISE
PARTNERSHIP LIMITED**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **16th December 2011**



N07885051L



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

048068 / 140
IN01

Application to register a company



A fee is payable with this form.
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register a
private or public company

☒ **What this form is NOT for**
You cannot use this form to
register a limited liability partnership;
this, please use form LL INI

FRIDAY



A05 16/12/2011 #86
COMPANIES HOUSE

Part 1 Company details

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 Company details

	Please show the proposed company name below
Proposed company name in full ①	Thames Valley Berkshire Local Enterprise Partnership Limited
For official use	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>

① **Duplicate names**
Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② **Company name restrictions**
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ **Name ending exemption**
Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this
For more details please go to our
website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ **Company type**
If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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A5**Situation of registered office ①**

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6**Registered office address ②**

Please give the registered office address of your company

Building name/number

1

Street

London Street

Post town

Reading

County/Region

Berkshire

Postcode

R G 1 4 Q W

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7**Articles of association ③**

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application**③** For details of which company type can adopt which model articles please go to our website www.companieshouse.gov.uk**A8****Restricted company articles ④**

Please tick the box below if the company's articles are restricted

☐**④ Restricted company articles**Restricted company articles are those containing provision for **entrenchment**. For more details, please go to our website www.companieshouse.gov.uk

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Application to register a company

Part 2

Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1. For a corporate secretary, go to Section C1. For a director who is an individual, go to Section D1. For a corporate director, go to Section E1.

Secretary

B1

Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title *	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments
For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2

Secretary's service address ③

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3

Signature ④

I consent to act as secretary of the proposed company named in Section A1.



Signature	Signature
	X

④ Signature
The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary

C1 Corporate secretary appointments ①		① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Please use this section to list all the corporate secretary appointments taken on formation		
Name of corporate body/firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
C2 Location of the registry of the corporate body or firm		
Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only		
C3 EEA companies ②		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ③		
Registration number		
C4 Non-EEA companies		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		
C5 Signature ⑤		⑤ Signature The person named above consents to act as corporate secretary of the proposed company
I consent to act as secretary of the proposed company named in Section A1		
Signature	Signature  	

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Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5.

Title *	Mr
Full forename(s)	Stephen
Surname	Lamb
Former name(s) ②	
Country/State of residence ③	UK
Nationality	British
Date of birth	d ₁ d ₀ m ₀ m ₅ y ₁ y ₉ y ₅ y ₆
Business occupation (if any) ④	

- ① **Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- ② **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
- ③ **Country/State of residence**
This is in respect of your usual residential address as stated in section D4.
- ④ **Business occupation**
If you have a business occupation please enter here. If you do not, please leave blank.
- Additional appointments**
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

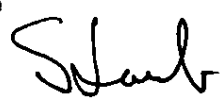
Building name/number	TVB LEP c/o Harjit Hunjan
Street	Royal Borough of Windsor and Maidenhead St Ives Road
Post town	Maidenhead
County/Region	Berkshire
Postcode	S L 6 1 R F
Country	UK

- ⑤ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1

Signature	Signature X  X
-----------	--

- ⑥ **Signature**
The person named above consents to act as director of the proposed company.

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Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5.

Title *	
Full forename(s)	
Surname	
Former name(s) ②	
Country/State of residence ③	
Nationality	
Date of birth	d d m m y y y y
Business occupation (if any) ④	

- ① Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- ② Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
- ③ Country/State of residence**
This is in respect of your usual residential address as stated in Section D4.
- ④ Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.
- Additional appointments**
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

- ⑤ Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	Signature
X	X

- ⑥ Signature**
The person named above consents to act as director of the proposed company.

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Application to register a company

Corporate director

E1

Corporate director appointments ①

Please use this section to list all the corporate directors taken on formation

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate director please use the 'Corporate director appointments continuation page'

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2

Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ Yes Complete **Section E3 only**

→ No Complete **Section E4 only**

E3

EEA companies ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered ③

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4

Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

If applicable, the registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5

Signature ⑤

I consent to act as director of the proposed company named in **Section A1**

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate director of the proposed company

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Part 3**Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to **Part 4 (Statement of guarantee)**.**F1****Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling
 If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

F2**Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies
 Please complete a separate table for each currency

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3**Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ①

① Total aggregate nominal value
 Please list total aggregate values in
 different currencies separately. For
 example: £100 + €100 + \$10 etc

① Including both the nominal value and any
share premium.② Number of shares issued multiplied by
nominal value of each share

③ Total number of issued shares in this class

Continuation PagesPlease use a **Statement of Capital** continuation
page if necessary

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F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights including rights that arise only in certain circumstances
- b particulars of any rights as respects dividends, to participate in a distribution
- c particulars of any rights as respects capital to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share		① Prescribed particulars of rights attached to shares
Prescribed particulars ①		<p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights as respects dividends to participate in a distribution, c particulars of any rights as respects capital to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Company	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Part 4**Statement of guarantee**

Is your company limited by guarantee?

- **Yes** Complete the sections below
 → **No** Go to **Part 5** (Statement of compliance)

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a Subscribers' continuation page if necessary

Subscriber's details

Forename(s) **1** Stephen

Surname **1** Lamb

Address **2** 31 The Glebe, Lavendon, Near Olney,
Buckinghamshire

Postcode M K 4 6 4 H F

Amount guaranteed **3** £1 00

Subscriber's details

Forename(s) **1**

Surname **1**

Address **2**

Postcode

Amount guaranteed **3**

Subscriber's details

Forename(s) **1**

Surname **1**

Address **2**

Postcode

Amount guaranteed **3**

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Application to register a company

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5**Statement of compliance**

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1**Statement of compliance delivered by the subscribers ①**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature

Signature

X 

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

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Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with
Agent's signature	Signature X

X

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Application to register a company

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record

Contact name E Moran (50441/1)

Company name Field Seymour Parkes

Address 1 London Street

Post town Reading

County/Region Berkshire

Postcode R G 1 4 Q W

Country England

DX 4001 Reading1

Telephone +44 (0)118 951 6200

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
☐ At the agents address (Given in Section H2)

**Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses

**How to pay**

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees go to www.companieshouse.gov.uk

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
 The Registrar of Companies, Companies House,
 Crown Way, Cardiff, Wales, CF14 3UZ
 DX 33050 Cardiff

For companies registered in Scotland
 The Registrar of Companies, Companies House,
 Fourth floor, Edinburgh Quay 2,
 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
 DX ED235 Edinburgh 1
 or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
 The Registrar of Companies, Companies House,
 Second Floor, The Linenhall, 32-38 Linenhall Street,
 Belfast, Northern Ireland, BT2 8BG
 DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:
 The Registrar of Companies, PO Box 4082,
 Cardiff, CF14 3WE

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk


This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum of Association of

THAMES VALLEY BERKSHIRE LOCAL ENTERPRISE PARTNERSHIP LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

<u>Name of each subscriber</u>	<u>Authentication by each subscriber</u>
Stephen Lamb	

Dated 14 12 2011

Company number:

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE**

ARTICLES OF ASSOCIATION

**THAMES VALLEY BERKSHIRE LOCAL
ENTERPRISE PARTNERSHIP LIMITED**

1 London Street
Reading
RG1 4QW
DX 4001 Reading 1
t 0118 951 6200



Field|Seymour|Parkes
Solicitors

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1 PRELIMINARY

The Articles contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) are excluded and shall not apply to the Company and these Articles alone shall constitute the regulations of the Company

2 OPERATIVE CLAUSES

2.1 In these Articles the following words and expressions shall have the following meanings

"2006 Act"	the Companies Act 2006 as amended from time to time,
"Articles"	these Articles of Association of the Company as amended from time to time and a reference to an Article is a reference to the relevant article of these Articles unless expressly provided otherwise,
"Board"	the board of Directors of the Company from time to time,
"Chair"	the chair of the Board and of general meetings from time to time, appointed in accordance with Article 11.8,
"Clear Days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,
"Community Sector Director"	Directors appointed from time to time by Community Sector Members in accordance with Article 11.5,
"Community Sector Member"	organisations within the voluntary and community sector as are appointed to membership in accordance with Article 3
"Company"	Thames Valley Berkshire Local Enterprise Partnership Limited as adopted with these Articles,
"Co-opted Director"	such individual as shall be appointed as Director by the Members in accordance with Article 11.7
"Deputy Chair"	the deputy chair of the Board and of general meetings from time to time appointed in accordance with Article 11.10,
"Directors"	the directors from time to time of the Company or (as the context shall require) or a duly quorate meeting or sub-committee of the Directors as appropriate,
"Education Director"	such individual as shall be appointed as Director by the Education Members in accordance with Article 11.4,
"Education Members"	such universities and colleges of further education having an establishment within the TVBLEP Region as are appointed to membership in accordance with Article 3,
"Electronic Address"	any address or number used for the purposes of sending or receiving documents or information by electronic means,
"Electronic Means" and	have the meaning given in section 1168 of the 2006

"Electronic Form"	Act,
"Hard Copy Form"	has the meaning given in section 1168 of the 2006 Act,
"Local Authorities"	county councils, unitary authorities, borough councils and district councils,
"LBUB Members"	the Original LBUB Members and such other local business umbrella sector bodies as are admitted to membership, and such person who is admitted to membership due to their connection with a local business umbrella sector body, in accordance with these Articles but excluding any that shall have ceased to be Members,
"Members"	such members as may be admitted to the Company from time to time in accordance with Article 3 (or any of them as the context may require),
"Member's Representative"	a person nominated to act on behalf of a Member which is an organisation in accordance with Article 4,
"Original LBUB Members"	the following local business umbrella bodies <ul style="list-style-type: none"> (i) Federation of Small Businesses, (ii) Thames Valley Chamber of Commerce, (iii) Institute of Directors, and (iv) Confederation of Business Industry,
"Original Public Sector Members"	the following Local Authorities <ul style="list-style-type: none"> (i) Bracknell Forest Council, (ii) Reading Borough Council, (iii) Royal Borough of Windsor and Maidenhead, (iv) Slough Borough Council, (v) West Berkshire Council, and (vi) Wokingham Borough Council,
"Private Sector Directors"	Directors appointed from time to time by the Private Sector Members in accordance with Article 11 3,
"Private Sector Members"	such stable economic entities (as described in The Transfer of Undertakings (Protection of Employment) Regulations 2006) with an office or other base within the TVBLEP Region who support the Purpose as are appointed to membership in accordance with Article 3 but excluding those which are eligible for membership as Public Sector Members, Education Members, Community Sector Members or LBUB Members,
"Public Sector Directors"	Directors appointed from time to time by the Public Sector Members in accordance with Article 11 1,
"Public Sector Members"	the Original Public Sector Members and such other public sector bodies as are admitted to membership, and such person who is admitted to membership due to their connection with a public sector body, in accordance with these Articles but excluding any that shall have ceased to be Members,
"Purpose"	the purpose of the Company as defined in Article 19,
"Statutes"	the Companies Acts as defined in section 2 of the 2006 Act and every other statute, order, regulation, instrument or other subordinate legislation for the time

	being in force relating to companies and affecting the Company,
"TVBLEP Region"	the areas of England within the responsibility of the Local Authorities which are Public Sector Members,
"United Kingdom"	Great Britain and Northern Ireland,

- 2 2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the 2006 Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company
- 2 3 Where the word 'address' appears in these Articles it is deemed to include postal address and electronic address and "registered address" shall be construed accordingly
- 2 4 The expression "business day" in relation to a period of notice means any day other than Saturday, Sunday and Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealing Act 1971 in the part of the UK where the Company is registered
- 2 5 Any reference to "person" includes individuals, firms, partnerships, companies, corporations, associations, organisations, governments, states, foundations and any trusts (in each case whether or not having separate legal personality)
- 2 6 Words importing one gender only shall where the context so admits include all or any genders
- 2 7 Unless the context otherwise requires the singular includes the plural and vice versa
- 2 8 Heading of these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles
- 2 9 General words shall not be given a restrictive meaning because they are preceded or followed by words indicating a particular class or example of acts, matters or things so any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms

3 MEMBERS

- 3 1 The Members shall be
- 3 1 1 the Public Sector Members,
- 3 1 2 the Private Sector Members,
- 3 1 3 the Education Members,
- 3 1 4 the Community Sector Members, and
- 3 1 5 the LBUB Members
- 3 2 Membership shall not be transferable save that where a Public Sector Member shall cease to exist as a public sector body its statutory successor shall automatically become a Member (save where such statutory successor provides written notice to the Company that it does not wish to become a Member)
- 3 3 Every person which wishes to become a Member shall deliver to the Company an application for membership in such form as the Board requires to be executed by it agreeing to be bound by these Articles and upon satisfying the Members as to its eligibility and thereupon being so admitted its name shall be entered in the register of members of the Company

- 3 4 The Members shall be entitled to refuse admission to membership of any prospective member whose membership of the Company would in their opinion be likely to damage the Company's reputation or materially weaken its ability to achieve its Purpose
- 3 5 A Member shall cease to be a Member in the event of
- 3 5 1 such Member giving written notice to the Company of its resignation to take effect on receipt by the Company of the notice of resignation or if later the date stated in the notice,
- 3 5 2 such Member's death, or being a corporation, its winding up,
- 3 5 3 such Member's bankruptcy, making of any arrangement or composition with his creditors, or liquidation, or in the case of an organisation, winding up, liquidation, dissolution or administration or anything analogous to any of the foregoing occurring in relation to a Member,
- 3 5 4 the passing of an ordinary resolution to remove the Member,
- 3 5 5 such Member ceasing to have an office or other base within the TVBLEP Region or ceasing to be employed by such organisation as entitles them to be a Member,
- 3 6 All Public Sector Members must retire every two years but can reapply at the end of each two year period
- 3 7 Other than pursuant to Article 3 7, Member who is an individual shall retire after two years but can reapply to be a Member once for a further maximum period of two years

4 MEMBER REPRESENTATIVES

- 4 1 Any organisation that is a Member may nominate any person to act as its representative at any meeting of the Company
- 4 2 The Member must give written notice to the Company of the name of its Member Representative The Member Representative shall not be entitled to represent the Member at any meeting unless the notice has been received by the Company at least one business day prior to the relevant meeting
- 4 3 Subject to Articles 4 5 and 4 6 the Member Representative may continue to represent the Member until written notice to the contrary is received from the Member by the Company or the Member ceases to be a Member
- 4 4 Any notice given to the Company will be conclusive evidence that the Member Representative is entitled to represent the Member or that his or her authority has been revoked The Company shall not be required to consider whether the Member Representative has been properly appointed by the Member
- 4 5 In the event that a Member Representative ceases to be employed or hold office with the Member organisation such Member Representative will immediately stand down from all involvement with the Company
- 4 6 All Public Sector Member Representatives shall retire after two years but the relevant Public Sector Member may give a further written notice to the Company at the end of each two year period to nominate the Member Representative for a further two years
- 4 7 Other than pursuant to Article 4 6, all Member Representatives shall retire after two years but the relevant Member may give a further written notice to the Company to nominate the Member Representative once for a further maximum period of two years

5 GENERAL MEETINGS

- 5 1 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 notice calling it. All general meetings shall be held at such time and place as the Board shall appoint.
- 5 2 In the event that the Board do not call an annual general meeting pursuant to Article 5 1 within 15 months of the last annual general meeting the Members (or where relevant the Member Representatives) shall call such annual general meeting to be held at such time and place as the Members, and where relevant the Member representatives, shall appoint.
- 5 3 The Board may call general meetings. Upon the request of at least 25% of the Members (or where relevant the Member Representatives) the Board will call a general meeting in the terms of such request and Article 6.

6 NOTICE OF GENERAL MEETINGS

- 6 1 Subject to the provisions of the 2006 Act, all general meetings shall be called by at least 14 Clear Days' notice but may be called by shorter notice if it is so agreed in accordance with section 307(4) of the 2006 Act. 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.
- 6 2 Notice of general meetings shall be given to all Members and where relevant the Member Representatives.
- 6 3 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.
- 6 4 Every notice convening a general meeting shall be given in accordance with the 2006 Act that is, in Hard Copy Form, Electronic Form or by means of a website and shall comply with the provisions of section 325(1) of the 2006 Act as to giving information to Members in regard to their right to appoint proxies.
- 6 5 The Company may send a notice of meeting by making it available on a website or by sending it in Electronic Form and if notice is sent in either way it will be valid provided it complies with the relevant provisions of the 2006 Act.

7 PROCEEDINGS AT GENERAL MEETINGS

- 7 1 Subject to Article 7 2, no business shall be transacted at any general meeting unless a quorum is present. A quorum shall be constituted by nine Members or Member Representatives with at least one Public Sector Member, one Private Sector Member and one Education Member present in person or by proxy or by Member Representative.
- 7 2 If a quorum is not present within half an hour from the time appointed for a general meeting, the general meeting 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 general meeting a quorum is not present within half an hour from the time appointed the Members and Member Representatives present in person or by proxy entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
- 7 3 The Chair (or Deputy Chair in the absence of the Chair) shall preside as chair at every general meeting of the Company, or if there is no such Chair or Deputy Chair, or if neither shall be present within 15 minutes after the time appointed for the holding of the meeting, the Members present (in person, by proxy or by Member Representative) shall elect one of their number to be chair of the meeting.
- 7 4 The Chair (or Deputy Chair in the absence of the Chair) 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 which might properly have been transacted at the meeting had the adjournment not taken place

- 7 5 At any general meeting, a resolution put to the vote of the meeting shall be carried only on a simple majority of votes cast The Members shall each have the following number of votes

7 5 1 each of the Public Sector Member shall have one vote,

7 5 2 the Private Sector Members shall have six votes in aggregate which shall be apportioned equally between them,

7 5 3 the LBUB Members shall have four votes in aggregate which shall be apportioned equally between them,

7 5 4 the Education Members shall have two votes in aggregate which shall be apportioned equally between them, and

7 5 5 the Community Sector Members shall have two votes in aggregate which shall be apportioned equally between them

- 7 6 A declaration by the chair of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall, save in the case of manifest error, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution

- 7 7 In the event of an equality of votes the chair of the meeting shall have a casting vote

- 7 8 Subject to Article 7 9, a written resolution shall be valid and take effect as if it had been passed at a general meeting of the Members duly convened and held where

7 8 1 it has been executed by or on behalf of the requisite percentage of Members, (and where the number of Members is less than 16 it must have also been executed by or on behalf of at least nine Members), and

7 8 2 those who have executed such written resolution must include at least one Public Sector Member, one Private Sector Member and one Education Member

Any such resolution shall be circulated to all the Members (and copied to the Member Representatives) in writing or by Electronic Form and shall be accompanied by a statement informing the Members how to signify their agreement to such resolution A written resolution may consist of several instruments in materially the same form each executed by or on behalf of one or more Members

- 7 9 A written resolution, proposed in accordance with section 288(3) of the 2006 Act, will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date For the purposes of this Article 7 "circulation date" is the day on which copies of the written resolution are sent or submitted to Members, or, if copies are sent or submitted on different days, the first of those days

- 7 10 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the form which the Directors may approve from time to time

8 NUMBER OF DIRECTORS

Unless and until otherwise unanimously agreed by the Members the number of Directors shall be not less than five and not more than eleven

9 ALTERNATE DIRECTORS

- 9 1 Any Public Sector Director may appoint any person willing to act, to be an alternate director in their absence, to exercise that Director's powers and carry out that

Director's responsibilities provided if that person has appropriate decision making authority for the public Sector Member and may remove from office any alternate director at any time

- 9 2 Any Director other than a Public Sector Director may appoint an alternate director with the prior written consent of the Chair
- 9 3 An alternate director appointed pursuant to Articles 9 1 or 9 2 shall be entitled to receive notices of all meetings of Directors and of all meetings of committees of which his appointer is a member, to attend and vote at any such meeting at which his appointer is not present, and generally to perform all the functions of his appointer as a Director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director other than expenses to the same extent as his appointer
- 9 4 Any appointment or removal of an alternate director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Board Any such notice must identify the proposed alternate and in the case of a notice of appointment contain a statement signed by the proposed alternate that they are willing to act as an alternate director
- 9 5 Except as the Articles specify otherwise, alternate directors
 - 9 5 1 are deemed for all purposes to be Directors,
 - 9 5 2 are liable for their own acts and omissions,
 - 9 5 3 are subject to the same restrictions as their appointors, and
 - 9 5 4 are not deemed to be agents of or for their appointors,
- 9 6 A person who is an alternate director but not a Director
 - 9 6 1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's Appointor is not participating),
 - 9 6 2 may participate in a unanimous decision of the Directors (but only if his appointer is an eligible Director in relation to that decision, but does not participate), and
 - 9 6 3 shall not be counted as more than one Director for the purposes of Articles 9 6 1 and 9 6 2
- 9 7 An alternate director's appointment as an alternate terminates
 - 9 7 1 when the alternate's appointment is revoked to be proven by notice to the Company in writing specifying when it is to terminate pursuant to Article 9 4,
 - 9 7 2 on the occurrence in relation to the alternate of any event which if it occurred in relation to the appointor would result in the termination of the appointor's appointment as a Director,
 - 9 7 3 on the death of the alternate's appointor,
 - 9 7 4 in the case of an alternate director appointed pursuant to Article 9 2 if the Chair withdraws the consent given to his appointment, or
 - 9 7 5 when the appointment of the alternate's appointor as a Director terminates

10 POWERS OF DIRECTORS

- 10 1 Subject to the provisions of the Statutes and these Articles and to any directions given by ordinary resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company No alteration of these Articles and no such direction shall invalidate any prior act of the Directors which

would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article 10.1 shall not be limited by any special power given to the Directors by these Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

- 10.2 The Board may delegate any of its powers to committees or sub-committees consisting of such Directors as the Board thinks fit and any committee or sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of such committee or sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. Insofar as such power is so delegated, any reference in these Articles to the exercise by the Directors of such power shall be read and construed as if it were a reference to such committee or subcommittee.

11 APPOINTMENT OF DIRECTORS AND CHAIR

- 11.1 A Director must be a natural person.
- 11.2 The Public Sector Members may from time to time by notice in writing appoint no more than three Public Sector Members or their Member Representatives to be Public Sector Directors. Each Public Sector Director appointed shall hold office and may at any time be removed from office by notice in writing by a majority of the Public Sector Members but otherwise such appointment shall be for a fixed term of two years which can be extended for a further two year term by notice in writing from the Public Sector Members.
- 11.3 The Private Sector Members may from time to time by notice in writing appoint no more than four Private Sector Members or their Member Representatives to be Private Sector Directors. Each Private Sector Director appointed shall hold office and may at any time be removed from office by notice in writing by a majority of the Private Sector Members but otherwise such appointment shall be for a fixed term of two years which can be extended for a further two year term by notice in writing from the Private Sector Members.
- 11.4 The Education Members may from time to time by notice in writing appoint one Education Member or their Member Representative to be an Education Director. Such Education Director shall hold office and may at any time be removed from office by notice in writing by a majority of the Education Members but otherwise such appointment shall be for a fixed term of two years which can be extended for a further two year term by notice in writing from the Education Members.
- 11.5 The Community Sector Members may from time to time by notice in writing appoint one Community Sector Member or their Member Representative to be a Community Sector Director. Such Community Sector Director shall hold office and may at any time be removed from office by notice in writing by a majority of the Members but otherwise such appointment shall be for a fixed term of two years which can be extended for a further two year term by notice in writing from the Community Sector Member.
- 11.6 In the event that any sector does not take up its full allocation of Directors, the Directors can from time to time appoint a Director from another sector to fill such vacancy. Such appointment shall be for a fixed term of two years which can be extended for a further two year term but any in any event such appointment shall terminate immediately upon receipt of written notice in accordance with this Article 11 that the relevant class of Members have exercised their right to appoint a further Director.
- 11.7 The Members may from time to time by ordinary resolution appoint no more than two Co-opted Directors. Such Co-opted Director shall hold office and may at any time be removed from office by notice in writing by a majority of the Members but otherwise such appointment shall be for a fixed term of two years which can be extended for a further two year term by ordinary resolution of the Members.

- 11 8 The Members shall by simple majority either in general meeting or by written resolution, appoint an experienced business person who is a Private Sector Director, to be the Chair. Such appointment shall, unless such Director is removed in accordance with Article 11 3, be for a fixed term of two years which can be extended for a further two year term by notice in writing from the Members
- 11 9 In the event of the Chair ceasing to be a Member or a Member Representative, the Members shall appoint another Chair for a fixed term of two years which can be extended for a further two year term by notice in writing from the Members
- 11 10 Every two years the Members shall appoint a Member or a Member Representative who is not a Private Sector Member or Member Representative but is willing to act as a Director to be the Deputy Chairman. Such appointment shall rotate every two years between the Public Sector Members, Education Members and Community Sector Members

12 DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 12 1 The office of a Director shall be vacated if
 - 12 1 1 he ceases to be a director by virtue of any provision of the Statutes or these Articles or he becomes prohibited by law from being a director, or
 - 12 1 2 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - 12 1 3 he is, or may be, suffering from mental disorder and either
 - 12 1 3 1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - 12 1 3 2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
 - 12 1 4 such Director resigns his office by written notice to the Company, or
 - 12 1 5 such Director shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors (save where present by alternate director) held during that period and the Directors or Members resolve that his office be vacated, or
 - 12 1 6 the Members determine by ordinary resolution that such Director shall be removed from office,
 - 12 1 7 such Director ceases to be a Member or Member Representative, or
 - 12 1 8 in the case of a Director appointed for a fixed term, the end of that fixed term

13 PROCEEDINGS OF THE DIRECTORS

- 13 1 The Board may meet together for the despatch of business, adjourn and, regulate their meetings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors. Questions arising at any meeting shall be decided by a majority of votes and each Director shall have one vote
- 13 2 In case of an equality of votes, the Chair shall have a second or casting vote
- 13 3 Subject to Article 13 4, no business shall be transacted at any Board meeting unless a quorum is present. A quorum shall be five Directors present in person or by alternate director including at least one Public Sector Director and one Private Sector

Director Notwithstanding any vacancies in their number, the continuing Directors or where, there is only one, the sole continuing Director may continue to act, but, if the number of Directors is less than the number fixed as the quorum, they may act only for the purposes of calling a general meeting to appoint further Directors

- 13 4 If a quorum is not present within half an hour from the time appointed for a Board meeting the Board meeting 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 Board meeting a quorum is not present within half an hour from the time appointed the Director or Directors present in person or by alternate or (being a corporation) by duly authorised representative shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place
- 13 5 Meetings of the Board and any committee or sub-committee thereof shall be called by not less than ten business days' notice served on the Directors and in the case of any committee or sub-committee meetings, on the members of such committee or sub-committee Any such notice must include an agenda of the matters to be discussed at any such meeting and, no matter may be discussed or voted on which is not included in any such agenda A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting
- 13 6 Any Director (including an alternate director) may participate in a meeting of the Directors or a committee of the Directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Statutes, he shall be entitled to vote and be counted in a quorum accordingly Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair of the meeting is
- 13 7 A resolution in writing, sent to all Directors entitled to receive notice of a meeting of Directors (or of a committee constituted pursuant to Article 10 2 and signed by a simple majority of the Directors (or a simple majority of the committee) shall be valid and effectual as if it had been passed at a meeting of the Board or such committee (as the case may be) duly convened and held and may consist of several documents in materially the same form each signed by one or more Directors
- 13 8 Where the Board considers such attendance worthwhile or necessary to the matters to be transacted at the relevant meeting of the Board, it shall be entitled to invite relevant third parties to attend any meeting of the Board as observers providing that such third parties agree to be bound by obligations of confidentiality reasonably acceptable to the Company and shall be entitled to speak at meeting of the Board with the prior permission of the Chair but shall not be entitled to vote

14 CONFLICTS OF INTEREST

- 14 1 The following provisions of this Article 14 shall apply to Members and Member Representatives in general meetings as well as Directors in board meetings
- 14 2 In the event that there is a conflict of interest the person so conflicted shall immediately declare the nature of the conflict or potential conflict and withdraw from any meeting where the conflict would be relevant unless the following procedures are followed and the necessary authority obtained
- 14 3 For the avoidance of doubt in the event that a Member is conflicted then any Member Representative of such Member is also conflicted
- 14 4 Subject to the provisions of the Statutes, and provided that he has disclosed to the Directors or Members (as appropriate) the nature and extent of any interest of his, a person notwithstanding his office

14 4 1 may be a party to or otherwise be interested in any transaction or

- arrangement with the Company or in which the Company is in any way interested,
- 14 4 2 may be a director or member or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested,
 - 14 4 3 may or any firm or company of which he is a member or director may act in a professional capacity for the Company or any body corporate in which the Company is in any way interested, and
 - 14 4 4 shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service 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
- 14 5 For the purposes of Article 14
- 14 5 1 a general notice to the Directors or Members (as appropriate) that a person 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, Member or Member Representative has an interest in any such transaction of the nature and extent so specified,
 - 14 5 2 an interest of which a person has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his, and
 - 14 5 3 an interest of a person who is for any purpose of the Statutes (excluding any statutory modification not in force when the Company was incorporated) connected with a Director or Member or Member Representative shall be treated as an interest of the Director or Member or Member Representative and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise
- 14 6 Whenever a person has an interest in a matter to be discussed at a meeting the person concerned shall subject to any rules or policies of the Company or the terms of any authorisation given by the Directors or Members under Article 14 7 or unless the Directors or Members resolve otherwise be
- 14 6 1 entitled to remain present at the meeting for that matter,
 - 14 6 2 counted in the quorum for that part of the meeting,
 - 14 6 3 entitled to vote on the matter
- 14 7 The Directors or Members may, at any time authorise a person to be involved in a situation in which the person has or may have a direct or indirect interest which conflicts or may conflict with the interests of the Company ("a conflict of interest") provided that
- 14 7 1 in the case of a proposed appointment of a person as a Director, Member or Member Representative, the Directors or Members will authorise the conflict of interest before or at the time the person is appointed,
 - 14 7 2 in the case of any person who is a Director or Member or Member Representative the Directors or Members authorise the conflict of interest at the time the conflict is declared to them,
 - 14 7 3 the person subject to the conflict of interest or any other interested Director or Member or Member Representative shall not vote and shall not be

counted in the quorum in respect of the authorisation given under this Article 14 7 and if he or any other interested Director or Member or Member Representative does vote, those votes shall not be counted,

- 14 7 4 the Directors or Members may in their absolute discretion impose such terms or conditions on the grant of the authorisation as they think fit,
- 14 7 5 a Director will not be in breach of his duty under sections 172, 174 and 175 of the 2006 Act or the authorisation given by this Article 14 7 by reason only that he received confidential information from a third party relating to the conflict of interest which has been authorised by this Article 14 7 and either fails to disclose it to the Directors or fails to use it in relation to the Company's affairs and neither will be in breach of his duty under section 175 of the Act for anything done or omitted to be done by him in accordance with the provisions of Articles 14 5 and 14 6,
- 14 7 6 where approval to a transaction which falls within Chapter 4 of part 10 of the 2006 Act is given by Members in accordance with that Chapter further authorisation for that transaction by the Directors under this Article 14 7 is not necessary,
- 14 7 7 for the purposes of Article 14 7, "conflict of interest" includes a conflict of interest and a conflict of duty and a conflict of duties
- 14 8 Any authorisation of a conflict under this Article may (whether at the time of giving the authorisation or subsequently)
 - 14 8 1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised,
 - 14 8 2 be subject to such term and for such duration, or impose such limits or conditions, as the Directors or Members may determine, and
 - 14 8 3 be terminated or varied by the Directors or Members at any time,and this will not affect anything done by the Director or Member or Member Representative prior to such termination or variation in accordance with the terms of the authorisation
- 14 9 Where the Directors or Members authorise a conflict they may (whether at the time of giving the authorisation or subsequently) provide, without limitation, that the person
 - 14 9 1 is excluded from discussions related to the conflict,
 - 14 9 2 is not given any documents or other information relating to the conflict, and
 - 14 9 3 may or may not vote (or may or may not be counted in the quorum) at any future meeting in relation to any resolution relating to the conflict
- 14 10 Where the Directors or Members authorise a conflict the Director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the 2006 Act provided he acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation

15 MINUTES

- 15 1 The Directors shall cause minutes to be made in books kept for the purposes of
 - 15 1 1 recording the names and addresses of all the Members and Member Representative,
 - 15 1 2 all appointments made by the Directors, and
 - 15 1 3 all proceedings at general meetings of the Company and of the Directors and of committees constituted pursuant to Article 10 2 including the names of

Directors and Members or Member Representatives present at each such meeting

16 NOTICES

- 16 1 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing
- 16 2 The Company may give notice to a Member either personally or by sending it by first class post in a pre-paid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it in Electronic Form to an address for the time being notified to the Company by the Member. A Member who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent in electronic form, shall be entitled to have notices given to him or her at that address, but otherwise no such Member shall be entitled to receive any notice from the Company
- 16 3 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted. Where a notice is sent in Electronic Form, the notice shall be deemed to have been given at the expiration of 24 hours after the time of transmission
- 16 4 Where a notice is sent by making it available on a website, the notice shall be deemed to have been given either when it was first made available on the website or when the Member received or was deemed to have received notice of the fact that the notice was available on the website
- 16 5 A Member present, either in person, by proxy or by Member Representative, at any meeting of the Company shall be deemed to have received notice of that meeting and, where requisite, of the purposes for which it was called
- 16 6 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by giving notice by e-mail or facsimile (to such address or facsimile number as shall be notified by each Member to the Company from time to time) or by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all Members entitled to receive notice at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable
- 16 7 Where the Statutes permit the Company to send documents or notices to its Members in Electronic Form or by means of a website such documents and notices will be validly sent provided the Company complies with the requirements of the Statutes. Subject to any requirements of the Statutes, documents and notices may be sent to the Company in Electronic Form to the address specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified

17 WINDING UP

- 17 1 Every Member undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while such party is a Member or within one year after such party ceases to be a Member, for payment of the Company's debts and liabilities contracted before such person ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves
- 17 2 If at the conclusion of the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities any property or operating surplus whatsoever, the same shall be gifted to one or more organisations that have a similar

Purpose

18 INDEMNITY

- 18 1 Subject to the provisions of, and so far as may be permitted by, the Statutes but without prejudice to any indemnity to which the person concerned may be otherwise entitled, the Company may indemnify every Director, alternate director, secretary or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or the exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, including any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust in relation to anything done or omitted to be done or alleged to have been done or omitted to be done by him as a Director, alternate director, secretary or other officer of the Company
- 18 2 The Directors may buy and maintain at the cost of the Company insurance cover for or for the benefit of every Director, alternate director, auditor, secretary or other officer of the Company or of any associated company (as defined in section 256 of the 2006 Act) against any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the Company (or such associated company), including anything done or omitted to be done or alleged to have been done or omitted to be done by him as a Director, alternate director, auditor, secretary or other officer of the Company or associated company
- 18 3 Subject to the provisions of, and so far as may be permitted by, the Statutes, the Company shall be entitled to fund the expenditure of every Director, alternate director or other officer of the Company incurred or to be incurred
- 18 3 1 in defending any criminal or civil proceedings, or
- 18 3 2 in connection with any application under sections 661(3), 661(4) or 1157 of the 2006 Act

19 PURPOSE

The Purpose of the Company is to assist, promote, encourage, develop, lead and deliver sustainable economic growth of the TVBLEP Region creating a diverse and competitive knowledge economy with first class infrastructure and high growth built on local private strengths, exports and job creation In furtherance of this Purpose the objects of the Company shall be unrestricted

20 LIABILITY

The liability of the Members is limited

21 INCOME AND PROPERTY

- 21 1 Subject to the provisions of this Article the income and property of the Company shall be applied solely towards the promotion of the Purpose No portion of such income or property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the Members, provided that nothing in these Articles shall prevent any payment in good faith by the Company
- 21 1 1 of reasonable and proper remuneration to any employee, worker, consultant or other service provider of the Company for any services rendered to the Company,
- 21 1 2 of interest or capital in respect of money lent by any Member,
- 21 1 3 of reasonable and proper rent or licence fee for any premises demised, let or licensed by any Member or Director,
- 21 1 4 to any Director of reasonable out of pocket expenses properly incurred in connection with the business or undertaking of the Company

NAME AND ADDRESS OF SUBSCRIBER
Stephen Lamb 31 The Glebe Lavendon Near Olney Buckinghamshire MK46 4HF

DATED 14 12 2011

WITNESS to the above signature

Signature *Richard Tyndall*
Name RICHARD TYNDALL
Address 57 EASTERN AVENUE
READING
RG1 5SQ