



Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold block
lettering

*Insert full name
of Company

†Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

Form No. 41a

41a

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

1616121

Name of Company

WEST MIDLANDS ENTERPRISE BOARD LIMITED

I, MICHAEL PHILIP BLAMIRE-BROWN

of COUNTY HALL, 1 LANCASTER CIRCUS,
QUEENSWAY, BIRMINGHAM

B4 7DJ

do solemnly and sincerely declare that I am† A Solicitor of the Supreme Court
engaged in the formation

of * WEST MIDLANDS ENTERPRISE BOARD LIMITED

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company
and of matters precedent and incidental thereto have been complied with.
And I make this solemn Declaration conscientiously believing
the same to be true and by virtue of the provisions of the
Statutory Declarations Act 1835

Declared at Birmingham
in the County of West
Midlands

the 9th day of February

One thousand nine hundred and eighty two

before me Lawrence H Taylor

A Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

Signature of Declarant

M.P. Blamire Bsc.

Presentor's name, address and
reference (if any):

20991/MRC

For official use

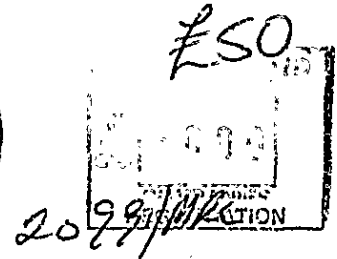
New companies section

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THE COMPANIES ACTS 1948 to 1980

16161213

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

WEST MIDLANDS ENTERPRISE
BOARD LIMITED

1. The name of the Company (hereinafter referred to as "The Company") is "WEST MIDLANDS ENTERPRISE BOARD LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company are established are:-

Syndall & Co.
102924.

£50



(1) Forthwith to execute Deeds of Covenant with the County Council of West Midlands in the terms of the draft Deeds of Covenant copies whereof have for the purposes of identification been signed by the subscribers to the Memorandum of Association and marked "A" and "B" and to carry the said Deeds of Covenant into effect but with power at any time and from time to time (both before and after the execution of the said Deeds of Covenant) to agree to any modifications thereto

(2) To promote the economic development of the County of West Midlands (hereinafter called "the County")

(3) To promote the establishment continuation modernisation development and expansion of industry and commerce within the County to enhance industrial and commercial activity within the County and to facilitate the provision of employment for persons resident within the County to the benefit of the public in that area

(4) To investigate the needs of industry and commerce in the County and to promote, and advertise the suitability of, the County as a location for industrial and commercial investment and the creation and expansion of industry and commerce

- (5) To promote the interests of commerce and industry in the County in all circles of local and central government and administration in the United Kingdom the European Economic Community and elsewhere and in all quasi-governmental bodies and agencies in such places
- (6) To investigate housing needs in the County and to promote the development repair modernisation and improvement of housing in the County to the benefit of the public in that area
- (7) To promote the provision of training, re-training and apprenticeships of all kinds and to promote and assist any projects or programmes (including those under the control or auspices of the Manpower Services Commission or any other quasi-governmental body or agency) designed to provide or further the provision of training re-training or apprenticeships
- (8) To investigate opportunities for investment by the West Midlands County Council Superannuation Fund, other pension funds and sources of investment capital and to undertake or direct the management of such investments
- (9) To assist the County Council of West Midlands in the exercise of their statutory powers and duties in relation to land use planning and development

- (10) To purchase, take on lease or in exchange, hire and otherwise acquire any real or personal property, rights or privileges which the Board of Directors may think necessary or convenient for the purposes of the activities of the Company and to erect construct and equip buildings or works of any kind necessary or convenient for such purposes
- (11) To sell, lease, dispose of, grant rights over, or otherwise deal with the undertaking, property or assets of the Company or any part thereof on such terms as the Board of Directors may decide
- (12) To lay out and develop any land held or proposed to be held by the Company or by any person, Company or body in association with the Company, and construct drains and sewers thereunder, lay on gas or electric or other artificial light, or power, and to build, convert, alter or improve factories, warehouses, stores, offices, shops, houses and other buildings of all kinds, or to finance guarantee or arrange the execution of such work by any other person, body or Company
- (13) To lend money, to give grants, to guarantee or otherwise render financial assistance and by any means upon such terms and conditions as

the Board of Directors think fit to any Company, Co-operative or Community enterprise or other undertaking or body of persons either with or without taking security or remuneration for any money so lent or assistance rendered

- (14) To provide or arrange the provision of information or advisory technical legal financial estate and business management administrative and other services and facilities to the County Council of West Midlands other local authorities and to commerce and industry in the West Midlands area
- (15) To carry on any other activity which may seem to the Company capable of being conveniently carried on in connection with any activity which the Company is authorised to carry on or may seem to the Company calculated directly or indirectly to benefit the Company or to enhance the value of or render profitable any of the Company's properties or rights
- (16) To take such steps as are appropriate or as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of grants, donations, annual payments or otherwise

(17) To carry on or promote any company or companies for the purpose of carrying on the business of an investment company and for that purpose to acquire and hold either in the name of the company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company whenever incorporated or carrying on a business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependant, municipal, local or otherwise in any part of the world

(18) To take any gift of property from any person or body including the County Council of West Midlands, whether subject to any special trust or not, for any one or more of the objects of the company

(19) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects

(20) To borrow and raise money in such manner and upon such terms as the Company may think fit and to secure the same or the repayment or performance of any debt liability contract

guarantee or other engagement incurred or to be entered into, by the Company in any way and in particular but without limiting the generality of the foregoing by mortgaging or charging all or any part of the property (Both present and future) of the Company or by the creation and issue of redeemable debentures or debenture stock bonds or other securities; and to purchase redeem or pay off any such securities

- (21) To lend and advance money or give credit to any person or company and to enter into any guarantee contract of indemnity or suretyship whether by personal covenant or otherwise and in particular but without limiting the generality of the foregoing to guarantee the payment of any money secured by or payable under or in respect of any shares debentures charges contracts or securities or other obligations of any kind of any person firm authority or company British or foreign including in particular but without limiting the generality of the foregoing any company which is (within the meaning of Section 154 of the Companies Act 1948 or any statutory re-enactment or modification thereof) in relation to the Company a subsidiary or a holding company or subsidiary of any such holding company and to

secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person or company

- (22) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company, or of its customers or of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested
- (23) To invest the monies of the Company in or upon such shares, securities and investments and in such manner as may from time to time be determined
- (24) To draw, make, accept, indorse, discount, execute and issue cheques, promissory notes, Bills of Exchange, Bills of Lading, warrants and other negotiable or transferrable instruments
- (25) To purchase, subscribe for or otherwise acquire and hold or acquire options over the shares, stocks, notes, obligations, security or property of any company

- (26) To pay out of the funds of the Company, all expenses which the Company may lawfully pay out of or incident to the formation, registration and advertising of, or raising money for the Company, the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting debentures, debenture stock, securities or obligations
- (27) To enter into any arrangements with the European Economic Community or any Government or authority, supreme, municipal, local or otherwise, and to obtain from the European Economic Community or any such Government or authority any rights, concessions and privileges that may seem conducive to the Company's objects or any of them
- (28) To transfer, convey, assign or lease to any local authority, government body, quasi-government body or agency or any charity for any or no consideration any land, building or other property the transfer conveyance, assignment or lease of which may appear to the Company to be conducive to the attainment of the Company's objects or any of them
- (29) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, provident or superannuation funds or to apply for

admission to the West Midlands County Council Superannuation Fund for the benefit of, and to give or procure the giving of donations, gratuities, pensions allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with such subsidiary company who are or were at any time Directors or officers of the Company or of any such other company as aforesaid or any persons in whose welfare the Company or any other company as aforesaid is or has been at any time interested and the wives, widows, families and dependants of any such persons, and also to provide welfare and recreational activities establish and subsidise or subscribe to any institution, associations, clubs, or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or to any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid

(30) To promote any company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to pay all the expenses of or incidental to such promotion

(31) To do all such things as the Company may deem incidental or conducive to the attainment of any of the above objects of the Company

And it is hereby declared that the word "company" shall be deemed to include any partnership or other body or person, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere and the intention is that each of the objects specified in each paragraph of this Clause shall except where otherwise expressed in such paragraph be an independent main object and be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company, as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise, howsoever by way of

profit, to the members of the Company.

PROVIDED that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company, or the reimbursement to any such person of expenses properly incurred by him in connection with the Company's business or undertaking BUT so that no member or candidate for membership of the County Council of West Midlands shall hold or be appointed to any salaried office of or employment by the Company or any office of or employment by the Company paid by fees and so that no salary remuneration or any other benefit in money or money's worth shall be paid or payable by the Company to any such member or candidate save and except that he shall be entitled as follows namely:-

- (1) to reimbursement of all expenses incurred by him as a Director to the extent to which reimbursement is authorised by the Articles of Association for the time being in force
- (2) to any indemnity which may be payable to him in accordance with any of the Articles of Association for the time being in force
- (3) to any security or indemnity to which he may be entitled by virtue of any arrangement made with him as a Director in respect of any

obligations undertaken by him as a Director
for the benefit of the Company

5. (1) No addition, alteration or amendment shall be made to any of the provisions of the Memorandum (including the provisions of this present clause) unless the same shall have been first submitted to and approved in writing by the County Council of West Midlands and thereafter passed by special resolution of the Company

(2) No addition, alteration or amendment shall be made to any of the Articles of Association unless the same shall have been first submitted to and approved in writing by the County Council of West Midlands and thereafter passed by special resolution of the Company

6. The liability of the Members is limited. ✓

7. 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, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Pound.

8. 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 institution or institutions, having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property 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, such institution or institutions to be determined by the County Council of West Midlands or in default of such determination by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

9. In this Memorandum of Association and in the Articles of Association of the Company, references to the County Council of West Midlands shall unless the context so precludes include references to any other body authority or corporation to which the general functions of the County Council of West Midlands (as constituted on the date of incorporation of the Company) may from time to time have been transferred.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Geoffrey Edge, 31 Rudley Rd West, Trivildale, Walsley,
West Midlands. Senior Research Fellow.

Gary J. rey, 20, Glendale Close, Halesowen
West Midlands, Teacher ✓

Dated The ninth day of February 1982 ✓

Witness to the above signature :-

Michael Philip Blaine - Brown

County Hall 1 Lancaster Circus, Queensway
Birmingham B4 7D ✓

Solicitor.

THE COMPANIES ACTS 1948 to 1980

1616121/3

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

WEST MIDLANDS ENTERPRISE
BOARD LIMITED

GENERAL

1. In these Articles, the words standing in the First Column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS

MEANINGS

The Act

The Companies Act 1948

The Statutes

The Act, the Companies Acts
1967, 1976, 1980 and 1981 and
every statutory modification
amendment or re-enactment
thereof for the time being in
force

These Presents

These Articles of Association,
and the regulations of the
Company from time to time in
force.

The Company

West Midlands Enterprise
Board Limited.

The Board

The Board of Directors for the
time being of the Company.

The Council

The County Council of West
Midlands as constituted on the
date of incorporation of the
Company or any body authority
or corporation to which the
general functions thereof may
from time to time have been
transferred.

L.A. Members

Those Members of the Company
appointed or deemed to have
been appointed by the Council
to be L.A. Members of the
Company under Article 4(B)

Ordinary Members

Those Members of the Company
appointed by the Council to be
Ordinary Members of the Company
under Article 4(C)

Members

The Members of the Company
namely (unless otherwise stated
or the context otherwise admits

or requires) L.A. Members
and Ordinary Members

Special Directors

Those Members of the Company
appointed or deemed to have
been appointed by the Council
to be Special Directors under
Article 30(A)

Ordinary Directors

Those Members of the Company
appointed by the Council to be
Ordinary Directors under Art-
icle 30(A)

Directors

The Directors of the Company
namely (unless otherwise stated
or the context otherwise
admits or requires) Special
and Ordinary Directors

Chief Executive

The Chief Executive for the
time being of the Council.

County Secretary

The County Secretary for the
time being of the Council.

The Office

The Registered Office for the
time being of the Company.

The Register

The Register of Members of the
Company.

The Seal

The Common Seal of the Company.

The United Kingdom	Great Britain and Northern Ireland.
Year	Calendar Year
Month	Calendar Month.
In writing	Written, printed, photographed, xero-graphed or lithographed, or one and partly another and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender: and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The Company is established for the purposes expressed in the Memorandum of Association.

3. The maximum number of Members with which the Company proposes to be registered is fifteen.

4.(A) Subject as hereinafter mentioned, the Members of the Company shall be the subscribers to the Memorandum of

Association and the first Directors referred to in Article 28 and such other persons as shall be appointed to membership by the Council in accordance with these presents.

(B) The Council shall be entitled at any time and from time to time by notice in writing to appoint up to 10 individuals who are members of the Council to be L.A. Members of the Company: and the subscribers to the Memorandum of Association and the first Directors referred to in Article 28 shall be deemed to have been so appointed by the Council on the date of incorporation of the Company.

(C) In addition to the individuals appointed or deemed to have been appointed under paragraph (B) of this Article, the Council shall be entitled at any time and from time to time by notice in writing to appoint up to 5 individuals (whether or not members of the Council) or corporations (excluding the Council) to be Ordinary Members of the Company.

(D) Save and except the deemed appointments made under paragraph (B) of this Article, no appointment made under either paragraph (B) or paragraph (C) of this Article shall become effective until the person appointed shall either have signed a form accepting such appointment and left it as the Office or shall have signed his name in the Register

(E) By notice in writing the Council shall be entitled to remove from membership of the Company any L.A. Member appointed or deemed to have been appointed under paragraph (B) of this Article or any Ordinary Member appointed under paragraph (C) of this Article

(F) The Council shall be entitled, in the place of any Member removed under paragraph (E) of this Article or who otherwise ceases to be a Member by virtue of Article 6, to appoint another Member under paragraph (B) or paragraph (C) of this Article (as the case may be) subject as provided in paragraph (D) of this Article

(G) Any notice given under the provisions of this Article shall be addressed to the Company and shall be signed on behalf of the Council by the Chief Executive or County Secretary or some other person duly authorised by the Council to sign on its behalf and shall take effect upon lodgement thereof at the Office or upon receipt thereof by the Secretary whichever first occurs

5. The provisions of section 110 of the Act shall be observed by the Company.

6. A Member shall retire or be deemed to retire from membership forthwith in any of the following cases:-

(A) If he shall give notice of resignation in writing to the Company.

(B) If having been (or being deemed to have been) appointed as a L.A. Member under Article 4(B) he shall cease to be a Member of the Council.

(C) If he shall be removed under Article 4(E) hereof.

(D) Upon his death.

7. The Register shall be kept by the Company containing the names and addresses of all the Members and together with such other particulars as may be required by the Statutes.

GENERAL MEETINGS

8. The Company shall in each year hold a General Meeting as its Annual General Meeting (in addition to any other meetings in that year) and shall specify the meeting as such in the notices calling it; and not more than 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 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

9. All General Meetings, other than the Annual General Meeting shall be called Extraordinary General Meetings.

10. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting as a quorum, any Director

or any 5 Members 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

11. The Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 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 14 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 persons as are, under the Articles of the Company, entitled to receive such notices from the Company: provided that 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 is so agreed -

(a) In the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and

(b) In the case of any other meeting, by a majority in number of the Members having a right to attend and vote

at the meeting, being a majority together representing not less than 95% of the total voting rights of that meeting of all the members.

12. 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

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors and the appointment and the fixing of the remuneration of the Auditors.

14. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, 5 Members present in person shall be a quorum.

15. If within half an hour from the time appointed for the Meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine.

16. The Chairman, if any, of the Board of Directors, shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting, or is unwilling to act the Special Directors present shall elect one of their number to be Chairman of the meeting.

17. If at any meeting (not being a meeting at which the Chairman of the Board of Directors presides) no Special Director is present within 15 minutes after the time appointed for the holding of the meeting or is willing to act as Chairman, the 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.

18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19. 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 at least four Members present in person
or
- (c) by any Member or Members present in person
and representing not less than one tenth of the
total voting rights of all the Members having
the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

20. Except as provided in Article 22, if a poll is duly demanded, it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. 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.

22. A poll demanded on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such times 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.

23. Subject to the provisions of the Act, a resolution in writing, signed by all Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised and approved representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

VOTES OF MEMBERS

24. Each L.A. Member shall have four votes and each Ordinary Member shall have one vote.

25. No Member shall be entitled to vote at any General Meeting unless all monies presently payable by him to the Company have been paid.

26. On a poll, votes may only be given personally.

CORPORATIONS ACTING BY REPRESENTATIVES
AT MEETINGS

27. Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit and as may (whether then or thereafter) be approved in writing by the Council to act as its representative at any meeting of the Company, and the person so authorised shall be entitled, if and when such approval is given, to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company BUT unless and until such approval is given no such person shall be entitled to exercise any powers on behalf of the corporation or to attend any meetings of the Company. For the purpose of this Article any approval on behalf of the Council shall be given by notice in writing (signed on its behalf by the Chief Executive or the County Secretary or some other person duly authorised by the Council to sign on its behalf) and such notice shall be deemed to have been given only upon the lodgement thereof at the Office or upon receipt thereof by the Secretary whichever first occurs

DIRECTORS

28. Pursuant to Section 21 of the Companies Act 1976, the first Directors shall be the persons nominated on the statement delivered to the Registrar of Companies and signed by or on behalf of the subscribers to the

Memorandum of Association (and the persons so nominated may include one or both of the subscribers).

29. The number of Directors shall not be less than four nor more than eight.

30. (A) The Council shall be entitled at any time and from time to time to appoint up to 5 Members (whether L.A. Members or Ordinary Members) to be Special Directors of the Company and up to 3 Members (whether L.A. Members or Ordinary Members) to be Ordinary Directors of the Company

PROVIDED ALWAYS THAT:

(1) The total number of L.A. Members who are Directors shall not at any time exceed 4

(2) The first Directors referred to in Article 28 shall be Special Directors and shall be deemed to have been so appointed by the Council on the date of incorporation of the Company

(B) The Council shall be entitled at any time and from time to time to remove from office any Special or Ordinary Director appointed or deemed to have been appointed under paragraph (A) of this Article

(C) The Council shall be entitled, in the place of any Director removed under paragraph (B) of this Article or who otherwise ceases to be a Director by virtue of Article 41, to appoint another Director under paragraph (A) of this

(D) Every such appointment or removal shall be effected by an instrument in writing signed on behalf of the Council by the Chief Executive or County Secretary or some other person duly authorised by the Council to sign on its behalf and shall take effect upon lodgement thereof at the Office or upon receipt thereof by the Secretary whichever first occurs

31. The Company may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Director before the expiration of his period of his office notwithstanding anything in these regulations or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

32. Neither the Board nor the Company shall have power at any time to appoint a Director whether to fill a casual vacancy or as an additional Director or otherwise.

33. (A) The remuneration of the Directors (excluding any Directors who by virtue of Clause 4 of the Memorandum of Association are not entitled to remuneration) shall from time to time be determined by the Company in General Meeting and such remuneration shall be deemed to accrue from day to day

- (B) All the Directors shall be reimbursed all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings 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 undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

35. (A) The Directors shall forthwith in the name and on behalf of the Company execute the Deeds of Covenant mentioned in Paragraph (1) of Clause 3 of the Memorandum of Association and carry the same into effect but with power at any time and from time to time (both before and after the execution of the said Deeds of Covenant) to agree to any modifications thereto
- (B) 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 Act or by these

Articles, required to be exercised by the Company in General Meeting, subject, nevertheless, to the provisions of the Act or these Articles and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulations made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

36. The Directors shall as soon as possible after the end of each accounting year make to the Council a report on the activities of the Company during that year, such report to include such information relating to the plans and past and present activities of the Company and financial position of the Company as the Council may from time to time direct. The Directors shall also submit to the Council a copy of the statement of accounts of that year and a copy of any report made on the statement by the auditors.

37. The Directors may from time to time and at any times by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these

Articles) and for such period and subject to such conditions as they may think fit and any powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

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

39. 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 of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors;

and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

40. A Director who is in any way whether directly or indirectly interested in any contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act. A Director shall not vote in respect of any contract proposed contract or arrangement in which he is financially interested or any matter arising thereout, and if he does so vote his vote shall not be counted. A Director shall not be deemed to be interested in a contract proposed contract or arrangement with the Council merely by reason that he or his spouse is a Member or employee of the Council or is a resident or a ratepayer in the County of West Midlands.

DISQUALIFICATION OF DIRECTORS

41. The office of Director shall be vacated if the Director -

- (a) without the consent of the Company in General Meeting holds any other office of profit under the Company: or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally: or
- (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act or under Section 28 of the Companies Act 1976: or
- (d) becomes of unsound mind: or

- (e) resigns his office by notice in writing to the Company: or
- (f) ceases to be a Director by virtue of a resolution duly passed pursuant to Section 184 of the Act: or
- (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 199 of the Act: or
- (h) having been (or being deemed to have been) appointed as a L.A. Member under Article 4(B), ceases to be a member of the Council: or
- (i) having been (or being deemed to have been) appointed a Director under Article 30(A), is removed by the Council under Article 30(B):
- (j) otherwise ceases to be a Member by virtue of Article 6.

42. A person may be appointed as a Director whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of 70 years or any other age.

PROCEEDINGS OF THE BOARD

43. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes, each Special Director having four votes and each Ordinary

Director having one vote. In the case of an equality of votes, the Chairman shall have a second or casting vote. The Secretary on the requisition of at least two Special Directors shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

44. The quorum necessary for the transaction of the business of the Board may be fixed by the Directors, and unless so fixed shall be four, of which two must be Special Directors.

45. 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 the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of summoning a General Meeting of the Company, but for no other purposes.

46. The Council shall be entitled to appoint any Director to be Chairman of the Board and to determine for what period he is (subject to Article 41) to hold office and to remove any Chairman appointed by it and to appoint another Director as Chairman of the Board in his place. Every such appointment or removal shall be effected by an instrument in writing signed on behalf of the Council by the Chief Executive or County Secretary or some other person duly authorised by the Council to

sign on its behalf and shall take effect upon lodgement thereof at the Office or upon receipt thereof by the Secretary whichever first occurs.

47. The Chairman of the Board shall be the Chairman of all meetings of the Board save that if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Special Directors present may choose one of their number to be Chairman of the meeting.

48. The Directors may delegate any of their powers to Committees consisting of such member or members of their body as they think fit provided that the membership of any such Committee shall include at least one Special Director and any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

49. A Committee may elect one of its members who is a Special Director to be Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number who is a Special Director to be Chairman of the meeting.

50. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of the votes of the members present, and in the

case of an equality of votes, the Chairman shall have a second or casting vote.

51. All acts done by any meeting of the Directors or of a Committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director 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.

52. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

SECRETARY

53. Subject to Section 21(5) of the Companies Act 1976, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit; and any Secretary so appointed may be removed by the Board.

54. A provision of the Act or these Articles 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

55. 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 the Chairman of the Board or by a Special Director appointed by the Chairman of the Board for the purpose and shall be countersigned by the Secretary or by a second Director appointed by the Chairman of the Board for the purpose.

ACCOUNTS

56. The Directors shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

57. The accounting records shall be kept at the Office or, subject to Section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Directors think fit, and shall always be open to the inspection of the officers of the Company.

58. 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.

59. The Directors shall from time to time in accordance with Sections 150 and 157 of the Act and Sections 1, 6 and 7 of the Companies Act 1976, cause to be prepared and printed and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

60. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditors' report and Directors' report, shall not less than twenty-one days before the date of the Meeting be sent to the Council and every Member of, and every holder of debentures of, the Company. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

61. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Companies Act 1948, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976.

NOTICES

62. A notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

63. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

- (a) Every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
- (b) the Council.
- (c) The Auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

INDEMNITY

64. Every Director Agent Auditor Secretary and Officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Geoffrey Edge, 31 Dudley Rd West, Tividale,
Worley, West Midlands. Senior Research Fellow. ✓

Gary J. Day, 20, Glendale Close
Halesowen, W. M.I.S
Teacher. ✓

Dated the ninth day of February 1982 ✓

Witness to the above signatures :-

Michael Philip Blamire-Brown

County Hall 1, Lancaster Circus Queensway ✓

Birmingham B4 7DS

Solicitor.



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write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold black lettering

* delete if
inappropriate

THE COMPANIES ACTS 1948 TO 1980

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Form No. 1

1

Company number

1616121/4

Name of Company

WEST MIDLANDS ENTERPRISE BOARD

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

COUNTY HALL

1 LANCASTER CIRCUS

QUEENSWAY

BIRMINGHAM B4 7DJ

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

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If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

1

Presenter's
reference (if any):

For official use

General section

Post room

20991/M2L



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Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin

Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	GEOFFREY EDGE	Business occupation	SENIOR RESEARCH FELLOW
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	31 DUDLEY ROAD WEST TIVIDALE, WARLEY, WEST MIDLANDS B69 2HW	Date of birth (where applicable) (note 6)	N/A
Particulars of other directorships (note 5)	NONE		
I hereby consent to act as director of the company named on page 1			
Signature	<i>Geoff Edge</i>	Date	9th February 1982

Name (note 2)	GARY TITLEY	Business occupation	TEACHER
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	20 GLENDALE CLOSE HALESOWEN, WEST MIDLANDS B63 3LD	Date of birth (where applicable) (note 6)	N/A
Particulars of other directorships (note 5)	NONE		
I hereby consent to act as director of the company named on page 1			
Signature	<i>G. Titley</i>	Date	9th February 1982

Name (note 2)	GORDON MORGAN	Business occupation	Retired
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	55 TIMBERTREE CRESCENT CRADLEY HEATH, WARLEY WEST MIDLANDS B64 7ND	Date of birth (where applicable) (note 6)	N/A
Particulars of other directorships (note 5)	NONE		
I hereby consent to act as director of the company named on page 1			
Signature	<i>G. Morgan</i>	Date	9th February 1982

Please do not
write in this
binding margin



Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7) JOHN DERRIK KENDER

Former name(s) (note 3)

Address (notes 4 & 7) 64 ARMORIAL ROAD
COVENTRY

I hereby consent to act as secretary of the company named on page 1

Signature

Date 9th February 1982

Name (notes 2 & 7)

Former name(s) (note 3)

Address (notes 4 & 7)

I hereby consent to act as secretary of the company named on page 1

Signature

Date

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature

[Subscriber] [Agent]† Date 9th February 1982

Signature

[Subscriber] [Agent]† Date 9th February 1982

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1980

**Statement of first directors and
secretary and intended situation
of registered office**

Continuation sheet No. 1
to Form No. 1

Company number

1616121

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of Company

* delete if
inappropriate

WEST MIDLANDS ENTERPRISE BOARD

Limited*

Particulars of other directors (continued)

Name (note 2) DAVID HUNTER SPARKS

Business occupation

CAREERS ADVISOR

Former name(s) (note 3)

Nationality

BRITISH

Address (note 4) 54 VICTORIA ROAD

QUARRY BANK, BRIERLEY HILL,

Date of birth (where applicable)
(note 6)

WEST MIDLANDS DY5 1DD

N/A

I hereby consent to act as director of the company named on page 1

Signature

David Hunter Sparks

Date 9th February 1982

Particulars of other directorships

NONE

† delete if
inappropriate



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CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1616121

I hereby certify that

WEST MIDLANDS ENTERPRISE BOARD LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 22ND FEBRUARY 1982

A handwritten signature in dark ink, appearing to read 'R. Wilson', written over a horizontal line.

Assistant Registrar of Companies